

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING &
FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

1. Introduction

The Securities and Exchange Board of India (“SEBI”), in its endeavor to -

- (i) protect the interests of investors in general; and
 - (ii) put in place a framework for prohibition of insider trading in securities,
- notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) on January 15, 2015 effective from May 15, 2015.

Further, SEBI, on December 31, 2018 and January 21, 2019, notified various amendments to the Regulations, which will come into force on and from April 1, 2019 and January 21, 2019 respectively.

It is mandatory in terms of the Regulations for every listed company as well as for every “*to be listed company*” (in terms of the Regulations) to formulate a Code of conduct to regulate, monitor and report trading by insiders and a code of practices and procedures for fair disclosure of unpublished price sensitive information (“UPSI”).

2. Preamble

In an endeavor to preserve the confidentiality and prevent the misuse of unpublished price sensitive information in the day-to-day business affairs and to promote the culture of transparency and fair disclosure and effective system of internal controls to ensure compliance with the requirements of Regulations, the Board of Directors of Techindia Nirman Limited have formulated a Code of Conduct to be known as “***Techindia Nirman Limited - Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information***” (hereinafter referred as “Code”) effective from **01.04.2019**.

(Amendment) Regulations, 2018. The amendment is effective from 1st April, 2019. The Regulations not only regulate trading by insiders but also seek to prohibit insider trading. The amendments aim to create adequate internal control systems for prevention of insider trading. The relevant extract of Regulations 3(1), 3(2b), 3(2), 4(1), 4(2) of the Regulations, which prohibit insider trading is quoted below:

“3(1) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.”

“3(2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.”

“3(2b) Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these Regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these Regulations.”

“4(1) No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

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

“4(2) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons.....”

3. OBJECTIVE

The objective of this Insider Trading Code is to set out the standards and regulate and/or monitor compliance of Insider Trading Regulations of the Company by all “Insiders” and “Connected Persons” and their responsibility to preserve and maintain confidentiality of Unpublished Price Sensitive Information that may or is expected to affect the price of securities of the Company.

The Board of Directors of the Company undertakes to adhere to the Code and principles of fair disclosure enumerated under Schedule A to the Regulations and shall always make a fair disclosure of corporate events, occurrences, transactions which could give rise to UPSI which in turn can impact price discovery in the market for the securities of the Company.

4. DEFINITIONS:

As used in this Code:

- a) **“Board”** means Board of Directors of the Company.
- b) **“Code”** means this Code of Conduct for Prevention of Insider Trading and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as applicable, including modifications made thereto from time-to-time.
- c) **“Company”** means Techindia Nirman Limited.

- d) **“Compliance Officer”** means the Company Secretary of the Company or any other senior level employee, designated so and reporting to the board of directors 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 the implementation of the codes specified in these Regulations under the overall supervision of the board of directors of the Company;
- e) **“Connected Person”** shall mean
- 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. persons falling within the following categories, unless the contrary is established:
 - (a) an immediate relative of Connected Persons specified in clause (i) above; or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the SEBI Act, 1992 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, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised 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.
- f) **“Designated Persons”** means:

- i. Directors; and
 - ii. such Employees and Connected Persons (including representatives of the auditors, accountancy firms, law firms, analysts, consultants, etc.) as identified by the Compliance Officer in consultation with the Managing Director in line with the objectives of the Code.
- g) **“Director”** means a member of the Board of Directors of the Company.
- h) **“Employee”** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- i) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges.
- j) **“Immediate Relative”** means the spouse of the Designated Person, and also includes parent, sibling and child of such Designated Person or of the spouse, who are either financially dependent on the Designated Person or consults the Designated Person in taking decisions relating to trading in securities.
- k) **“Insider”** means any person who is a Connected Person or in possession of or having access to unpublished price sensitive information, which includes Designated Person.
- l) **“Informant”** means an individual(s), who voluntarily submits to the Securities and Exchange Board of India (“SEBI”) a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;
- m) **“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 modification thereof.
- n) **“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
- o) **“Securities”** shall mean to include shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of like nature in or of any incorporated company or other body corporate and include derivatives.

