

Code of Fair Disclosures and Code of Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015

Applicable to the Directors / Officers / Designated Employees and Connected Person of M/s D B Realty Limited

This code may be called as Code of **Fair Disclosures and code of conduct** of **M/s D B Realty Limited** for prevention of Insider Trading. This Code can be modified / amended / altered by Directors / Compliance Officer authorized by the Board. But in case of any statutory modification or amendment or alteration of the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015, the newly modified/amended/altered provisions of the Regulation shall be placed before the Board of Directors of the Company for noting and the amended code shall be deemed to be implemented effective from the date of approval of the same by the Board.

1. PREAMBLE

Insider Trading means dealing in securities of a listed company traded on any Stock Exchange in India by **Insiders** which term includes Directors, Officers and Designated Employees of the Company based on or when in possession of unpublished price - sensitive information (**UPSI**).

The Securities and Exchange Board of India (SEBI), as part of its efforts to protect the interest of investors in general, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992, which is made applicable to all the listed companies. The Regulations prohibits insider trading.

2. APPLICABILITY

This code shall be applicable to all the Directors, Officers, and Designated Employees and their relatives of the Company.

3. DEFINITIONS

- a) **Act** - means the Securities & Exchange Board of India Act, 1992;
- b) **Board of Director** means the Board of Directors of **M/s D B Realty Limited**;
- c) **Body Corporate** means a body corporate as defined under Sub -Section 11 of Section 2 of the Companies Act, 2013.
- d) **Code** means this Code of Fair Disclosure and code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time.
- e) **Company** means **M/s D B Realty Limited**;
- f) **Compliance Officer** means Company Secretary or the Officer appointed by the Board of Directors of the Company for the purpose of these regulations from time to time.
- g) **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
- ii. 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.
- iii. 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, -
 - an immediate relative of connected persons specified in clause (i); or
 - a holding company or associate company or subsidiary company; or
 - an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - an investment company, trustee company, asset management company or an employee or director thereof; or
 - an official of a stock exchange or of clearing house or corporation; or
 - 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
 - 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
 - an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - a banker of the company; or
 - 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;

h) Designated Employees shall mean and include –

- i. all Directors
- ii. Key Managerial Personal
- iii. every department head
- iv. every employee at the managerial level and above
- v. every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer
- vi. any other employee as may be determined and informed by the Compliance Officer from time to time.

i) Officer shall mean and include –

- i. Statutory and Internal Auditor and Secretarial Auditor of the Company.
- ii. Person occupying the position as an officer or an employee of the company or holds a position involving a professional or business relationship between himself and the company whether temporary or permanent and who may reasonably be

expected to have an access to unpublished price sensitive information in relation to that company.

iii. Any other person as decided by the Board of Directors of the Company.

- j) **Director** means Directors on the Board of the Company both Executive and Non-Executive
- k) **Generally available Information** means information that is accessible to the public on a non-discriminatory basis;
- 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) **Insider** means any person who,
 - a. connected person; or
 - b. in possession of or having access to unpublished price sensitive information;
- n) **Key Managerial Person** means person as defined in Section 2(51) of the Companies Act, 2013
- o) **Promoter** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- p) **Regulation** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.
- 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) **Trading** means and includes subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities and "trade" shall be construed accordingly.
- s) **Trading Window** means the period during which the Directors, Officers and Designated Employees of Company may trade in the Company's securities.
- 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:
 - i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel; and
 - vi. material events in accordance with the listing agreement.

4. CODE

1. Compliance Officer

- 1.1 The Compliance Officer shall be responsible for setting policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing trades of Directors, Officers, Designated Employees' and connected persons (directly or through respective department heads as decided by the company), monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board.
- 1.2 The Compliance Officer shall maintain a record of the designated employees and any changes made in the list of designated employees.
- 1.3 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.

2. Preservation of Price -Sensitive Information.

- 2.1 Directors, Officers, Designated Employees and Connected Persons shall maintain the confidentiality of all Price Sensitive Information. Directors, Officers and Designated Employees and Connected Persons **shall not pass** on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
- 2.2 Price Sensitive Information is to be handled on a "**need to know**" basis, i.e., Price Sensitive Information should be disclosed only to those within the company who need the information to performance of duties or discharge of his legal obligations.
- 2.3 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

3. Preservation of misuse of "Price Sensitive Information".

- 3.1 All Directors, Officers and Designated Employees of the company and Connected Persons shall be subject to **trading restrictions** as enumerated below.
 - i. When the trading window is closed, the Directors, Officers, Designated Employees and Connected Persons shall not trade in the company's securities in such period.
 - ii. The trading window shall be, inter alia closed at the time:-
 - a. Declaration of financial results (quarterly, half-yearly and annually).
 - b. Declaration of dividends (interim and final).
 - c. Issue of securities by way of public / rights / bonus etc.
 - d. Any major expansion plans or execution of new projects.
 - e. Amalgamation, mergers, takeovers and buy-back.
 - f. Disposal of whole or substantially whole of the undertaking.
 - g. Any changes in policies, plans or operations of the company.
 - h. And any other matter which is likely to be price sensitive.

- iii. Closure of trading window shall commence 7 days before the date of meetings of Board of Directors of the Company are held to consider any of the items referred hereinabove, unless decided otherwise by the board.
 - iv. The trading window shall be re-opened 48 hours after the information referred hereinabove, is made public
 - v. All directors/officers/designated employees of the company and Connected Persons shall conduct all their dealings in the securities of the Company only during trading window is open.
- 3.2 All Directors, Officers and Designated Employees shall not engage in dealing in securities, whether on their own account or on behalf of the Dependent and shall ensure that their Dependent shall also not engage in Dealing in Securities on their own account, if such Director, Officer or Designated Employees is in possession of any unpublished price sensitive information.

4. Trading Plan

- (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.
- (2) 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 20th (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.
- (3) The compliance officer shall consider the trading plan made as above and shall approve it. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- (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.
However, the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information. Further, the insider shall

also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company as per approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- (5) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.
- (6) Insider shall submit trading plan in "Annexure – 1" or any other format specified by SEBI or BSE or NSE.

5. Pre-clearance of trades

- 5.1 All Directors, Officers, Designated employees of the Company and Connected Persons who intend to deal in the securities of the Company should pre-clear the transaction as per the predealing procedure as described here-under:
- 5.2 An application may be made in prescribed format (Annexure 2) to the Compliance Officer indicating the estimated number of shares and amount that the Insider intends to deal in, the depository with which he/she has an account and the details as to his/her shareholding before and after the intended transaction.
- 5.3 An undertaking (Annexure 3) shall be executed in favour of the company by such directors, officers, designated employees incorporating, inter alia, the following clauses, as may be applicable:
 - a) That the directors, officers, designated employees does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
 - b) That in case the employee, director, officer has access to or receives "Price Sensitive Information" 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 dealing in the securities of the company till the time such information becomes public.
 - c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - d) That he/she has made a full and true disclosure in the matter.

6. Other restrictions

- 6.1 All directors, officers, designated employees their dependents and Connected Persons shall execute their order in respect of securities of the company within 7 trading days after the approval of pre-clearance is given.

The such person shall file within 2 days of 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.

If the order is not executed within seven trading days after the approval is given, the directors, officers, designated employees must pre-clear the transaction again.

- 6.2 All directors/ officers/ designated employees who buy or sell and 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 6 months following the prior transaction. All directors/officers/designated employees shall also not take positions in derivative transactions in the shares of the company at any time.

In case of any 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

- 6.3 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/ her reasons in this regard.

7. Reporting requirements for transactions in securities

Initial Disclosures

- 7.1 Every promoter, key managerial personnel and director of the Company within thirty days of these CODE taking effect, shall disclose his holding of Securities of the company as on the date of these CODE taking effect 15th May, 2015.
- 7.2 Every person on appointment as a key managerial personnel or a director 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 to the company / Compliance Officer.

Continual Disclosures

- 7.3 Every promoter, employee and director of every company shall disclose to the company 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. 10,00,000/- (Ten Lakh Rupees)** or such other value as may be specified by SEBI time to time.
- 7.4 Compliance Officer of the company shall notify the particulars of such trading to the stock exchange on which the securities are listed **within two trading days of receipt** of the disclosure or from becoming aware of such information.

Disclosures by other connected persons / Insiders.

- 7.5 Disclosures shall be made as per the SEBI (Insider Trading) Regulation, 2015.
- 7.6 Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors, officers, designated employees for a minimum period of **five years**.
- 7.7 The Compliance Officer shall place before the Managing Director or Chief Executive

Officer or Chief Financial Officer or a committee specified by the company, on a **monthly basis** all the details of the dealing in the securities by Director, Officer, Designated Employees of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

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

8. Penalty for contravention of code of conduct

- 8.1 Any Director, Officer, Designated Employees who trades in securities or communicates any Information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the company.
- 8.2 Any Director, Officer, Designated Employees of the company who violate the code of conduct shall also be subject to disciplinary action by the company, which may include wage/salary freeze, suspension, ineligible for future participation in employee stock option plans, etc.
- 8.3 The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

9. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015;

- 9.1 In case it is observed by the company / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 SEBI shall be informed by the company.

(Annexure-1)

Trading Plan

(Under Code of Conduct of the Company read with SEBI Insider Trading regulation, 2015)

To,
The Company Secretary
D B Realty Limited
DB House, General A.K. Vaidya Marg
Goregaon (E), Mumbai – 400 063

Dear Sir /Madam

Ref: DP's name:

DP ID:

CLIENT ID:

Name of Insider and Address:

Your approval is solicited for proposed Trading Plan **for** purchase & sale of securities of the Company in physical/demat form. I am furnishing details of trade to be made **in six month after approval** of the proposed trading plan:-

<i>Sl. No.</i>	<i>Nature of Trade</i>	<i>Number of Securities to be trade</i>	<i>Amount in Rs.</i>	<i>Time intervals between Two Trades</i>	<i>Date of propose trade</i>

1. I, confirm that I do not have any access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
2. that in case I, have access to the price sensitive information or receives it after approving the trading plan I shall inform the change and refrain from dealing in securities till the information becomes public;
3. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company.
4. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly,
Signature
Name
Designation
Employee Code no.

Approval of Trading Plan

1. I,.....Company Secretary of the Company, have reviewed the Trading Plan submitted by the Insider of the Company and Insider has furnished all the information/undertaking which I have demanded.
2. The aforesaid plan is not violating any code of conduct and SEBI (Insider Trading) Regulation, 2015.
3. I shall monitor the implement of the Plan as per the SEBI (Insider Trading) Regulation, 2015.

For D B Realty Limited

Company Secretary

(Annexure-2)

Application for pre-clearance of trade

(Under Code of Conduct of the Company read with Insider Trading regulation, 2013)

To,
The Company Secretary
D B Realty Limited
DB House, General A.K. Vaidya Marg
Goregaon (E), Mumbai – 400 063

Dear Sir /Madam

Ref: DP's name:

DP ID:

CLIENT ID:

Name of Insider and address:

Your approval is solicited for purchase/sale of _____ securities of the Company in physical / demats form. I state on solemn affirmation:

1. that I am Director/Officer/Designated Employee of the Company who may reasonably be expected to have an access to unpublished price sensitive information in relation to the Company;
2. that I intend to purchase/sale _____(state No. of securities or Amount) securities of the Company in physical/demat form immediately on receipt of clearance for trade;
3. that I am aware of the code of conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.
4. that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
5. that in case I have access to the price sensitive information or receives it after signing this undertaking, I shall inform the change and refrain from dealing in securities till the information becomes public;
7. I will hold/not repurchase such equity shares/listed securities for a minimum period of next six months from the date of purchase/sale.
8. In case of non-execution of transaction by me within 7 trading days from the date of permission for purchase/sale, I will again take the clearance for the same.
9. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly

Signature

Name

Designation

Employee Code no.

UNDERTAKING

I _____ aged about _____ years, Son of _____ working in the capacity of _____ in Limited (hereinafter referred to as 'Company') do hereby solemnly declare and undertake as under:

1. that I am working with the company with effect from _____.
2. that as on date I do not possess/own any shares of the company or I have purchased _____ nos. of shares of the Company from open market. (strike out which is not applicable).
3. that I do not possess/own any shares of the company with the name of Immediate Relatives or I have purchased _____ nos. of shares of the Company from open market with the name of Immediate Relatives.
4. that I have received and read the Company's code of conduct and agree to comply with the Company's code of conduct and ethics from time to time.
5. that I do not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
6. In the event that I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction for which approval is sought, I shall inform the compliance officer of the Company of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
7. that I shall not communicate, counsel or procure directly and indirectly any unpublished Price Sensitive Information (PSI) as mentioned in Company's code of conduct to any person who while in possession of such unpublished PSI & shall keep the confidential information which is in my possession secured.
8. that I shall provide Initial disclosure about shareholding in the requisite form to the compliance officer of the Company.
9. that I shall undertake to seek pre-clearance of the compliance officer for any securities transaction and shall make an application, submit required forms duly filled and signed.
10. that I shall give annual statement of shareholding in Company's securities by 30th April of every year along with my dependent.
11. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company and shall be fully liable in any event of contravention/noncompliance of the same.
12. That I have made a full and true disclosure in the matter.

Signature:

Date:

Name:

Place: