



Aurum PropTech Limited

**CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING
BY DESIGNATED PERSONS AND IMMEDIATE RELATIVES**

(As amended w.e.f. April 01, 2019)

(Further amended w.e.f. August 14, 2020)

FOREWORD

The Securities and Exchange Board of India (“SEBI”) had notified the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“Amendment Regulations 2018”) on December 31, 2018, effective from April 1, 2019. The Code of Conduct has been thoroughly revised incorporating the amendments so as to align it with the Amendment Regulations and has been approved by the Board of Directors, by means of Circular Resolution passed on April 2, 2019 which lays down the internal procedures for regulating, monitoring and reporting of trading by the Designated Persons and their immediate relatives.

1. Object and Commencement

- 1.1. This code of internal procedures and conduct for regulating, monitoring and reporting of trading by Designated Persons and their immediate relatives is enacted pursuant to the Amendment Regulations 2018.
- 1.2. The object of this code is to formulate (i) a code of conduct for fair disclosure and (ii) an internal code of conduct to regulate, monitor and report trading by Designated Persons and their immediate relatives, in terms of Regulations 8, 9 and 9A of the Amendment Regulations 2018 read with Schedules A and B appended thereto.

2. Definitions

- 2.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.
- 2.2 “**Board**” means the Board of Directors of the Company.
- 2.3 “**Code**” or “**Code of Conduct**” shall mean this Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by the Designated Persons and their immediate relatives and the Code of Practices and Procedures for Fair Disclosure of the Unpublished Price Sensitive Information as amended from time to time.
- 2.4 “**Company**” means Aurum PropTech Limited.
- 2.5 “**Compliance Officer**” means Company Secretary or in the absence of Company Secretary, such other senior officer, who is financially literate (which for the purpose of this regulation shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows) and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated and reporting to the Board of Directors 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 under the overall supervision of the Board of Directors of the Company.
- 2.6 “**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,
- (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act 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 recognized 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.

2.7 “Designated Person(s)” means The Board of Directors of the Company shall in consultation with the Compliance Officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the Company and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include

(a) all promoters of the Company and all persons falling within the definition of “Promoter Group”;

(b) all members of Board of Directors and Key Managerial Personnel of the Company and its subsidiaries;

(c) Chief Executive Officer and every employee in the grade of Assistant Vice President and above of the Company and its subsidiaries;

(d) every employee in the finance, accounts, information technology, direct tax and secretarial department of the Company and its subsidiaries, as may be determined and informed by the Compliance Officer;

(e) Assistants/ Secretaries to the Executive Directors, Executive Presidents and Presidents of the Company and its subsidiaries; and

(f) any other employee as may be determined and informed by the Compliance Officer from time to time

2.8 “Director” means a member of the Board of Directors of the Company.

2.9 “Employee” means every employee of the Company including the Directors of the Company and Key Managerial Personnel in the employment of the Company and its subsidiary companies.

2.10 “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis.

2.11 “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.

2.12 “Insider” means any person, who is,

(i) a Connected Person; or

(ii) in possession of or having access to Unpublished Price Sensitive Information.

2.13 “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;

2.14 “Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013.

2.15 “Legitimate Purposes” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

2.16 “Promoter or Promoter Group” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

2.17 “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;

2.18 “Takeover regulations” means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

2.19 “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly.

2.20 “Trading Window” means the period during which Trading in the Securities of the Company is permitted by those governed by this Code.

2.21 “Trading Day” means a day on which the recognized stock exchanges are open for trading;

2.22 “Unpublished Price Sensitive Information” means any information, relating to a company or its Securities listed or proposed to be listed, 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) dividend;
- (iii) change in capital structure;
- (iv) merger, de-merger, acquisitions, delisting, disposal and expansion of business and such other transactions;
- (v) changes in key managerial personnel.

2.23 “Insider Trading Regulations” shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto. Words and expressions used and not defined in these regulations but defined in the Act, 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 there under shall have the meanings respectively assigned to them in those legislation. In the event two or more statutory enactments provide definitions for certain words and expressions, the definition provided in the Regulations (if such word is defined therein) shall prevail.

3. Compliance Officer

3.1. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Unpublished Price Sensitive Information", pre-clearing of trades of Designated Persons, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.

3.2. The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons.

3.3. The Compliance Officer shall assist Designated Persons and/or all Employees in addressing any clarifications regarding the Regulations and the Code.

3.4. The Compliance Officer shall report on the compliance and implementation of the Regulations and the Code to the Board and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board as and when directed by the Board or Audit Committee but not less than once in a year.

(i) .

3.5 The Company shall put in place adequate and effective system of internal controls to prevent insider trading.

The internal controls shall include the following:

- a) all employees who have access to unpublished price sensitive information are to be identified as designated **persons**;
- b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
- c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these 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 these regulations shall be complied with;
- f) periodic process review to evaluate effectiveness of such internal controls.

The Board of Directors of the Company shall ensure that the Managing Director or Compliance Officer ensures compliance with the above mentioned internal controls.

The Audit Committee shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

4. Inquiry in case of leak of Unpublished Price Sensitive Information (“UPSI”)

4.1 Constitution of Inquiry Committee: Managing Director of the Company shall constitute an Inquiry Committee, to deal with any leak/ suspected leak of UPSI and to initiate appropriate inquiries, on becoming aware of leak/ suspected leak of UPSI and inform the Managing Director promptly of such leaks, inquiries and result of such inquiries.

4.2 Quorum of Inquiry Committee: While conducting an inquiry, a minimum of two members of the Inquiry Committee shall be present. The Inquiry Committee if deems necessary may designate additional persons or third parties to also attend and participate in an inquiry conducted by the Inquiry Committee. If a minimum of two members of the Inquiry Committee are not present or not available, or any member of the Inquiry Committee is under investigation, then the Managing Director shall have the power to nominate alternate member(s) in place of the member who is not available or cannot be present to conduct the inquiry

4.3 Powers of Inquiry Committee: Powers of Inquiry Committee shall be determined by the Managing Director of the Company.

5. Preservation of Unpublished Price Sensitive Information

5.1 Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Designated Persons shall not communicate, provide or allow access to any Unpublished Price Sensitive Information except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- 5.2** Unpublished Price Sensitive Information is to be handled on a “need to know” basis i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information and shall be communicated, allowed access to or provided in a secure location.
- 5.3** Any Unpublished Price Sensitive information directly received by any Employee should immediately be reported to the Compliance Officer.
- 5.4** The Company shall ensure that all files including soft copies containing Unpublished Price Sensitive Information are kept secure, such that such information can only be accessed by persons who “need to know” such information. All Designated Persons who get access to Unpublished Price Sensitive Information shall ensure that all files including soft copies containing Unpublished Price Sensitive Information are kept secure.
- 5.5** Unpublished price sensitive information 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 or merger or acquisitions, where the Board is of informed opinion that the proposed transaction is in the best interest of the Company; or
 - not attracting the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information 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 to be adequate and fair to cover all relevant and material facts.
- 5.6** However, 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.
- 5.7** The Company shall adopt a “Chinese Wall” approach (i.e. barrier within an organisation to prevent exchanges or communication of UPSI that would lead to conflicts of interest) separating a group of employees who reasonably are expected to have in their possession Unpublished Price Sensitive Information. Such employees shall not communicate any Unpublished Price Sensitive Information to any other employee. In exceptional circumstances, any such employee may “cross the wall” and give confidential information on the basis of need to know basis by intimating the same to the person heading his Department prior to crossing the wall.
- 5.6** The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

- 5.7** The Compliance Officer shall ensure that the structured digital database is preserved for a period of not less than 8 years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

6 Prevention of misuse of “Unpublished Price Sensitive Information”

- 6.1.** Designated Persons may deal in Securities subject to compliance with the Regulations and this Code.

6.2. Trading window

- 6.2.1.** The Company through the Compliance Officer shall specify a trading period, to be called "Trading Window", for trading in Securities.

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.**6.2.2.** Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes -:

- a. Declaration of Financial results (quarterly, half-yearly and annual)
- b. Declaration of dividends (interim and final)
- c. Issue of Securities by way of public/ rights/bonus etc. or any change in capital structure.
- d. Amalgamation, demergers, mergers, takeovers, acquisitions, delistings, disposals, expansion of business, buy-back and other such transactions;
- e. Disposal of whole or substantially whole of the undertaking;

- 6.2.3.** 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 Information.

- 6.2.4.** Designated Persons and any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms of the Company and law firms, analysts and consultants etc., assisting or advising the company in Unpublished Price Sensitive Information shall conduct all their dealings in the Securities of the Company only when the trading window is open and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the periods when trading window is closed.

- 6.2.5** Trading restriction period has been made applicable from the last day of every calendar quarter till 48 hours after the declaration of financial results. The Designated Persons and their immediate relatives shall not trade in the Company's securities when the Trading Window is closed. The period during which the trading window is closed shall be termed as Prohibited Period.

The gap between clearance of accounts by audit committee and board meeting will be kept as narrow as possible and preferably on the same day to avoid leakage of material information.

