

Cemindia Projects Limited
(formerly ITD Cementation India Limited)

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

AND

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED
PRICE SENSITIVE INFORMATION**

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Cemindia Projects Limited
(formerly ITD Cementation India Limited)**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING
IN SECURITIES OF THE COMPANY**

[Under Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

INTRODUCTION:

The Securities and Exchange Board of India ("SEBI") has, in order to protect the interests of investors in general and to put in place a framework for prohibition of insider trading in securities of the Company and to strengthen the legal framework thereof, has issued the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**the Regulations**") pursuant to the powers conferred on it under section 30 of the Securities and Exchange Board of India Act, 1992 ("SEBI Act"). The Regulations would come into force with effect from 15th May 2015 and the same are applicable to all companies whose shares are listed on any recognised stock exchange. The said Regulations have been amended and shall come into force with effect from 1st April, 2019.

The Regulations provide that every listed company shall frame (a) Code of Conduct, to regulate, monitor and report trading by its Designated Persons, their immediate Relatives and other connected persons and (b) Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information, towards achieving compliance with the Regulations.

This document embodies (a) the Code of Conduct for regulating, monitoring and reporting of trades by insiders and (b) the Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information, as provided for under the Regulations. This Code applies apply to all Designated Persons, their immediate Relatives and Connected Persons, as defined in the Code.

This Code shall supersede the existing Cemindia Code for prevention of Insider Trading, which was adopted earlier by the Company, pursuant to the requirements of Regulation 12(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, which has since been repealed by SEBI.

1. Definitions

In this Code, unless the context otherwise requires, the following words, expression and derivations therefrom shall have the meanings assigned to them, as under:

- (a) **"Act"** means the Securities and Exchange Board of India Act, 1992 and includes any statutory modifications or amendments thereto from time to time in force.
- (b) **"Board"** means the Board of Directors of the Company.
- (c) **"Code"** means this Code of Conduct for regulating, monitoring and reporting of trades under the Regulations, and any modifications /amendments made thereto from time to time.
- (d) **"Chinese Walls"** shall have the meaning assigned thereto in clause 6(i) of this Code.
- (e) **"Chief Investor Relations Officer"** shall have the meaning assigned to it in clause 1(a) of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- (f) **"Company"** means Cemindia Projects Limited (formerly ITD Cementation India Limited).
- (g) **"Companies Act"** means the Companies Act, 2013 and the Rules made thereunder and shall include any modifications or amendments thereto from time to time in force.
- (h) **"Compliance Officer"** means the senior officer so designated reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and implementation of the codes specified under the Regulations under the overall supervision of the Board.

"[Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows]"

- (i) **"Connected Person"** means:
 - (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within

the following categories shall be deemed to be connected persons unless the contrary is established,

- (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee of a public financial institution as defined in section 2 (72) of the Companies Act; or
 - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- (j) **"Contra Trade"** shall have the meaning assigned to it in Clause 5(i) of this Code.
- (k) **"Dependent"** with respect to any person, means the parents, siblings, spouse, children, children of the spouse (whether minors or adults) of such person who are either financially dependent on such person or consult with such person while taking decisions relating to trading in securities.
- (l) **"Designated Persons"** means: -
- i) Directors of the Company
 - ii) All Officers / employees of the Company, upto two levels below Vice Chairman / Managing Director / Deputy Managing Director irrespective of their functional role in the company or ability to have access to unpublished price sensitive information (UPSI);
 - iii) Chief Operating Officer / Chief Financial Officer / Company Secretary
 - iv) All Divisional Heads
 - v) Employees reporting directly to the Chairman / Vice Chairman / Managing Director / Deputy Managing Director as Chief Officer or Business Head, irrespective of their designation.
 - vi) Permanent invitees to the meetings of the Board and / or its Committees.
 - vii) All participants of monthly Management Meetings.
 - viii) Employees of Material Subsidiary (ies), if any, designated by the Board of Directors on the basis of their functional role or access to UPSI in the organization..
 - ix) Promoter(s) of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;
 - x) Any support staff of the company, such as IT staff or secretarial staff who have access to unpublished price sensitive information.
 - xi) Any other person / officer / employee as may be specified by the Board and / or designated as such by the Compliance Officer, on the basis of their role

and functions and also to their seniority and professional designations having access to UPSI, in consultation with the Vice Chairman / Managing Director / Deputy Managing Director, keeping in mind the objectives of the Code.

- xii) All other persons, being in any contractual, fiduciary or employment relationship with the Company, whether temporary or permanent, that allows such persons, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
- (m) **"Director"** means a member of the Board of Directors of the Company.
- (n) **"Employee"** means every employee of the Company, including the Directors who are in employment of the Company.
- (o) **"ESOP"** shall have the meaning assigned to it in Clause 7(e) of this Code.
- (p) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.
- (q) **Fiduciary** means Professional firms such as Auditors, Accountancy firms, Law firms, Analysts, Insolvency Professional entities, Consultants, Banks etc. assisting or advising the Company shall be collectively referred to as Fiduciaries for the purpose of these regulations.
- (r) **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- (s) **"Insider"** means any person who is:
- (i) a connected person
 - (j) In possession of or having access to unpublished price sensitive information.
- (t) **"Insider Areas"** and **"Public Areas"** shall have the meanings respectively assigned to them in clause 6(ii) of this Code.
- (u) **Intermediary means** a person mentioned in clauses (b) and (ba) of sub-section (2) of section 11 and sub-section (1) and (1A) of section 12 of the Act and includes an asset management company in relation to the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, a clearing member of a clearing corporation or clearing house and a trading member of a derivative segment of a stock exchange but does not include foreign institutional investor, foreign venture capital investor, mutual fund, collective investment scheme and venture capital fund as per SECURITIES AND EXCHANGE BOARD OF INDIA (INTERMEDIARIES) REGULATIONS, 2008
- (v) **"Key Managerial Personnel (KMP)"** means a person as defined so under Section 2(51) of the Companies Act including any amendment or modification made thereto.
- (w) **"Listing Regulation"** means . Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

