RADHE DEVELOPERS (INDIA) LIMITED
1st Floor, "CHUNIBHAI CHAMBERS", B/h. City Gold Cinema, Ashram Road, Ahmedabad-380 009. Phone : (079) 2658 3381, 2658 3382 Fax : (079) 2658 5567
E-mail : info@radheinfra.com

Code of Conduct for Prevention of Insider Trading

INSIDER CODE of

RADHE DEVELOPERS (INDIA) LTD

First Floor, Chunibhai House, B/h Citi Gold, Ashram Road,

Ahmedabad: 380 009.

(Code of internal procedure and conduct pursuant to Regulation 12(1) of SEBI (Prohibition of Insider Trading) Regulations, 1992 w.e.f. from 19.11.2008)

This Code of Conduct will be known as "Radhe Corporate Disclosure Policy for Code of Internal Procedure and Conduct for Prohibition of Insider Trading".

This Disclosure Policy and Code of Conduct has been amended as near thereto without diluting it in any manner and ensuring compliance of the same pursuant to Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 as inserted from 19.11.2008, Model Code of Conduct for Prevention of Insider Trading for Listed Companies prescribed in Schedule I Part A under Regulation 12 (1) of SEBI (Prohibition of Insider Trading) Regulations, 1992.

This Code of Conduct will be applicable to all the directors, officers, designated employees and their dependant relatives as defined herein below w.e.f. 30.12.2011:

RADHE

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 Corporate Disclosure Practices, as applicable, including modifications made thereto from time-to-time.

(c) "**Company**" means Radhe Developers (India) Limited.

(d) "**Compliance Officer**" means an Employee appointed by the Board for the implementation of and overseeing compliance with the Regulations and the Code across the Company.

(e) "**Dealing in Securities**" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the Securities of the Company either as principal or agent.

(f) '**Designated Employee**' means: - every Director and Company Secretary in the top layer of the management.

(g) "**Director**" means a member of the Board of Directors of the Company.

(h) "**Dependent**" shall include the spouse.

(i) "**Insider**" means any person who,

(i) is or was connected with the Company or is deemed to have been connected with the Company, and who is reasonably expected to

....CONT

RADHE

have access to unpublished Price Sensitive Information in respect of Securities of the Company, or

(ii) has received or has had access to such unpublished Price Sensitive Information.

(j) "**Officer**" means any person as defined in clause (30) of section 2 of Companies Act, 1956 including the auditor of the company.

(k) "**Price Sensitive Information**" "(PSI)" means any information, which relates directly or indirectly to the Company and which if published, is likely to materially affect the price of Securities of the Company.

Explanation:

The following shall be deemed to be Price Sensitive Information:

(a) Periodical financial results of the company

(b) Intended declaration of dividends (both interim & final)

(c) Issue of securities or buy back of securities

(d) Any major expansion plans or execution of new projects

(e) Amalgamation, Mergers, Acquisitions or Takeovers

(f) Disposal of the whole or substantial part of the Company.

(g) Significant changes in policies, plans or operations of the company

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under the Regulations or the Companies Act, 1956.

....CONT

RADHE

1. **Compliance Officer** – Mr. Mehulkumar K. Vyas, Company Secretary shall be the Compliance Officer of the company and shall report to the Board of Directors of the Company.

1.1 **Responsibilities of the Compliance Officer:**

(a) The Compliance Officer shall be responsible for setting forth policies and procedures and monitoring adherence to the rules for the prevention of "Price Sensitive Information", pre-clearing of trades of all the designated employees and their dependants, monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of Directors.

(b) The Compliance officer shall maintain a record of the Designated Employees and any changes made in the list of designated employees.

(c) The Compliance Officer shall assist all the employees in addressing any clarification regarding the *SEBI (Prohibition of Insider Trading) Regulations, 1992.*

2. **Preservation of Price Sensitive Information:**

All the directors / officers / designated employees are required to maintain the confidentiality of all the price sensitive information. They shall not pass on such information to any person directly or indirectly by way of

....CONT

RADHE

making a recommendation for the purchase or sale of shares of the company.

2.1 Need to know:

Unpublished PSI, shall be handled the same strictly on a "*Need to Know*" basis by all the directors / officers / designated employees. This means the unpublished PSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duty and whose possession of unpublished PSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

2.2 Limited access to confidential information:

The persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- files containing confidential information shall be kept secure.
- computer files must have adequate security of login through a password.
- follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in

....CONT

RADHE

consultation with the person in charge of the information technology function.

3. Prevention of misuse of Price Sensitive Information:

1. All the Directors / officers and designated employees of the company shall be subject to trading restriction as enumerated below:

2. **Trading Window:**

The company's shares can be traded only during the trading period. The trading period shall remain closed for a period of Four Hours prior to the happening at the Board Meeting of any of the following events in general:

(a) Periodical financial results of the company

(b) Intended declaration of dividends (both interim & final)

(c) Issue of securities or buy back of securities

(d) Any major expansion plans or execution of new projects

(e) Amalgamation, Mergers, Acquisitions or Takeovers

(f) Disposal of the whole or substantial part of the Company.

(g) Significant changes in policies, plans or operations of the company

2.2 During the period of closure of the Trading Window the directors / officers / designated employees shall not trade in the company's securities.

....CONT

RADHE

2.3 All directors / officers / designated employees of the company shall conduct all their dealings in the securities of the company only in a valid Trading Window.

2.3 In case of ESOPs, exercise of option may be allowed during the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

3A. PRE-CLEARANCE OF DEALS IN SECURITIES:

3.1 Applicability:

All directors / officers / designated employees of the company who intends to deal in any Securities of the Company shall obtain a *pre-dealing* approval for the proposed transaction as per the procedure prescribed hereunder. In respect of all directors / officers / designated employees of the company such *pre-dealing* approval would be necessary, only if the cumulative dealing in any calendar year exceeds 12,50,000 shares ((hereinafter referred to as the **"threshold limit"**).

3.2 Procedure for Pre-dealing approval:

All Directors / Officers / Designated Employees of the Company who intend to deal, on their behalf and / or on behalf of their spouse, in the securities of the Company exceeding 12, 50,000 shares in any calendar

....CON

RADHE

year, should pre-clear the transactions as per the pre-dealing procedure as described hereunder.

An application may be made in the prescribed format to the Compliance Officer indicating the estimated number of securities that the Directors / Officers / Designated Employees intend to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be specified in this behalf. Along with the request for pre-clearance of transaction, an undertaking shall be executed in favour of the Company by such Directors / Officers / Designated Employees.

All directors / officers / designated employees and their dependants shall be required to forward the following details to the compliance officer:

(a) All directors / officers / designated employees of the company who intend to deal in securities of the company over and above the threshold limit shall get their transaction(s) pre-cleared by making an application in the format annexed herewith as per **Annexure – B** to the compliance officer.

(b) An undertaking shall be executed by the director / officer / designated employee as per the format annexed herewith as per **Annexure – C** stating the following:

....CONT

RADHE

i. That the director / officer / designated employee does not have any access or has not received any price sensitive information.

ii. That in case the director / officer / designated employee has access to or receives any price sensitive information after signing the declaration but before the execution of the transaction, he / she shall inform the compliance officer of the change in the position and that he / she would completely refrain from dealing in the securities of the company till such time the information becomes public.

iii. That he / she has not contravened the code of conduct for prevention of insider trading.

iv. That he / she has made a full and true disclosure in the matter.

The compliance officer will place all the above details with the accompanying documents before the Board of Director on a Yearly basis.

3.3 Completion of Pre-cleared Dealing:

(a) All directors / officers / designated employees / dependants of the company shall ensure that they complete execution of every pre-cleared deal in the Company's Securities as prescribed above and not later than 1 (one) week from the date of the approval. The Specified Person shall file within 4 (four) days of the execution of the deal, the details of such deal,

....CONT

RADHE

with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed.

4. **Other Trading Restrictions:**

All directors / officers / designated employees who buy or sell any number of shares of the company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction, Subject to their holding as on 19.11.2008. All directors / officers / designated employees shall also not take position in derivative transactions in the shares of the company.

In case of subscription in the primary market (IPO), all directors / officers / designated employees shall hold their investment for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

However, where due to any personal emergency, the sale of security is necessitated before the expiry of Six Months, as the Case may be and then the holding period may be reduced / waived by the compliance officer after recording in writing the reasons there for.

5. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

....CONT

RADHE

All directors / officers / designated employees shall file with the Compliance Officer, inter alia, the following details of their / their Dependents' holdings and / or dealings in the Securities of the Company within 15 (fifteen) days of the date of adoption of the Code or date of joining the Company, whichever is later, and 31st March every year;

(a) all holdings in Securities of the Company as on 20th February 2002 or as on the date of joining the Company, whichever is later with subsequent changes therein from such date till 19.11.2008.; within 15 days of adoption of Code;

(b) annual statements of all holdings in Company's Securities as on 31st March every year in such form and manner as may be prescribed by the Compliance Officer from time-to time.

The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 3 (three) years from the date of the filing thereof.

6. PENALTY FOR CONTRAVENTION:

All directors / officers / designated employees shall be individually responsible for complying with the provisions of this Code (including to

....CONT

RADHE

the extent the provisions hereof are applicable to his / her Dependents).

Any directors / officers / designated employees who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action including the termination of employment as mentioned below:

(a) Any director / officer / designated employee who trades in securities or communicates any information for trading in securities in contravention of the Code of Conduct may be penalized and the company may take appropriate action.

(b) Any director / officer / designated employee of the company who violates the code of conduct shall also be subject to disciplinary action by the company, which may include wage freeze, suspension, ineligibility for participation in future employee stock plans etc.

(c) The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations 1992 including action under Section 11, 11B, 11D, Chapter VIA and Section 24 of the SEBI Act, 1992.

(d) In the event of any amendment in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or issuance of

RADHE

any clarification relating to prohibition of insider trading, such amendment / clarification shall be deemed to be adopted by the Company and in case of any conflict between the provisions of the Code and SEBI (Prohibition of Insider Trading), regulations, 1992, the latter shall prevail.

Interpretation

For any interpretational or clarificatory issues in regard to this code, the Compliance Officer may be contacted.

For Radhe Developers (India) Limited

RADHE DEVELOPERS (I) LTD. AHMEDABAD

Mehulkumar K. Vyas
Compliance Officer

Date : 30.12.2011
Place : Ahmedabad

....CONT