- p) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- q) **“Trading” or “Trading in Securities”** means and includes an act of subscribing to, buying, selling, dealing, pledging or agreeing to subscribe to, buy, sell or deal in any Securities of the Company and “trade” shall be construed accordingly.
- r) **“Unpublished Price Sensitive Information (“UPSI”)** means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following: i. financial results; ii. dividends; iii. changes in capital structure; iv. mergers, demergers, delisting, disposals, expansion of business and such other transactions; and v. changes in key managerial personnel.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

5. COMPLIANCE OFFICER:

- (i) The Company Secretary shall be the Compliance Officer for the purposes of the Regulations, who shall work subject to guidance of the Board of Directors. In the absence of Company Secretary, the Board of Directors may authorize either Chief Financial Officer (CFO) or such other officer of company to discharge the duties of the Compliance officer under the regulations.
- (ii) The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- (iii) The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the Company’s code of conduct.
- (iv) The Compliance officer shall report to the Audit Committee/Board of Directors any amendment to SEBI (PIT) Regulations, 2015 and accordingly this code will be amended by Audit Committee/Board of Directors depending upon the effect of proposed amendment.

6. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI:

A “Code of practices and procedure for fair disclosure of unpublished price sensitive information” to ensure fair disclosure of events and occurrences that could impact price discovery for securities issued by Techindia Nirman) Limited in the market, the Promoter(s), Director(s), Key Managerial Personnel and certain specified employees of the Company shall abide by the principles stated as below.

Policy on Fair Disclosure of Unpublished Price Sensitive Information:

1. The Board shall endeavor prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. Towards this objective the Board shall make availability of such UPSI accessible without any discrimination and disclose various corporate events, inorganic growth prospects, acquisitions and takeovers and all other material events or information upon them becoming crystalized.
2. The Board shall endeavor to make disclosures of unpublished price sensitive information, as and when made, in a universal and uniform manner through forums like widely circulated media and / or through stock exchanges where its securities are listed. The Board shall ensure against selective disclosure of unpublished price sensitive information.
3. Board shall ensure that whenever UPSI that gets disclosed selectively, inadvertently, it shall ensure prompt and proper dissemination of such information so as to make it generally available.
4. The Company Secretary, designated as the “Compliance Officer” shall also be designated as the “Chief Investor Relations Officer” in terms of the Regulations, who will be required to deal with dissemination of information and disclosure of UPSI. However, Managing Director and Whole time Director will be responsible for approval of making any announcements to the stock exchanges and public.
5. The Company shall give appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company shall ensure that, information, if any, shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company will make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.

8. All UPSI shall be handled strictly on a need-to-know basis.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES:

To maintain confidentiality of UPSI shared by Insiders in the ordinary course of business, a policy for determination of “legitimate purposes” for sharing such UPSI with outsiders is provided as below.

Policy for Determination of "Legitimate Purposes"

Sharing of UPSI for Legitimate Purpose:

The UPSI may be shared by: (A) any Promoter, Director, Key Managerial Personnel, Functional Head, Plant Head, Business Manager / R & D Manager (herein collectively or individually may be referred to as the "Personnel") and/or (B) such other person(s) as may be authorized by any of the said Personnel of the Company (herein referred to as the "Authorised Persons") as may be required, only in furtherance of legitimate purpose(s) which shall include any or all of the following;

- (i) Sharing of UPSI in the ordinary course of business with existing or potential partners, collaborators, bankers, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- (ii) Sharing of UPSI where such communication is in furtherance of performance of duty(ies);
- (iii) Sharing of UPSI for discharge of legal obligation(s).
- (iv) Sharing of UPSI for any other genuine purpose as may be determined by any of the Personnel as may be required in this behalf, provided the same shall be capable of being demonstrated as genuine purpose by the said Personnel, as & when required.
- (v) Sharing of UPSI for any other purpose as may be prescribed under any law, rules, regulations, notifications etc. for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing shall not be carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as may be amended from time to time).

Conditions for sharing of UPSI

Any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered an insider" for purposes of this Code and due notice shall be given to such persons which would inter alia include the following:-

- (i) The information shared is in the nature of UPSI.

- (ii) To maintain confidentiality of UPSI and not to disclose such UPSI except in compliance with Insider Trading Regulations.
- (iii) Not to trade in securities of the Company while in possession of UPSI.
- (iv) The recipient shall obtain the Company's prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate Purpose for which the Company had provided the UPSI and such other purpose is also a Legitimate Purpose.

Maintenance of Digital Database

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.

All Designated Persons need to ensure that details of the entities with whom UPSI is shared, is submitted to the Compliance Officer within 2 days to enable maintenance of the structured database.

7. RESTRICTIONS ON COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND TRADING BY INSIDERS:

Communication or procurement of UPSI:

- (i) 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 the Insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- (ii) No person shall procure from or cause the communication by any Insider of UPSI, relating to Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Explanation: "Legitimate Purposes" shall mean sharing of the UPSI by an Insider with outside agencies / parties in the ordinary course of business for carrying out his duties. Please refer to policy for determination of "legitimate purposes" as provided at.

- (iii) However, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which:
 - entails an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or

- does not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitutes 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.

For the above purposes, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of this Clause and shall not otherwise trade in securities of the Company when in possession of UPSI

Trading when in possession of UPSI:

No Insider shall trade in the Securities of the Company at any time when he/she is in possession of any unpublished price sensitive information. Such insider shall also maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of the Securities of the Company.

8. PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”:

All Insiders shall be subject to trading restrictions enumerated herein.

Trading Plan:

An insider 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 on his behalf in accordance with such plan.

I. Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve 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.

II. The Compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations. He 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 plan.

III. 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The compliance officer shall confirm that the commencement of the Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to trade in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

IV. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

Trading Window:

Designated Persons and the Immediate Relatives shall not trade in the Securities of the Company when 'Trading Window' is closed. The exact dates of each closure of the Trading Window shall be intimated to each Insider, who is an employee of the Company, and it is the responsibility of each Insider to ensure compliance with this Code and by each of Insiders' Immediate Relatives.

Trading Window shall be closed, *inter alia*, at the time of:

1. Declaration of financial results (quarterly, half-yearly and annually);
2. Declaration of dividend (interim or final);
3. Issue of Securities by way of rights/ bonus/etc.;
4. Any major expansion plan or execution of new projects;
5. Amalgamation, merger, takeover, buy-back, etc.;
6. Disposal of whole or substantially whole of the undertaking.

Designated persons and their Immediate Relatives may execute trades subject to compliance with these Regulations. The trading window closure shall also be advised by the Compliance Officer when Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such Securities to which such UPSI relates.

The Compliance Officer shall ensure that the gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information. 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.

Pre- clearance of Trades:

- (i) All Designated Persons of the Company and their Immediate Relatives, who intend to trade in the securities of the Company exceeding the threshold limit, will have to make an application to the Compliance Officer in the prescribed form for pre-clearance of the transaction.

However, no designated persons of the Company and their immediate relatives shall be entitled to apply for pre-clearance of any proposed trade if such designated persons of the Company and their Immediate Relatives is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

- (ii) An undertaking shall also be executed in favour of the Company by such designated persons of the Company & their Immediate Relatives and given to the Compliance officer incorporating, inter-alia, the following clauses, as may be applicable:
- a. That such person does not have nor has received “UPSI” up to the time of signing the undertaking.
 - b. That in case such person has access to or receives “UPSI” after the signing of the undertaking but before the execution of the transaction, he / she shall inform the Compliance Officer of the change in his position and that he / she would completely refrain from trading in the securities of the company till the time such information becomes public.
 - c. That he shall not execute a contra trade within a period not less than six months.
 - d. That he / she has not contravened the Company’s Code of conduct as notified by the Company from time to time.
 - e. That he / she has made a full and true disclosure in the matter.
 - f. That he/she will go ahead with the transaction only after receiving the clearance required.

Threshold Limit for Pre-clearance:

The pre-clearance shall not be necessary, if the value of the Securities Traded, whether in one transaction or a series of transactions over a calendar quarter, aggregates to a traded value not in excess of rupees 10,00,000/-.

Other Restrictions:

- (i) All Designated Persons of the Company and their Immediate Relatives shall execute the trade in respect of the securities of the Company within seven Trading days after the approval of pre-clearance is given, failing which, fresh pre-clearance for trades to be executed shall be obtained.
- (ii) All Designated Persons of the Company and their Immediate Relatives shall disclose to the Company in the prescribed Form as below:
 - a. the number of securities acquired or disposed of for which pre-clearance is obtained within two trading days of such transaction.
 - b. the number of securities not traded for which pre-clearance is obtained including reasons for such decision within two trading days of completion of seven trading days after the approval of pre-clearance is given.
- (iii) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (iv) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code provided that trading in derivatives is permitted by any law for the time being in force.
- (v) Any Designated persons and their Immediate relatives who is permitted to trade shall not execute a contra trade within six months. In case any contra trade is executed, inadvertently or otherwise, in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case trading in securities is necessitated by personal emergency, the holding period of six months as specified above may be waived by the Compliance Officer after recording in writing his/her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer in the prescribed Form.

Applicability of the Code to certain persons

The Regulations apply to certain persons who by being in any contractual, fiduciary or employment relationship or holding any position including a professional or business relationship with the Company, whether temporary or permanent have access, directly or indirectly, to UPSI or are reasonably expected to allow such access. They are advised to adhere to the Regulations strictly. In case it is observed by such persons that there has been a violation of these Regulations, they shall inform SEBI promptly, with a copy to the Company.

9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

Designated Person would be required to make disclosures to the Compliance Officer as per details given below:

Initial Disclosure

- (i) Every Promoter, Key Managerial Personnel and Director, of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of their Immediate Relative(s) in the prescribed Form (Form A).
- (ii) Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding [as also of their Immediate Relative(s)] of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form (Form B).

Continual Disclosure

- (i) Every Promoter, Employee and Director of the Company shall disclose [as also of their Immediate Relative(s)] to the Company in the prescribed Form (Form C) the number of such securities acquired or disposed of within two trading days of such transaction 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 Rupees Ten lakhs.

- (ii) The Company may, at its discretion, require any other connected person(s) to make disclosure of holdings and trading in securities of the Company in such prescribed form (Form D) and at such frequency as may be determined by the Compliance Officer.

Disclosure by the Company to the Stock Exchange(s)

Within 2 trading days of the receipt of the above disclosure or from becoming aware of such information, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received in **Form C**.

The Compliance officer shall maintain records of all the declarations in the appropriate form given by Designated Persons for a minimum period of five years.

10. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:

- (i) The Chief Executive Officer or the Managing Director or such analogous person as determined by the Board shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these Code and SEBI Regulations to prevent insider trading.

The internal controls shall include the following:

- a) all Employees who have access to Unpublished Price Sensitive Information are identified as designated Employee;
- b) all the Unpublished Price Sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of the SEBI Regulations;
- c) adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the SEBI Regulations;
- d) lists of all Employees and other persons with whom Unpublished Price Sensitive Information 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 the SEBI Regulations shall be complied with; and
- f) periodic process review to evaluate effectiveness of such internal controls.

- (ii) The Board of Directors shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with this Code.
- (iii) The Audit Committee of the Company shall review compliance with the provisions of the SEBI Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- (iv) A written policy and procedures for inquiry in case of leak of UPSI and to initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI is provided in next point.

Inquiry in case of contravention of this Code which includes leak or suspected leak of UPSI

- (i) The Compliance Officer shall have the power to inquire suspected contraventions of this Code.
- (ii) The Compliance Officer shall submit a report of his findings to the Managing Director within seven (7) days of commencement of investigation or such extended time period as the Managing Director may approve.
- (iii) Based on the report of the Compliance Officer, the Managing Director shall be entitled to appoint any person to investigate a suspected contravention of this Code.
- (iv) The Managing Director shall have the power to delegate to a person so appointed, all the powers including powers to call for information, examination, interrogation, recording evidence, etc.
- (v) In any investigation of suspected contravention of this Code the onus to prove that there is no violation of this Code, shall be on the concerned Insiders or their Immediate Relative(s).
When a person who has traded in Securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- (vi) The Company's investigating officer shall, within seven (7) working days from the conclusion of the investigation, submit a report to the Managing Director.
- (vii) The Managing Director after consideration of the investigation report shall communicate the findings to the person being investigated and accord him an opportunity of being heard before taking any action as contemplated in this Code.
- (viii) The Managing Director shall promptly inform the Board about such leaks/ suspected leaks of UPSI, inquiries conducted in this regard and results of such inquiries.

11. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT:

- (i) Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code of Conduct may be penalized and appropriate action may be taken by the Company.

- (ii) The Designated Person of the Company who violate this Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage, salary freeze, suspension, termination etc.
- (iii) The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

12. INFORMATION TO SEBI IN CASE OF VIOLATION OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:

- (i) Any violation of the Code of Conduct and the Regulations shall be immediately intimated to the Compliance Officer or the Board of the Company.
- (ii) In case it is observed by the Board of Directors that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 in relation to securities of the Company, the same shall be immediately intimated to SEBI.

13. REVIEW AND AMENDMENT OF THE POLICY:

Any amendments in the Code, consequent upon amendment to the SEBI (Prohibition of Insider Trading) Regulations, 2015, shall be done with the approval of the Board of Directors of Company. This Code shall be reviewed by the Board from time to time.

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FORM I

Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 [Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: TECHINDIA NIRMAN LIMITED
 ISIN of the company: **INE778A01021**

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 other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ Member(s) of the promoter group/KMP / Directors/ immediate relatives/others* etc)	Date of appointment of Director /KMP OR Date of becoming Promoter or Member(s) of the promoter group	Securities held as on the date appointment as Promoter/ member(s) of the promoter group Director/ KMP		% of Share-holding
			Type of security	No.	
(1)	(2)	(3)	(4)	(5)	(6)

Note:

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

Name, PAN, CIN/ DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors/ 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/ sale of shares specify		Date of intimati on to company (CIN L45200MH1900PLC029364)	Mode of acquisition / disposal (on market / public rights / preferential offer / off market / Inter-se transfer, ESOPs etc.)
		Type of security	No. and % of shareholding	Type of security	No.	Value	Transaction Type (Buy/Sale / Pledge / Revoke/ Invoke)	Type of security	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

3. * 'Others' refer to any such person for whom the person being appointed as KMP/ director/ Promoter/member of promoter group, takes trading decisions.
4. Use Annexure, if required.

Signature:

Name:

Designation:

Date:

Place:

FORM II

Name of the company: TECHINDIA NIRMAN LIMITED

ISIN of the company: INE778A01021

Type of contract	Contract specifications	Buy		Sell		Exchange on which the trade was executed
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]
Details of change in holding of Securities of Promoter, member of promoter group, Designated Person and Director of a listed company and other such persons as mentioned in Regulation 6(2).



Details of change in holding of Securities of Promoter, member of promoter group, Designated Person and Director of a listed company and other such persons as mentioned in Regulation 6(2).
Trading in derivatives (Specify type of contract, Futures or Options etc

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

Signature:
Name:
Designation:
Date:
Place:

ANNUAL DISCLOSURE - FORM III

Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)]

Name of the company: TECHINDIA NIRMAN LIMITED

ISIN of the company: INE778A01021

Details of securities held by Promoter, member of the promoter group, Director, Key Managerial Personnel & Specified Employees (collectively referred to as 'designated person') of the Company, his 'immediate relatives' and *'Others'

'Designated Person', 'Immediate Relatives' and 'Others'				No. of securities held as on 31 st March / Type of Securities	DP ID / Client ID/ Folio No.	Date of Intimation to the Company
Name	Relation / others	PAN	Address			

Note:

1. Annual Disclosure in the above format is to be given as on 31st March by 10th April every year.
2. "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
3. 'Immediate Relative' means 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.
4. * 'Others' refer to any such person for whom the KMP/ director/ Promoter/member of promoter group, takes trading decisions.

Signature:
Name:
Designation:
Date:
Place:



FORM A
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: Techindia Nirman Limited
 ISIN of the company: INE778A01021

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such 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.	Date of Appointment of (KMP/Director/Promoter/ member of the promoter group	Securities held as on the date of regulation coming into force		% of Shareholding
			Type of security (For e.g. – Shares, Warrants, Convertible DeSbentures 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 of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such 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
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 B**SEBI (Prohibition of Insider Trading) Regulations, 2015[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]**

Name of the company: Techindia Nirman Limited

ISIN of the company: INE778A01021

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such 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 e.g. – 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 on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
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 FOR PRE-CLEARANCE OF TRANSACTIONS

To
The Company Secretary/Compliance Officer
Techindia Nirman Limited
Nath Houe, Nath Road Aurangabad-431005

I intend to sell / purchase securities of the Company, as follows:

1.	Name of the applicant	
2.	Designation	
3.	Department	
4.	Employee Code No.	
5.	a. Number and value of securities of Company held as on date Folio No. DP ID Client ID	
6.	Nature of proposed trading	a) Purchase in the open market b) Sale of securities c) Off-Market deal d) Cashless Exercise of ESOPs
7.	Proposed date of trading in securities	
8.	No. of Securities proposed to be dealt. Folio No./ DP ID & Client ID where the securities will be credited /debited	
9.	Price at which the transaction is proposed	:
10.	Current Market Price (as on the date of application)	

I hereby apply for the pre-clearance of the transaction(s) referred above.

In relation to the above trading, I undertake that:

- a. That I do not have any access nor have I received any “Unpublished Price Sensitive Information” upto the time of signing this undertaking.
- b. That in case I have access to or receive “Unpublished Price Sensitive Information” after the signing of this undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from trading in the securities of the Company till the time such information becomes public.
- c. That I shall not execute a contra trade within a period not less than six months.
- d. That I have not contravened the Company’s Code of Conduct as notified by the Company from time to time.
- e. That I have made a full and true disclosure in the matter.
- f. That I will go ahead with the transaction only after receiving the required clearance.
- g. That I will execute the order in respect of the securities of the Company within 7 Trading days after the approval of pre-clearance is given, failing which, fresh clearance shall be obtained.

Date & Place: _____

Signature: _____

**FORMAT FOR APPROVAL OF PRE- CLEARANCE ORDER [DESIGNATED
EMPLOYEE/DESIGNATED PERSON]**

To,
Name:
Designation:
Place:

This is to inform you that your request for dealing in _____(Insert number of shares) shares of the Company as mentioned in your application dated (Insert Date) is approved. Please note that the said transaction must be completed on or before (Insert Date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date this approval shall stand withdrawn and you would have to seek fresh pre- clearance before executing any transaction/deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Based on your undertaking it is understood that you have not executed any opposite transaction in past six months and not contravened the provisions of the Code as notified by the Company from time to time.

Please note this approval can be withdrawn, if subsequently the information provided by you in the application form or the undertaking is found incorrect.

Yours faithfully,
For **Techindia Nirman Limited**

Company Secretary & Compliance Officer
Date:
Encl: Format for submission of details of transaction

FORMAT FOR REQUEST OF TRADING PLAN

To
The Company Secretary/Compliance Officer
Techindia Nirman Limited
Nath House, Nath Road
Aurangabad-431005

I(Name), in my capacity as(Designation) of the Company hereby submit the following trading plan for your review and approval in terms of the Code of Conduct and Insider Trading Regulations.

Trading Plan

Date/ intervals of trade execution	No of securities to be traded	Nature of transaction & quantity			Trading account details	Trading member details
		Purchase	Sale	Others		

Details of securities held by Immediate Relative

Name of the person and relationship with the Designated Employee	Date of trading	No of securities to be traded	Nature of transaction & quantity			Trading account details	Trading member details
			Purchase	Sale	Others		

I hereby undertake that I am not in violation of Company's Code of Conduct or SEBI Insider Trading Regulations while formulating the aforesaid trading plan.

I undertake to furnish such information as required by the Compliance Officer with regard to the Trading Plan.

Date:

Signature-----

FORMAT FOR APPROVAL OF TRADING PLAN

To,
Name:
Designation:
Place:

This is to inform you that your request/immediate relatives request for approval of trading plan in relation to shares of the Company as mentioned in your application dated [Insert Date] is approved.

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.

You acknowledge that in order to comply with the principles of Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015 you may be required to further furnish information in relation to the trading plan.

The approval is based on your express undertakings that you will not contravene any provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code of Conduct and the Trading plan is not for the purposes of market abuse.

Yours faithfully,
For **Techindia Nirman Limited**

Company Secretary & Compliance Officer
Date:
Encl: Format for submission of details of transaction.

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date: --/--/----

To
The Company Secretary/Compliance Officer
Techindia Nirman Limited
Nath House, Nath road
Aurangabad-431005

Dear Sir / Madam,

I request you to grant me waiver of the minimum holding period of six months as required under the Code of Conduct for prevention of Insider Trading with respect tosecurities of the Company held by me /

..... (name of relative) singly/jointly, acquired by me on.....(date). I desire to trade in the said securities on account of (Give reason).

Thanking you,
Yours faithfully,

Name of the applicant :
Designation :
Department :
Employee Code No. :