- (x) **"Need to know"** means Price Sensitive Information disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (y) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modification thereof for the time being in force.
- (z) **"Promoter group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (aa) **"Regulations"** shall mean The Securities and Exchange Board of India (Prohibition of Insider Trading/Regulations 2015 for the time being and from time to time in force.
- (bb) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof for the time being in force, except units of a mutual fund.
- (cc) **"SEBI"** means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992 and any modifications or amendments thereto for the time being in force.
- (dd) **"Stock Exchange"** means Bombay Stock Exchange (BSE Limited) and National Stock Exchange of India Limited.
- (ee) **"Specified"** means specified by SEBI in writing.
- (ff) **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any modifications or amendments thereto for the time being in force;
- (gg) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company and 'trade' shall be construed accordingly.
- (hh) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- (ii) **"Trading Window"** shall have the meaning assigned to it in Clause 7(a) of this Code;
- (jj) **"Unpublished Price Sensitive Information" (UPSI)** means any information, relating to the Company or its securities, directly or indirectly, that is not Generally Available Information which upon becoming generally available, is likely to materially affect the price of the securities and shall include, without limitation, ordinarily including but not restricted to, information relating to the following:
 - (i) financial results;
 - (ii) dividends;

- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel;

Words importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender and vice versa.

Words and expressions used in this Code but not defined herein shall have the meanings respectively assigned to them under the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act.

2. A. Powers, Duties and Responsibilities of the Compliance Officer

- (a) The Company has appointed the person holding the position of Company Secretary, as the Compliance Officer for the purposes of this Code and the Regulations. The Compliance Officer shall make best endeavours to ensure compliance with, and effective implementation of, the Regulations and the Code by Specified Persons.
- (b) The Compliance Officer shall report to the Board and in particular, shall provide report to the Chairman of the Audit Committee or to the Chairman of the Board, at such frequency, as may be stipulated by the Board. Further, the Compliance Officer shall, at all times, abide by any directions and instructions that may be issued by the Board.
- (c) The Compliance Officer shall be inter alia responsible for:
 - (i) setting forth policies in consultation with the Chairman / Managing Director;
 - (ii) prescribing procedures in connection with the Code;
 - (iii) monitoring adherence to the rules specified in the Code for the preservation of Unpublished Price Sensitive Information;
 - (iv) pre-clearing approvals, either directly or through heads of various departments as decided by the Board, to dealings in the Company's Securities by the Designated Persons and Dependent and monitoring of such dealings;
 - (v) As a means to Regulate, Monitor and Report Trading by Designated Persons, the Compliance Officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, , or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors, but not less than once in a year.
 - (vi) implementation of this Code under the overall supervision of the Board.
- (d) The Compliance Officer shall maintain a record of all the Designated Persons and also changes to the list from time to time.
- (e) The Compliance Officer shall maintain records of all declarations and disclosures received by him under the Code for a minimum period of five (5) years.

- (f) The Compliance Officer shall be responsible for the approval of Trading Plans. The Compliance Officer shall also be responsible for notifying the Trading Plans to the stock exchanges on which Securities are listed
- (g) The Compliance Officer shall maintain a record of closure of trading window from time to time.
- (h) The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and this Code.
- (i) The Compliance Officer shall confidentially maintain a list of [such securities as a "restricted list"] which shall be used as the basis for approving or rejecting applications for pre-clearance of trades

B. Powers, Duties and Responsibilities of the Board of Directors and Audit Committee

The Board of Directors of the Company shall formulate a code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B of Regulations, without diluting the provisions of these regulations in any manner.

The Board of directors of the Company shall ensure that the Vice Chairman /Managing Director / Deputy Managing Director or such other analogous person ensures compliance with the Code of Conduct under Regulation 9 and sub-regulations (1) and (2) of Regulation 9A relating to Institutional Mechanism for prevention of Insider Trading.

Structured digital database and Maintenance of database: The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation alongwith the Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Audit Committee shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

3. Responsibilities of Designated Persons and Connected Persons

- (a) **Preservation of UPSI:** The Designated Persons and Connected Persons shall maintain confidentiality of all UPSI and shall not communicate, provide, or allow access to any UPSI relating to the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- (b) **Need to know:** Designated Persons and Connected Persons, who are reasonably expected to have access to UPSI or who have received or have had access to such information, shall handle the same on a “**need to know**” basis. UPSI shall be disclosed only to those persons within the Company who need such information in furtherance of his / her legitimate purposes, performance of duties or discharge of legal obligations.
- (c) **Limited access to confidential information:** Designated Persons and Connected Persons, who are reasonably expected to have access to UPSI or who have received or have had access to such information, shall ensure that :
- (i) files containing UPSI are kept secure;
 - (ii) computer files have adequate security of login through a password; and
 - (iii) follow the guidelines for maintenance of electronic records and systems as prescribed within the Company from time to time in consultation with the person in charge of the information technology function.
- (d) **Communication to Media / Public :**The Compliance Officer shall be consulted in advance, before any communication is made to the media / public on behalf the Company, which may have impact on the price movement in the Company’s scrip.

(e) Furnishing of PAN details:

All designated persons shall be required to disclose name and Permanent Account Number or any other identifier authorized by law of certain persons on an annual basis and as and when the information changes:

- i) immediate relatives;
- ii) persons with whom such designated person(s) shares a material financial relationship;
- iii) Phone, mobile, and cell numbers which are used by them.

In addition, names of educational institutions from which designated persons have studied and names of their past employers shall also be disclosed on a one time basis.

4. Restrictions on Designated Persons & Connected Persons

(a) No Designated Person and Connected Person shall –

- (i) either on his own behalf, or on behalf of any other person, trade when in possession of any UPSI unless made in accordance with the Trading Plan as enumerated in this Code;
- (ii) When a person who has traded in securities has been in possession of UPSI, his/ her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

- (1) the transaction is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of regulation 3 of the Regulations and both parties had made a conscious and informed trade decision.

Provided that such UPSI was not obtained under Regulation 3 (3) of these Regulations in connection with a transaction that would entail an obligation to make an open offer under the takeover regulations where the Board of the Company is of informed opinion that sharing of such information is in the best interests of the Company.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (2) The transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such UPSI shall not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts].

- (iii) The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bonafide transaction.
- (iv) The transaction in question was undertaken pursuant to the exercise of Stock options, if any, in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- (v) in the case of non-individual insiders: –

- (a) the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- (vi) The trades were pursuant to a trading plan set up in accordance with Regulation 5 of the Insider Trading Regulations.
 - (vii) advice any person to trade in the Securities while being in possession, control or knowledge of UPSI. For avoidance of any doubt it is clarified that "advice" shall mean to include recommendations, communications or counseling.
- (b) Each Designated Person and Connected Person shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the Securities of the Company on behalf of any Designated Person or Connected Person, unless such Designated Person or Connected Person is permitted to trade in the Securities of the Company in accordance with this Code.

5. Restrictions on opposite transactions and short selling

Contra Trade

- (i) All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction ("**Contra Trade**"). All Designated Persons shall also not take positions in derivative transactions – if any, in the Securities [of the Company] at any time. This restriction on opposite trade shall not apply to ESOPs – if any, allotted to the Designated Persons provided the minimum period of holding is complied.
- (ii) If a Designated Person intends to enter into a Contra Trade, such Contra Trade may be made only with prior approval of the Compliance Officer. The Compliance Officer while approving such exception, shall record in writing the reasons for which such exception was granted and why such exception would not be in violation of the Code or the Regulations.
- (iii) In the event that a Contra Trade has been executed without prior approval of the Compliance Officer, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act

Short Selling

No Designated Person shall directly or indirectly sell any Security if such Designated

Person (i) does not own the Security sold; or (2) owns the Security but does not deliver such Security against such sale within the acceptable settlement cycle ("short sale").

6. Chinese Walls

- (i) Additionally, while dealing with or handling UPSI within the Company, the Company shall establish policies, procedures and physical arrangements (collectively "**Chinese Walls**") designed to manage confidential information and prevent the inadvertent spread and misuse of UPSI, or the appearance thereof.
- (ii) Chinese Walls shall be used to separate areas that have access to UPSI ("Insider Areas") from those who do not have such access ("Public Areas") within the Company.
- (iii) Where Chinese Walls arrangements are in place Designated Persons working within an Insider Area are prohibited from communicating any confidential or UPSI to anyone in Public Areas without the prior approval of the Compliance Officer.
- (iv) Designated Persons within a Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.
- (v) A Designated Person may cross the Chinese Wall to enter the Insider Areas only with the prior approval of the Compliance Officer, and would be subject to all restrictions that apply to such areas.
- (vi) The establishment of Chinese Walls does not mean or imply that UPSI can circulate freely within Insider Areas.

7. Trading Window

- (a) Subject to sub-clause (b) below, the Compliance Officer may, in consultation with the Board, specify a trading period (hereinafter referred to as "the Trading Window") for dealing in the Securities PROVIDED THAT unless otherwise specified by the Compliance Officer, the Trading Window shall, subject to sub-clause (b) below, remain open for dealing in the Securities.
- (b) Unless otherwise specified by the Compliance Officer, the Trading Window shall be closed.
 - i. In case of declaration of Audited Financial Results, from the end of the said financial year till 48 hours after the declaration of Audited Financial Results.
 - ii. In case of declaration of unaudited financial results for a particular quarter, from the end of the said quarter till 48 hours after the declaration of the unaudited Financial Results.
 - iii. Inter alia closed 2 (two) days prior to and 2 (two) days after:

- any intended announcements regarding amalgamation, mergers, takeovers and buy- back, disposal of whole or substantially whole of the undertaking, issue of Securities by way of public/ rights/bonus etc., any major expansion plans or execution of new projects,
 - any changes in policies, plans or operations of the Company that could have a material impact on its financial performance, and
- (c) The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- (d) All Designated Persons shall conduct, and cause their Dependents to conduct, their dealings in the Securities only when the Trading Window is open and no Designated Person or Dependents shall deal in any transaction involving the purchase or sale of the Securities of the Company during the periods when the Trading Window is closed, as referred to in sub-clause (b) above, or during any other similar period as may be specified by the Compliance Officer from time-to-time pursuant to sub-clause (a) above. It is the duty of the Designated Persons to inform the immediate relatives of the closure of the Trading Window and ensure that they do not deal in the Securities of the Company.
- (e) The Designated Persons who participate in the Company's employee stock option plan ("ESOP"), if any, shall not sell the Securities allotted to them on exercise of their ESOPs when the Trading Window is closed PROVIDED HOWEVER THAT the exercise of by them of such ESOPs shall be permitted when the Trading Window is closed.
- (f) In addition to the above, the Compliance Officer may in consultation with the Chairman / Managing Director, declare the Trading Window closed, on an "as-needed" basis for any reason.
- (g) Despite the Trading Window being open, Designated Persons would only be allowed to trade subject to the conditions specified in Clause 9 below and provided that they are not in possession of any UPSI at the time they carry out the transaction.
- (h) The Trading Window shall also be applicable to any person having contractual or fiduciary relationship with the Company such as Auditors, Accountancy Firms, Law Firms, Analysts, Consultants etc., assisting or advising the Company.
- (i) The remaining days of a year other than the days when the window is closed shall be called "open Trading Window".
- (i) All Designated Persons shall conduct their dealing in the securities of the Company only in the "open Trading Window" period as mentioned above and shall not enter into "Contra Trade" i.e. opposite or reverse

transactions, in the securities of the Company during the next six months following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate this Code. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profit from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act

8. Pre-clearance for dealings in Securities

- (a) Applicability: Every Designated Person (including the Dependent) who intends to Trade in the Securities of the Company in a Calendar Quarter (either in one transaction or in a series of transactions) of a consideration price exceeding Rs.10 Lakh for the Securities of the Company should obtain a prior approval for the transactions as per the procedure described hereunder. This is a mandatory requirement even when the Trading Window is open. A Designated Person shall apply for pre-clearance only if he/she or his Dependent / Immediate Relative intends to trade beyond the threshold limits mentioned above.

Any Designated Person (including Dependent/Immediate Relative) who carries on any transaction or series of transaction to circumvent this clause shall be in violation of this Code.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.”

- (b) Pre-dealing Procedure: For the purpose of obtaining a pre-dealing approval, the concerned Designated Person shall make an application in the form specified in FORM E hereto to the Compliance Officer, who shall forward a copy of the same to the Managing Director. Such application should be complete and correct in all respects and should be accompanied by (i) an undertaking in the form specified in FORM F hereto; and (ii) such other documents as may be prescribed by the Compliance Officer from time-to-time. The application for *pre-dealing* approval with enclosures shall be sent by the Designated Person through electronic mail to the address of Company Secretary (present email address cs@cemindia.co.in) followed by hard copies of the same.

9. Approval

- (a) The Compliance Officer shall consider the application made as per clause 8(b) above and shall convey his approval / rejection to the same through electronic mail and forward a copy of the same to the Managing Director. The Compliance Officer shall be entitled to seek declarations to the effect that the Designated Person applying for pre-clearance is not in possession of any UPSI. The Compliance Officer shall also

have the discretion to assess and decide as to whether such declarations are factually accurate.

The Compliance Officer shall convey his decision to the Designated Person within 7 Trading Days of receipt of the application. If the Compliance Officer does not respond within 7 Trading days, it shall be deemed to be a rejection of the application.

- (b) Every such approval shall be issued in the form specified in FORM G hereto. Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval.
- (c) In the event of absence of the Compliance Officer, the Board may delegate performance of the duties and responsibilities referred to in this clause to any head of department of the Company.
- (d) All transactions involving the Compliance Officer shall be approved by the Managing Director.

10. Completion of Pre-cleared Dealing

- (a) All Designated Persons shall execute the pre-cleared deal in respect of the Securities of the Company not later than 1 (one) week from the date of the approval and send within 2 Trading Days of execution of the transaction, the details of such transaction, with the Compliance Officer in such format as may be prescribed by the Company from time to time (FORM C).
- (b) If the pre-cleared deal is not executed by the concerned Designated Persons pursuant to the pre-dealing approval granted by the Compliance Officer within 1 (one) week of the date of such approval, the Designated Person shall not deal in such Securities without applying once again to the Compliance Officer for pre-clearance of the transaction covered under the said approval.

11. Holding Period

- (a) All Designated Persons shall hold their investments in the Securities of the Company for a minimum period of 30 days in order to be considered as being held for investment purposes. This holding period shall also apply to subscription in the primary market and shall, in such case, commence when the Securities of the Company are actually allotted.
- (b) In case the sale of Securities of the Company is necessitated by personal emergency, the holding period referred to above may be waived by the Compliance Officer after recording his reasons in this regard.

12. Trading Plan

- (a) Designated Persons and Connected Persons shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out in accordance with such plan.
- (b) The trading plan shall:-
- (i) not entail commencement of **trading earlier than six (6) months** from the public disclosure of the plan;
 - (ii) not entail trading for the period between **the twentieth(20) trading day prior** to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of **not less than twelve(12) months**;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- (c) The Compliance Officer upon receipt of such trading plan, shall review the same to assess whether the plan would have any potential for violation of the Regulations. The Compliance Officer shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the trading plan.
- Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan
- (d) The Compliance officer will endeavor to approve the trading plan within seven (7) working days of receipt of the trading plan together with necessary undertakings and declarations.
- (e) The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- (f) The implementation of the trading plan shall not be commenced if any UPSI in possession of the Designated Person / Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such an event, the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid violation of the Regulations.
- (g) Upon approval of the trading plan, the Compliance Officer shall notify it to the stock exchanges on which the Securities of the Company are listed.
- (h) In case of execution of a contra trade, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by

the SEBI under the Act.

13. Disclosure of Interest and Declaration by Designated Persons / Connected Persons:

(a) Initial Disclosure

- Every Promoter, Member of the promoter group, Director, KMP and all Designated Persons shall disclose his / her holding of Securities of the Company as on 15th May 2015, within thirty (30) days thereafter as per FORM A
- Every person on appointment as a Director or KMP of the Company or upon becoming a Promoter, or a Member of the Promoter Group shall disclose his / her holding of securities of the Company as on the date of appointment or becoming a Promoter to the Company within seven (7) days of such appointment or becoming a Promoter as per FORM B.
- All Designated Persons shall furnish declaration relating to all holdings in Securities of the Company at the time of joining the Company in FORM B.

(b) Continual Disclosure

- Every Promoter Member of the promoter group, and Designated Person, and Directors of the Company shall disclose to the Company the number of the Securities of the Company acquired or disposed of, within 2 Trading Days of such transactions if the value of the Securities traded whether in one transaction or a series of transactions, over any calendar quarter, aggregates to a traded value in excess of Rs.10 Lacs or such other value as may be specified as per FORM C.

(c) Annual/Additional Disclosure

All designated persons shall furnish statement of all holdings in Securities of the Company as prescribed in FORM H and shall be required to disclose name and Permanent Account Number or any other identifier authorized by law of certain persons on an annual basis and as and when the information changes:

- i) immediate relatives;
- ii) persons with whom such designated person(s) shares a material financial relationship;
- iii) Phone, mobile, and cell numbers which are used by them.

In addition, names of educational institutions from which designated persons have studied and names of their past employers shall also be disclosed on a one time basis.

Explanation – the term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

Note: The disclosures required to be made by any person under this Clause shall extend to such person’s Dependents/ Immediate Relatives or any other person financially dependent on such person or any person who consults with such person while taking trading decisions. Additionally the disclosures requirements under this Clause would require to be made irrespective of the transaction being pre-approved or not.

(d) Disclosures by other Connected Persons

The Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations as per FORM D

(f) Disclosure by Company to Stock Exchanges

The Company shall notify the particulars of such trading in Securities of the Company to the stock exchanges on which they are listed, within 2 Trading Days of receipt of the disclosure or from becoming aware of such information.

14. Penalty for Contravention

- (a) Every Designated Person shall comply with, and cause his Dependent / Immediate Relative to comply with, the provisions of this Code.
- (b) A Designated Person who violates this Code shall, in addition to any other action that may be taken by the Company under law, be subject to appropriate sanctions and disciplinary action by the Company, which may include freezing of wages / salary, suspension and termination of employment.
- (c) The action taken by the Company against any Designated Person pursuant to sub-clause (b) above shall not preclude SEBI from taking any action for violation of this Code.
- (d) In case it is observed by the Compliance Officer that there has been a violation of this Code by any Designated Person, the Compliance Officer shall forthwith inform the Board about the violation. The Compliance Officer shall also simultaneously inform SEBI about such violation.

15. Clarifications

For any queries concerning this Code, the Designated Persons may contact the Compliance Officer.

16. Amendments

The Board may, at any time, modify, alter or amend the provisions of this Code by giving notice of such modification, alteration or amendment to the Designated Persons.

17. Others

- (a) Any two Directors and the Compliance Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. However, any major modification to the Code will require authorization by the Board.
- (b) Where the Company engages a service provider who is a Connected Person, the head of the department of the Company which engages such Connected Person is responsible for communicating the requirements of this Code to such Connected Person & verify whether such Connected Person has a similar code of conduct applicable to its employees to prevent such persons from misusing UPSI of the Company , as well as the efficacy of implementation of such code by those Connected Persons.

18. Disclaimer

The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be Insiders for the purposes of this Code and the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of this Code or the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of this Code and the Regulations or other related laws.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("The Code")

[Under Regulation 8 of the Regulations]

The Code is required to ensure timely and adequate disclosure of unpublished Price Sensitive information (UPSI) in accordance with the prescribed SEBI Regulations and on a need to know basis and in order to maintain uniformity, transparency and fairness in all dealings with all stakeholders.

The Board of Directors of the Company (The "Board") shall also formulate and publish on its official website, a code of practice and procedures for fair disclosure of UPSI and in this regard, the Company shall adhere to the principles as set out in Schedule A to the Regulations, without diluting the provisions of these regulations in any manner.

