

# **UDDHAV PROPERTIES LTD**

## **CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT PERSONNEL**

All Directors and Senior Management Personnel i.e. DGM & above, hereinafter called as Sr. Management Personnel (SMP), must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders.

The following code of conduct should be observed in all activities. The Company Secretary is the Compliance Officer, who will be available to SMP to answer questions and to help them to comply with the code:

1. The SMP shall conduct their activities, on behalf of the company and on their personal behalf, with honesty, integrity and fairness. They will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated. The Directors will act in the best interests of the Company and fulfil their fiduciary obligations.
2. The SMP shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company. They should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company. All the related party transaction which are unavoidable, must be fully disclosed to the board.
3. The SMP of the Company shall at all times ensure compliance with all the relevant laws and regulations effecting operations of the Company. They shall keep themselves knowledgeable of the affairs of the Company at least to the extent of compliance of law relating to their areas. In order to assist the Company in promoting lawful compliance. SMP should report any possible violation of law, rules, regulations or the code to the compliance officer. In the event any such persons to whom, the implication of any law is not clear or is unfamiliar or uncertain about the legal rules involving Company Business conducted by him or her.
4. All directors are to disclose the directorship/ partnership on the Board of other companies / firms in which they are interested. Further, no Director and SMP shall serve on the Board of director of the Competitor Company / firm in the interest of the Company.
5. Any information concerning the Company's business, its customers, suppliers etc. which is not in the public domain and to which the SMP has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No director shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.
6. No SMP of the Company shall derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constituting insider information. The SMP will comply with the prevention of insider trading guidelines as issued by SEBI.
7. No SMP of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or decisions

for the conduct of business. However, nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

8. The SMP must protect the Company's assets and information and may not use these for personal use, unless approved by the Board.
9. Once every year or upon revision of this code, every SMP must acknowledge and execute an understanding of the code and an agreement to comply. New Director will sign such a deed at a time when their directorship begins.

**(Effective Date 09.03.2015)**

# UDDHAV PROPERTIES LTD

## CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING REGULATIONS 2015

### PREAMBLE

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') requires a Company to formulate a code of conduct with a view to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner..

In line with the said Regulations, this Code of Conduct has been formulated and adopted by the Board of Directors of the Company on 25.05.2015. The said code would be effective from 25.05.2015.

### 1. DEFINITIONS

**1.1 'Code'** means this Code of Conduct for Prohibition of Insider Trading

**1.2 'Company'** means **Uddhav Properties Ltd (UPL)**

**1.3** Words and expressions used and not defined in the code or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, but defined in Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

### 2. MINIMUM STANDARDS FOR CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

- 2.1. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors.
- 2.2. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his 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".
- 2.3. Employees and connected persons designated on the basis of their functional role ("**designated persons**") in the organization shall be governed by an internal code of conduct governing dealing in securities. The board of directors shall in consultation with the compliance officer specify the designated persons to be covered by such code on the basis of their role and function in the organization. Due regard shall be had to the access that such role and

function would provide to unpublished price sensitive information in addition to seniority and professional designation.

- 2.4. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.  
Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- 2.5. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information 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. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.
- 2.6. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
- 2.7. 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 preclearance of trades.
- 2.8. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 2.9. The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.
- 2.10. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for

reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

- 2.11. The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.
- 2.12. Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension etc., that may be imposed, by the persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, for the contravention of the code of conduct.
- 2.13. The code of conduct shall specify that in case it is observed by the persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, that there has been a violation of these regulations, they shall inform the Board promptly.

### **3. SANCTION FOR CONTRAVENTION**

Any violation or contravention of this Code shall be dealt by the SEBI in accordance with the Act.

### **4. GENERAL**

The Company would pursue this Code and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, The Compliance Officer will be available for compliance of these Regulations.

**By order of the Board  
For Uddhav Properties Ltd.**

**Place: New Delhi  
Date : 25<sup>th</sup> May, 2015**

**(B.K.Agarwal)  
DIRECTOR**

**(As text of code approved by the Board at its meeting held on 25<sup>th</sup> May, 2015)**