- 6.2.6** The communication related to closure and opening of the Trading Window shall be sent to all the Insiders by means of electronic means and where such electronic means is not available, the same will be sent by means of hand delivery/ by post. Irrespective of whether such communication has been received or not, persons governed by this Code shall mandatorily verify with the Compliance Officer on the status of the Trading Window before undertaking any Trades in the Securities of the Company.

Ignorance of the closure of the Trading Window or non-receipt of communication of closure of Trading Window shall not justify any Trades undertaken by the Insiders during such closure of Trading Window.

- 6.2.8** The restrictions on trading window shall not be applicable in the following cases:
- a. the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of the Regulation 3 of the Insider Trading Regulations and both parties had made a conscious and informed trade decision.
 - b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of the Regulations 3 of the Insider Trading Regulations and both parties had made a conscious and informed trade decision.

Provided the transaction mentioned in sub-clauses (a) and (b) above, should not pertain to such unpublished price sensitive information which was obtained in a manner provided under Regulation 3(3) of the Insider Trading Regulations.
 - c. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - d. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - e. the trades were pursuant to a trading plan set up in accordance with Clause 6.3 below;
 - f. Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer under clause 8 and compliance with the respective regulations made by SEBI.

- g. Transactions undertaken in accordance to respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

6.3. Trading Plan

6.3.1. A Designated Person or any 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.

6.3.2. Trading Plan shall:

- (a) not entail commencement of trading on behalf of the Designated Person or Insider earlier than six months from the public disclosure of the plan;
- (b) 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 upto the second trading day after the disclosure of such financial results;
- (c) entail trading for a period of not less than twelve months;
- (d) not entail overlap of any period for which another trading plan is already in existence;
- (e) 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
- (f) not entail trading in Securities for market abuse.

6.3.3. The Compliance Officer shall review the trading plan made as above and shall approve it forthwith. 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 as per provisions of the Regulations. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Provided that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

6.3.4. The trading plan once approved shall be irrevocable and the Designated Person and/or 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 Designated Person and/or Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of

implementation. The commencement of the Plan shall be deferred until such Unpublished Price Sensitive information becomes Generally Available Information. Further, the Designated Person and/or 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 the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

6.3.5. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

6.4. Pre clearance of trades

6.4.1. All Designated Persons, who intend to deal in Securities when the trading window is opened and if the value of the proposed trades is in excess of INR 10,00,000 (Rupees Ten Lakhs only) during any calendar Quarter should pre-clear the transaction. However, no Designated Person shall be entitled to 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.

6.4.2. The pre-dealing procedure shall be as under:-

6.4.2.1 An application shall be made in the form prescribed in **Annexure A** to the Compliance Officer indicating the estimated number of Securities and value thereof that the Designated Person and its immediate relatives intends 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 required by any rule made by the Company in this behalf.

6.4.2.2 An undertaking shall be executed in the form prescribed in **Annexure B** in favour of the Company by such Designated Person (even for its immediate relatives) incorporating, inter alia, the following clauses, as may be applicable:

- a. That the employee/ director/ Promoter or Promoter group does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
- b. That in case the employee/ director/ Promoter or Promoter group has access to or receives "Unpublished 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.

6.4.2.3. The pre-clearance by the Compliance Officer, if any shall in the form prescribed in **Annexure C**.

6.4.2.4. All Designated Persons shall execute their order/s in respect of securities within seven trading days after the approval of pre-clearance is given. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the form prescribed in **Annexure D**.

6.4.2.5 If the order is not executed within seven trading days after the approval is given, the Designated Person must get the transaction pre-cleared again in accordance with the Code.

6.5 All Designated Persons who buy or sell any number of Securities shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction ("Restricted Period"). All Designated Persons shall also not take positions in derivative transactions in the Securities at any time. In case of any contra trade being 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. The Compliance Officer may waive off the holding period in case of sale of Securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed. The restrictions imposed by this Clause 6.5 shall not be applicable in any of the following instances:-

- (a) the Securities are purchased by exercise of stock options under the Employee Stock Option Scheme/s of the Company in force and thereafter sold within the open Trading Window Period; or
- (b) the Securities are sold and thereafter Securities are purchased by exercise of stock options under the Employee Stock Option Scheme/s of the Company in force within the Trading Window closure Period.

7. Reporting Requirements for transactions in Securities

7.1. Initial Disclosure

7.1.1. Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the promoter group 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 form set out in **(Form A)**.

7.2. Continual Disclosure

7.2.1. Every Promoter, member of the promoter group, designated persons and Director of the Company shall disclose to the Company the number of such Securities of the Company 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. Ten Lakhs

The disclosure shall be made within 2 trading days in the form specified in **(Form B)** in respect of:

- (a) the receipt of intimation of allotment of Securities, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

7.3. Disclosure by the Company to the Stock Exchange(s)

7.3.1. Within 2 trading days of the receipt of intimation under Clause 6.2, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

7.3.2. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the promoter and promoter group/ directors / officers / designated employees for a minimum period of five years.

7.4. Other Disclosure

7.4.1. All Designated persons of the Company shall be required to forward following details of their securities transactions including the statement of Immediate Relatives with PAN and demat account number details to the Compliance Officer in the form set out in **(Form D)**:

- a. all holdings in Securities of the Company by them at the time of joining the Company;
- b. annual statement of all holdings in Securities

7.4.2 Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- (a) immediate relatives
- (b) persons with whom such designated person(s) shares a material financial relationship
- (c) Phone, mobile and cell numbers which are used by them
- (d) the names of educational institutions from which designated persons have graduated and
- (e) the names, addresses and contact details of their past employers shall also be disclosed on a one time basis.

8. Penalty for contravention of code of conduct

8.1. Any employee/ director who trades in Securities or communicates any information for trading in Securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by the Company.

8.2. Employees/directors of the Company who violate the code of conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

- 8.3. Designated Persons shall bring to the attention of the Compliance Officer and the Board any violation of the Regulations or this Code whether committed by such Designated Person or any other person.
- 8.4. The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.
- 8.5. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
- 8.6. Any violation of the Insider Trading Regulations shall be intimated promptly by the Company to the Stock Exchanges where the securities of the Company are traded, in such form and such manner as may be specified by the Board from time to time.

9. Protection against retaliation and victimisation

- 9.1. Retaliation for reporting suspected violations is strictly prohibited under this Code. An Employee who raises a concern in good faith or reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or any discrimination.
- 9.2. In case of any form of retaliation or victimization, employee shall approach the Chairman of the Audit Committee.

FORM FOR SEEKING PRE-CLEARANCE

Date:

The Compliance Officer,
Aurum PropTech Limited,

Dear Sir,

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 as amended and the Company's Code, I seek your approval for purchase/sale/subscription/pledge/revoke of pledge of the Securities of Aurum PropTech Limited as per the details provided below.

The said Securities will be bought/sold in the name of _____ whose Depository Participant details and/or existing folio nos. are as under :-

1	Seller's /Buyer's Name	
2	Designation and Employee Code	
3	PAN number	
4	Number of securities held as on date	
5	Type of Securities	
6	Folio No. / DP ID / Client ID No.	
7	The proposal is for (tick wherever applicable)	<ul style="list-style-type: none"> ▪ Purchase of securities ▪ Sale of securities ▪ Pledge of securities ▪ Revoke of Pledge
8	Current market price (as on date of application)	
9	No. of Securities proposed to be acquired/subscribed/sold	
10	Amount at which the transaction is proposed	
11	Whether the proposed transaction will be through stock exchange or off-market deal	

I agree to comply with the Rules mentioned on the reverse of this Form and I hereby declare that I am seeking this clearance on the basis that I do not have any Unpublished Price Sensitive Information as defined under the Regulations;

Enclosed please find undertaking as per format prescribed by you.

Thanking you,

Yours faithfully,

(_____)

Encl: Undertaking

RULES

- 1) An Undertaking as per the enclosed format would have to be enclosed with the Application.
- 2) After obtaining the clearances, the Orders would have to be executed within seven trading days and if the Order is not executed within seven trading days after the approval is given, you would have to pre-clear the transaction once again.
- 3) Securities thus acquired should be held for a minimum period of six months in order to be considered as being held for investments purposes unless necessitated by personal emergency in which case the holding period could be waived by the Compliance Officer on justifiable reasons, which has to be recorded in writing. The holding period shall also apply to subscription in the primary market. In the case of issues, the holding period would commence when the Securities are actually allotted.
- 4) Any transaction with regard to trading in the Securities above threshold limit of Rs. 10,00,000 (Rs. Ten Lacs only) same should be communicated to the Company within 2 trading days of the conclusion of the transaction in Annexure D.

ANNEXURE - "B"

**UNDERTAKING TO BE GIVEN BY THE PROMOTER/ PROMOTER GROUP/ KEY
MANAGERIAL PERSONNEL/ DIRECTORS / DESIGNATED PERSONS OF THE COMPANY**

Date:

The Compliance Officer,
Aurum PropTech Limited,

Dear Sir,

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 as amended and the Company's Code, I _____, _____ of the Company residing at _____, am desirous of dealing in _____ (no. of shares) of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I hereby undertake the following that –

- a. I do not have any access and neither have I received any Unpublished Price Sensitive Information (as defined in the Code).
- b. In case I have access to and/or receive "Unpublished Price Sensitive Information" after the signing the 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 dealing in the Securities of the company till the time such information becomes public.
- c. I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
- d. If approval is granted, I shall execute the deal within seven trading days of the receipt of approval failing which I shall seek pre-clearance
- e. I declare that I have made a full and true disclosure in the matter.

Yours faithfully,

(_____)

FORMAT OF APPROVAL LETTER BY THE COMPANY

Date:

Dear Sirs,

I refer to your application dated _____ for seeking our permission to buy/sell of _____ Securities of the Company.

The Company hereby gives its consent to buy/sell not more than _____ on the assumption that all the information provided in your application and the undertaking are true and correct.

Your kind attention is drawn to the following provisions which you need to, inter-alia, strictly observe in terms of the above Regulations while dealing in the Securities.

1. The Transaction would have to be executed within seven trading days and if the same is not executed within seven trading days after the approval is given you would have to pre-clear the transaction once again.
2. Securities thus acquired should be held for six months. In the case of issues, the holding period would commence when the Securities are actually allotted.
3. Any transaction with regard to the Securities under this approval should be communicated to the Company within two working days of the conclusion of the transaction as per the enclosed Dealing Information Form as per Annexure "D".

It may please be noted that any violation in compliance with the aforesaid Regulation and Code would attract penal provisions by the Company, which would include Wage Freeze, Suspension or ineligibility to participate in future Employee Stock Options Scheme/s (ESOS). This would not preclude SEBI taking its own action.

In case the transaction is not undertaken, submission of 'Nil' report shall be necessary.

Thanking you,

Yours faithfully,

(_____)
Compliance Officer
Aurum PropTech Limited

Encl: Format for submission of details of transaction

DEALING INFORMATION FORM

Date:

The Compliance Officer,
Aurum PropTech Limited,

Dear Sir,

I hereby inform you about buying/selling of _____ Securities of Aurum PropTech Limited. I declare that the above dealing was not on the basis of any Unpublished Price Sensitive Information relating to the Company and that I have not bought/ sold/ subscribed any securities of the Company.

The particulars of the Securities sold/purchased are as under:-

Name of Holder	Type and No. of Securities	Date of transaction	Bought/ Sold/ Subscribed	DP ID/ Client ID/ Folio No.	Price (Rs.)	Total Holdings	
						Before transaction	After transaction

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

For each transaction, the particulars to be stated separately giving the contract price for each security.

Thanking you,

Yours faithfully,

(_____)

FORM A

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

Name of the Company: Aurum PropTech Limited

ISIN of the Company: _____

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 No., CIN/ DIN & Address with contact nos.	Category of Person (Promoters /Promoter Group/ KMP / Directors/ immediate relatives/ others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	Number	

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

Signature:

Designation: (on Becoming) Key Managerial Personnel (KMP) or Director or Promoter

Date:

Place:

FORM B

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

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Key Managerial Personnel (KMP) or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/ DIN, & address of Promoter/ Employee / Director with contact nos .	Category of Person (Promoters/ KMP / Directors / immediate relatives / others etc.)	Securities held prior to acquisition/di disposal Give Nos. and Type	Securities acquired/Disposed Give Nos. and Type	% of share holding PRE	% of share holding POST	Date of allotment advice/ acquisition of shares Specify Dist Nos. From ... To...	Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.)	Exchange on which the trade was executed

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

Details of trading in derivatives of the company by Promoter, Employee or 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.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

Signature:



Designation: Promoter, Key Managerial Personnel (KMP) or Director

Date:

Place:

Form C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) –

Details of trading in securities by Designated persons

Name, PAN No., CIN/ DIN, & address of Promoter/ Employee / Director with contact nos .	Category of Connection (Promoters/ KMP / Director / immediate relatives / others etc.)	Securities held prior to acquisition/ disposal	Securities acquired/Disposed	% of shares held	% of shares held	Date of allotment advice/ acquisition of shares/ sale of shares	Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Exchange on which the trade was executed
		Give Nos. and Type	Give Nos. and Type	PR E	PO ST	Specify Dist Nos. From ... To...			

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

Details of trading in derivatives by Designated persons

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name:

Designation:

Signature:

Date:

Place:

“CODE OF FAIR DISCLOSURE”

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Under Regulation 8(1) of the Amendment Regulations 2018, the Company shall adhere to the below Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

The principles for fair disclosure, in terms of the Code adopted by the Company are as follows:

1. Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
3. Designation of a senior officer/ IR agency as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all Unpublished Price Sensitive Information on a “need-to-know” basis.