1. Overseeing and co-coordinating disclosure:

- (a) The Board shall identify a Senior Officer who would be responsible for ensuring timely and adequate disclosure of UPSI ("Chief Investor Relations Officer") pursuant to this Code as required under the Regulations. In case no Chief Investor Relations Officer is appointed by the Board, the Compliance Officer shall be the Chief Investor Relations Officer and shall discharge and perform the relevant powers, duties and responsibilities of the Chief Investor Relations Officer hereunder.
- (b) In case the Chief Investor Relations Officer is not the Compliance Officer, he shall report to, and abide by the directions and instructions issued by the Vice Chairman / Managing Director / Deputy Managing Director and shall also co-ordinate with the Compliance Officer.
- (c) The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-coordinating disclosure of UPSI to stock exchanges, analysts, shareholders and media, and educating employees on disclosure policies and procedures.
- (d) All disclosure/dissemination whatsoever of any information (save and except disclosure required to be made under any law (including the Regulations) or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Vice Chairman / Managing Director / Deputy Managing Director before disclosure / dissemination of such information.
- (e) Should any disclosure / dissemination of information on behalf of the Company take place accidentally without the prior approval referred to above, the person responsible for such disclosure / dissemination shall forthwith inform the Chief Investor Relations Officer about such disclosure / dissemination, irrespective of whether such information is Price Sensitive Information or not. The Chief Investor Relations Officer shall promptly take reasonable steps in order to make the said information generally available.

2. Responding to Market Rumors

- (a) The employees, officers and Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from Stock Exchanges or any regulatory authorities or from the press or media or from any other source to the Chief Investor Relations Officer.
- (b) The Chief Investor Relations Officer shall, on receipt of requests as aforesaid, consult the Managing Director and respond to the same without any delay.
- (c) The Chief Investor Relations Officer shall be responsible for deciding, in consultation with the Vice Chairman / Managing Director / Deputy Managing Director, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures PROVIDED THAT no disclosure in response to the queries/request shall be made by the Chief Investor Relations Officer when the Vice Chairman / Managing Director / Deputy Managing Director does not approve the same.

3. Timely reporting of shareholdings / ownership and changes in ownership

The Chief Investor Relations Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Listing Agreements and/or the Regulations and / or any other rules/regulations made under the Securities and Exchange Board of India Act, 1992 are made in a timely and adequate manner.

4. Disclosure/dissemination of UPSI with special reference to analysts, researchers and institutional investors;

- (a) No person, except those authorised by the Chief Investor Relations Officer /Compliance Officer or the Vice Chairman / Managing Director / Deputy Managing Director, shall disclose any information relating to the business activities of the Company to analysts, researchers, institutional investors.
- (b) All Directors, officers and employees of the Company shall follow the guidelines given hereunder while dealing with analysts, researchers institutional investors: -

Sharing of information: The Directors, officers and employees of the Company, shall provide only public information to analysts, researchers institutional investors.. In case non-public information is proposed to be provided, the person proposing to provide such information shall consult the Chief Investor Relations Officer in advance. The Chief Investor Relations Officer shall, in such cases, ensure that that the information provided to the analyst or institutional investor as above is made public simultaneously with such disclosure.

The Company shall take extreme care and caution when dealing with analysts, researchers and institutional investors questions that raise issues outside the intended scope of discussion.

UPSI to be shared on a need to know basis shall be disclosed only to those where such communication will be in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Unanticipated questions may be noted and a considered response given later. If the answer to any question requires dissemination of UPSI, a public announcement should be made before responding to the same.

(c) Recording of discussion:

All meetings with analysts, researchers and institutional investors shall be attended by the Chief Investor Relations Officer, and another senior employee of the Company. The Chief Investor Relations Officer shall, in order to avoid misquoting or misrepresentation, arrange for recording the discussions at the meeting.

(d) Simultaneous release of information:

Whenever the Company proposes to organize meetings with analysts, the Company shall issue a press release or post relevant information on its web site after every such meeting. The Company may also consider live web casting of analyst meets.

The Chief Investor Relations Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site, in consultation with the Vice Chairman / Managing Director / Deputy Managing Director

(e) Medium of disclosure/dissemination:

The Company shall disclose / disseminate all UPSI on a continuous and in a timely manner to Stock Exchanges where its Securities are listed and thereafter to the press.

As a good corporate practice, the UPSI disclosed to the Stock Exchanges and to the press may also be supplemented by prompt updates on the Company's web site. The Company may also consider other modes of public disclosure of UPSI so as to improve investor access to the same.

(f) "Policy for determination of "legitimate purposes"

The Board of Directors of the Company shall make a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct"

Explanation – For the purpose of illustration, the term "legitimate purpose" shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these Regulations.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons for the following purposes:

- (a) to maintain confidentiality of such UPSI in compliance with these regulations.
- (b) Not to trade in the securities of the Company while in the possession and knowledge of UPSI.
- (c) Any sharing of UPSI by the person receiving the said information or trading in the securities of the Company, while in possession of UPSI, other than in compliance with the policy or the Regulations, would be termed illegal and construed as a violation and the onus to prove otherwise shall be on the Insider in possession of the UPSI.

(g) Structured Digital Database and Maintenance of Digital Database

The Insider sharing the UPSI for furtherance of Legitimate purposes etc. shall provide / enter the following information on the digital database maintained by the Company pursuant to Reg 3(5) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

1. Name of the Insider sharing the information
2. Brief particulars of the person with whom the information is shared.
3. Brief description of the nature of information shared and the purpose for sharing the information.
4. PAN or any other identifier authorized by Law of the person to whom the information is shared.
5. Date and time of sharing the information.

(h) Institutional Mechanism for Prevention of Insider trading:

- (1) The Vice Chairman / Managing Director / Deputy Managing Director or such other analogous person of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.
- (2) The internal controls shall include the following:
 - (a) all employees who have access to UPSI are identified as designated employees;
 - (b) all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
 - (c) adequate restrictions shall be placed on communication or procurement of UPSI as required by these regulations;
 - (d) lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - (e) all other relevant requirements specified under these regulations shall be complied with;
 - (f) periodic process review shall be undertaken to evaluate effectiveness of such internal controls.
- (3) The Board of directors of the Company shall ensure that the Vice Chairman / Managing Director / Deputy Managing Director or such other analogous person ensures compliance with the Code of Conduct under Regulation 9 and sub-regulations (1) and (2) of Regulation 9A relating to Institutional Mechanism for prevention of Insider Trading.
- (4) The Audit Committee of the Company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- (5) The Company shall formulate written policies and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI, which shall be approved by board of directors

of the Company and accordingly initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

- (6) Designated Person or their immediate Relative shall not disclose any UPSI to anybody.
- (7) All information shall be handled within the organisation on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to "cross the wall".
- (8) The Company shall have a Whistle Blower Policy and make employer aware of such policy to enable employees to report instances of leak of UPSI.

Policies and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI:

If an inquiry has been initiated by the Company in case of leak of UPSI or suspected leak of UPSI, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

Procedure of inquiry:

1. The person who comes to know about leakage or suspected leakage of UPSI, has to inform the Compliance Officer or Vice Chairman / Managing Director / Deputy Managing Director or he or she can forthwith report under whistle blower policy.
2. The Compliance Officer shall immediately bring the matter to notice of the Vice Chairman / Managing Director / Deputy Managing Director who shall form an Internal Investigation Committee comprising the following members
 - (1) Any two from Executive Vice Presidents/Senior Vice-Presidents;
 - (2) Senior Vice President/Vice President – Human Resources; and
 - (3) Respective Divisional or Functional Head (Executive Vice President/Senior VPs/VPs), as applicable.

The Chief Financial Officer shall act as the Chairman of the Committee.

3. All matters pertaining to leakage or suspected leakage of UPSI shall be thoroughly investigated by the said Committee and if need be the Committee may with the approval of Vice Chairman / Managing Director / Deputy Managing Director, appoint an external Investigation agency of repute to provide assistance / guidance in that regard.
4. Procedure for Investigation:

When there is a leakage of UPSI, the Investigating Committee, shall undertake a preliminary investigation, obtaining as much details as possible from the Insider and making a confidential Disclosure Report of the essential details.

The investigation into the leakage of UPSI shall proceed in a step-wise approach as follows:

1. Look into the nature and facts of the leakage of UPSI and the nature of the Complaint.
2. Look at evidence substantiating and/or refuting the allegation (s) in the Complaint.
3. If there is enough evidence, proceed with the investigation.

The Committee constituted by the Vice Chairman / Managing Director / Deputy Managing Director to investigate into leakage of UPSI:

1. shall look in detail on the evidence which may include but not be limited to documents and papers, written submission(s), emails / SMS, etc;
 2. may call the Insider/Complainant and review and record his/her explanation;
 3. Upon conclusion of the investigation, the Committee can:
 - a. make its own report and recommendation on the investigation to the Vice Chairman / Managing Director / Deputy Managing Director for his further action; or
 - b. shall submit its report to the Vice Chairman / Managing Director / Deputy Managing Director or the Audit Committee, as the case may be, for consideration and direction on the actions to be taken in response to the Committee's Report.
5. The Powers of the Committee shall include the following:
- (a) To ask the suspected insider to be personally present for cross examination;
 - (b) Call for details of information / documents in possession of the Insider containing UPSI or any reference to UPSI which shall be in the custody of the Committee;
 - (c) Report the matter and its findings to the Chairman of the Audit Committee and take appropriate directions from the Chairman as to the future course of action, including, but not limited to initiation of disciplinary actions, sanctions including wage freeze, suspension with a provision for recovery, laidback etc., against the Insider.
- Other provisions:
- i) In case it is observed by the Company that there has been a violation of these regulations, it shall inform SEBI with prior approval of Vice Chairman / Managing Director / Deputy Managing Director / Audit Committee depending on the severity of the matter.

- ii) In case of any inconsistency of the Code with Insider Trading the Regulations and/or for the matters not specified in the Code, the provisions of the Insider Trading Regulations shall apply accordingly.

The Board of Directors, at its meeting held on 5th February, 2026, took on record the update to the Codes to reflect the change in the name of the Company from ITD Cementation India Limited to Cemindia Projects Limited and noted that all other provisions of the Codes remain unchanged.

FORMA

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Promoter Group, Key Managerial Personnel (KMP), Director and all designated person(s) or any other Persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives of the company held by Promoter, Promoter Group, Key Managerial Personnel (KMP), Director and all designated person(s) or any other Persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on
becoming a Key Managerial Personnel/Director/Promoter/Member of
the promoter group]**

Name of the company: _____ ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:
Designation:
Date:
Place:

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/public/rights/preferential offer/off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM D (Indicative format)

**SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge/Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

**Details of trading in derivatives on the securities of the company by other connected persons
as identified by the company**

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name:

Signature:

Place:

FORM E

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
**The Compliance Officer,
ITD Cementation India Limited**

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for prevention of Insider Trading**, I/We seek approval for purchase / sale / subscription / creation of Pledge / Encumbrance of _____ Equity shares/ stock derivatives of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of Securities held as on date	
4	Folio No. / DPID/ Client Id	
5	The Proposal is for a) Purchase of Securities b) Subscription to Securities c) Sale of Securities d) Creation of Pledge / encumbrance	
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold / pledged / encumbered	
8	Reason for early selling / pledge / encumbrance	
9	Price at which the transaction is proposed (if off market)	
10	Current Market Price (as on date of application)	
11	Whether the proposed transaction will be through stock exchange or off –market	
12	Folio No/ DPID/CLID where the securities will be credited /debited – (applicable for off market)	
13	Stock Derivative- lot size as notified given by exchanges a) Stock Future – Price & Expiry Date b) Stock Option- Put/ Call, Strike price & Expiry Date	

I/We understand that as provisions of the Code of Practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Code). I/We need to hold this investment for a minimum period of six months, but, due to reason as mentioned above, I/We need to sell the same before prescribed period / create pledge / encumbrance on the same as per law.

Please also note that I have not purchased the captioned shares nor do I intend to sell /pledge / encumber the shares while the trading window of the Company is closed, except if and when permitted by law.

I enclose herewith the Undertaking signed by me.

Yours faithfully,

(Signature of Designated Person)

NOTE: This application has to be necessarily submitted through electronic mail at the dedicated e-mail id..... followed by a hard copy.

FORM F

(On Stamp Paper of Rs.100)

**FORMAT OF UNDERTAKING THAT SHOULD ACCOMPANY THE APPLICATION FOR
PRE-DEALING**

UNDERTAKING

To,
The Compliance Officer
ITD Cementation India Limited
Mumbai.

I/We, _____ (Name, designation and dept.), residing at _____, am / are desirous of trading in / creating pledge / encumbrance on _____ * securities of the Company held by me / us in the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

As required by the Code for Prohibition of Insider Trading of ITD Cementation India Limited, I hereby state that:

- (a) I/We have no access to nor have I/We received any unpublished price sensitive information upto the time of signing of this undertaking nor do I/We have any information that could be construed as unpublished price sensitive information (as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code) up to the time of signing this undertaking;
- (b) In the event that I/We have access to or received any information that could be construed as "price sensitive information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I/We shall inform the Compliance Officer of the same forthwith and shall completely refrain from dealing in / creating pledge / encumbrance in any form on the securities of the Company until such information becomes public;
- (c) I/We have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;
- (d) I/We am aware that, I/We shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time;
- (e) I/We undertake to submit the necessary report within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken;
- (f) I/We agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- (g) I/We declare that I/We have made full and true disclosure in the matter.

I/We hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of contravention by me / us of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Code prescribed by the Company.

Date:

*Indicate number of securities

(Signature of Designated Person /
Dependent Relative of Designated
Person)

FORM G

PRE-CLEARANCE ORDER

To,
Name:
Designation:
Place:

With reference to your application dated..... Seeking approval for undertaking certain transactions in securities of the Company detailed therein, please be informed that you are hereby authorised/ not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

*Despite the fact that you are going to sell securities of the Company while the trading window of the Company is closed / execute contra trade within a period of 6 months from the date of your purchase of _____ securities of the Company on _____, you are allowed to:

1. Sell the said securities because you wish to sell them when the trading window of the Company is closed and your proposed sale is not based on possession of UPSI, as declared by you;
2. Execute contra trade when the trading window is not closed because you wish to sell them before the expiry of 6 months from the date of purchase and your proposed sale is not based on possession of UPSI, as declared by you.

*You are allowed to create pledge / encumbrance on _____ shares held by you in the Company as detailed in your application dated therein in favour of your lenders / creditors, etc., as the case may be, relying on your declaration that the proposed pledge / encumbrance on the shares held by you is for a bonafide purpose and not based on possession of UPSI.

This approval letter is valid till _____ (i.e. for {7} trading days from date hereof). If the approved transaction is not executed within the aforesaid timeline, fresh pre-clearance would be required for trades to be executed.

Further, after the execution of the trade, you shall comply with the filing requirements as provided in various SEBI Regulations / any other law., relating to the details of such trade along with supporting documents with the Stock Exchanges where the shares of the Company are listed. In case the transaction is not undertaken, a report to that effect along with the reasons for the same shall be filed in the said Form within two {2} trading days from the expiry of the pre-clearance order.

Yours faithfully,
For ITD Cementation India Limited

Compliance Officer
Date:

* (Strike out whichever is not relevant)

FORM H

PROFORMA FOR ANNUAL DISCLOSURE TO BE SUBMITTED BY EVERY DESIGNATED PERSONS

To

The Compliance Officer
ITD Cementation India Limited
National Plastic Building,
A Subhash Road, Paranjape B Scheme,
Vile Parle (East),
Mumbai 400 057.

Dear Sir,

With reference to Clause 13(c) of the Company's Code of Conduct for Prevention of Insider Trading, I, the Promoter/ Director/ Member of Promoter Group/ KMP/ Designated Person, furnish below the details of TRADING (s) in the Securities, during the financial year as well as shareholding as on 31st March,

Name, Designation & Emp. No. (i)	PAN (ii)	Phone/Mobile No (iii)	Department (iv)	Date of Joining/becoming the Promoter, Director, KMP, Designated Person (v)	Name of Educational Institution from where graduated (vi)	Name of past employer (vii)

III. * Details of material financial relationship, if any

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* material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as **by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.**

1. I declare that the above details are complete in all respects and correct to the best of my knowledge. I further declare that I have complied with the Provision of this CODE.

Signature:

Name:

Place:

Date: