



**CODE OF CONDUCT
TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS INCLUDING
SPECIFIED PERSONS AND DESIGNATED PERSONS
OF RADHE DEVELOPERS (INDIA) LIMITED**

(Revised and Adopted by Board of Directors through Circular Resolution on 29th March, 2019 and Effective from April 01, 2019)

1. INTRODUCTION:

Insider trading is dealing in securities of a Company by its Directors, employees or other insiders based on unpublished Price Sensitive Information not generally available to others. This practice adversely affects the confidence of the investors about the integrity of the management and promotes unhealthy practices in the capital market.

In order to prevent such practices, Securities and Exchange Board of India (SEBI) has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. DEFINITIONS:

As used in this Code:

- a) "**Act**" means the Securities and Exchange Board of India Act, 1992.
- b) "**Board**" means Board of Directors of the Company.
- c) "**Code**" means this Code of Conduct to regulate, monitor and report trading by insiders and the Code of Corporate Disclosure Practices, as applicable, including modifications made thereto from time-to-time.
- d) "**Company**" means Radhe Developers (India) Limited.
- e) "**Compliance Officer**" means Company Secretary and in his /her absence, an employee appointed by the Board for the implementation of and overseeing compliance with the Regulations and the Code across the Company.

f) "**Connected person**" means, -

(i) any person who is or has during the six months prior to the concerned act been associated with a 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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, -

1. an immediate relative of connected persons specified in clause (i); or
2. a holding company or associate company or subsidiary company; or
3. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
4. an investment company, trustee company, asset management company or an employee or director thereof; or
5. an official of a stock exchange or of clearing house or corporation; or
6. 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
7. 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
8. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
9. a banker of the company; or
10. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or Interest.

g) '**Designated Employee**' means: -

1. Every employee of the Company in the grade of Associate Vice President and above;
2. Every employee of the Company in Finance, Accounts and Secretarial Departments; and
3. Any other Employee as may be designated by the Compliance Officer in consultation with the Managing Director / CEO / Executive Director(s) / Chief Financial Officer considering the objectives of the Code.

- h) "**Director**" means a member of the Board of Directors of the Company.
- i) "**Dependent**" shall mean the spouse, dependent children, dependent parents and such other family member(s) of the Specified Persons as may be notified by him/her.
- j) "**Employee**" means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- k) "**Insider**" means: -
1. A connected person; or
 2. In possession of or having access to unpublished price sensitive information.
- l) "**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;
- m) "**Key Managerial Person (KMP)**" means person as defined in Section 2(51) of the Companies Act, 2013
- n) "**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
- o) "**Officer**" includes any Director, Manager or KMP or any person in accordance with whose directions or instructions the Board of Directors of the Company or any one or more of the Directors is or are accustomed to act including an auditor.
- p) "**Promoter or 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:
- q) "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- r) "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- s) "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- t) "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;

u) **“Unpublished Price Sensitive Information”** means any information, relating to a 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 the securities and shall, ordinarily including but not restricted to, information relating to the following:

1. Financial results;
2. Dividends;
3. Change in capital structure;
4. Mergers, De-mergers, Acquisitions, Delistings, Disposals and Expansion of business and such other transactions; and
5. Changes in KMP;

v) **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

w) **“Specified Persons”** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.

Words and expressions used and not defined in these regulations but defined in the 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.

3. Applicability

This Code shall apply to all “Specified persons”.

4. Compliance Officer:

4.1. The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors Annually.

4.2. The Compliance Officer shall assist all specified persons and employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct.

4.3. The Compliance Officer shall maintain a record (either manual or in electronic form) of the Register of Promoters / Directors / KMP / Designated Employees and changes thereto from time-to-time **(Annexure-1)**.

5. Preservation of Unpublished Price Sensitive Information:

5.1. All the Specified Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information ("UPSI") coming into their possession or control.

To comply with this confidentiality obligation; the Specified Persons shall not:

- (i) pass on UPSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company; or
- (ii) disclose UPSI to their family members, friends, business associates or any other individual, or
- (iii) discuss UPSI in public places, or
- (iv) disclose UPSI to any Employee who does not need to know the information for discharging his or her duties, or
- (v) recommend to anyone that they may undertake Dealing in Securities of the Company while being in possession, control or knowledge of UPSI, or
- (vi) be seen or perceived to be Dealing in Securities of the Company on the basis of UPSI.

5.2. Need to know:

The Specified Persons, who are privy to UPSI, shall handle the same strictly on a "Need to Know" basis. This means the UPSI 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 UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

All UPSI directly received by any Employee shall be immediately reported to the Compliance Officer.

5.3. Limited access to confidential information:

The Specified 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 complex password.

6. Trading Plan

- 6.1. An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.
- 6.2. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.
- 6.3. Such trading shall be in compliance with the regulation.
- 6.4. 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.

7. Trading window and window closure

- 7.1. The trading window, i.e. the trading period of the stock exchanges, called "trading window", is available for trading in the Company's securities.

In the case of declaration of quarterly financial results: The trading window shall be, inter alia, closed from the Date of Notice of Board Meeting to Stock Exchange till 48 hours after the declaration of financial results.

- 7.2. All the Specified Persons shall strictly conduct all their dealings in the Securities of the Company only when the Trading Window is open and no Specified Person shall deal in the Securities of the Company during the period the Trading Window is closed.
- 7.3. The Directors/Designated Employees/KMP who have participated in the Company's Employee Stock Option Plan (ESOP), if any,
 - Shall not sell the Securities of the Company allotted to them on exercise of ESOPs when the Trading Window is closed (however, the exercise of option shall be permitted even the duration of closure of the Trading Window).
 - Shall desist from exercising "cashless" stock option(s), if any, when the Trading Window is closed.
- 7.4. In case of any unpublished price sensitive information other than quarterly financial results, the Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he 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.

- 7.5. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- 7.6. 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.

8. PRE-CLEARANCE OF DEALS IN SECURITIES:

8.1. **Applicability:** Every Specified Person who intend to deal in the securities of the company above a minimum threshold limit of 25,000,00 shares or value of transaction Rs.25 lakhs in a single transaction or multiple transactions in 10 trading days, should pre-clear the transaction as per the pre-dealing procedure as described hereunder.

8.2. **Pre-dealing Procedure:** For the purpose of obtaining a *pre-dealing* approval, the concerned Specified Person shall make an application in the prescribed form (***Annexure 2***) to the Compliance Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings in the prescribed form (***Annexure 3***). Such application for *pre-dealing* approval with enclosures may be sent through electronic mail or by hard copies of all the documents. The e-mail for this purpose is **secretarial@radheinfra.com** with a copy to the Compliance Officer.

8.3. Approval:

8.3.1. The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. Such approval/rejection would be conveyed through electronic mail.

8.3.2. Every approval letter shall be issued in the prescribed form (***Annexure 4***). Every approval shall be dated and shall be valid for a period of 7 trading days from the date of such approval.

8.3.3. In the absence of the Compliance Officer due to leave etc., the Officer designated by him/her from time-to-time shall discharge the function referred to in (a) above.

8.4. **Completion of Pre-cleared Dealing:**

8.4.1. All the Specified Persons shall ensure that they complete execution of every pre-cleared deal in the Company's Securities as prescribed above and not later than 7 trading days from the date of the approval. The Specified Person shall file within 2 (two) trading days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (**Annexure 5**).

8.4.2. If a deal is not executed by the concerned Specified Person pursuant to the approval granted by the Compliance Officer within 7 trading days, the Specified Person shall apply once again to the Compliance Officer for *pre clearance* of the transaction covered under the said approval, if he / she wishes to transact.

8.5. **Holding Period and other restrictions:**

8.5.1. All the Specified Persons, 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 30 Days following the prior transactions.

8.5.2. When the Trading Window is Closed, No Specified Persons Shall Engage in intra-day Transactions

8.5.3. In case the sale of Securities of the Company is necessitated due to personal reasons or emergency situations, the holding period referred to above may be waived by the Compliance Officer after recording the reasons in writing in this regard. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.

8.5.4. In case of any contra trade or derivative transaction or intraday trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits + 25% of transaction value from such trade, in case of no profit or loss, 25% transaction value of such transaction 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.

9. **DISCLOSURE**

9.1. **Initial Disclosure:**

9.1.1. Every Promoter/ Director / Key Managerial Personnel / Designated Employees of the Company, within fifteen 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 dependent family members in the prescribed Form **(Annexure 6)**.

9.1.2. Every person on appointment as a Director or KMP or Designated Employee of the Company or upon becoming a Promoter shall disclose his holding 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 **(Annexure 7)**.

9.2. **Continue Disclosure:**

9.2.1. Every Promoter, Director, KMP and Designated Person of the Company shall disclose to the Company in the prescribed form **(Annexure 8)**, 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 Rs. 25 lakhs.

9.2.2. The disclosure shall be made within 2 working days of:

- The receipt of intimation of allotment of shares, or
- The acquisition or sale of shares or voting rights, as the case may be.

9.3. **Disclosure by the Company to the Stock Exchanges**

9.3.1. Within 2 days of the receipt of intimation under Clause 9.2, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

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

9.4. **Disclosure by the Connected persons others than Promoters, Directors, KMP and Designated Persons:**

9.4.1. 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 Rs. Twenty Five lakhs shall disclose to the Company in the prescribed form **(Annexure 9)**.

9.5. **Annual Disclosure**

9.5.1. Every Promoters / Directors / KMP / Designated Persons of the Company shall disclose to Annual statement of all holdings (including that of his dependent family members) in securities of the Company as on 31st March be furnished within 15 days of the close of the financial year **(Annexure - 10)**

10. DISSEMINATION OF PRICE SENSITIVE INFORMATION

10.1. No information shall be passed by Specified Persons by way of making a Recommendation for the purchase or sale of securities of the Company.

10.2. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors:

- Only publicly available information shall be provided.
- At least two Company representatives shall be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

11. Inquiry

11.1. In case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, investigation on the same shall be conducted as per the Policy and Procedure for Enquiry in case of Leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

11.2. Such inquiry/investigation shall be promptly informed to Securities Exchange Board of India of such leaks, inquiries and results of such inquiries.

12. PENALTY FOR CONTRAVENTION:

- 12.1. Every Specified Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Dependents).
- 12.2. The Specified Persons 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 wage / salary freeze, suspension, recovery, claw-back, etc., and the termination of employment.
- 12.3. Action taken by the Company for violation of the Regulations as and the Code against any Specified Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws / rules / regulations.
- 12.4. Under Section 195(2) of the Companies Act 2013, If any person contravenes the provisions of this section, he shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher, or with both.
- 12.5. Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation is liable to a penalty not exceeding Rs.5 lacs. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of one year or with fine or with both.
- 12.6. Without prejudice to its rights under Section 24 of the SEBI Act, under Regulation SEBI can also pass any or all of the following orders to an Insider found indulging in insider trading –
- Directing him / her not to deal in the Company's Securities in any particular manner.
 - Prohibiting him/her from disposing of any of the Securities acquired in violation of the Regulations.
 - Restraining him/her from communicating or counselling any other person to deal in Company's Securities.
 - Declaring the transactions in Securities as null and void.
 - Directing the person who acquired Securities in violation of the Regulations, to deliver the Securities back to the seller or alternatively pay the Seller the price as provided.
 - Directing him/her to transfer specified amount to investor protection fund of a recognized Stock Exchange,

12.7. In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any Specified Person/ an Employee, he/she shall forthwith inform the Managing Director. The penal action will be initiated on obtaining suitable directions from the Managing Director. The Compliance Officer shall simultaneously inform SEBI about such violation. The Specified Person/the Employee against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

13. CLARIFICATIONS:

For all queries concerning this Code, the Directors, Officers and Employees may please contact the Compliance Officer / Secretarial department.