



SIMPLEX REALTY LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN THE SECURITIES OF THE COMPANY, 2015

EFFECTIVE FROM 15TH MAY, 2015

Code of conduct for Prevention of Insider Trading

This Code of Conduct may be known as "Simplex Realty Limited Code of Conduct for Prohibition of Insider Trading, 2015" (herein after referred to as the "Code of Conduct").

This code of internal procedures and conduct for regulating, monitoring and reporting of trading by Insiders has been made pursuant to Regulations 8 & 9 of the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time and may be modified by the Board of Directors of the Company from time to time.

This Code has been designed to enhance the standards of governance and to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 made effective from 15th May, 2015.

The object of this code is to formulate -

- a. A code of conduct for fair disclosure ;and
- b. An internal code of conduct to regulate, monitor and report trading by the Company's employees and other connected persons in terms of the Regulations 8 & 9 of the SEBI (Prohibition of Insider Trading) Regulation, 2015.

I. DEFINITIONS

1. **"Act"** means the Securities & Exchange Board of India Act, 1992 as may be amended from time to time.
2. **"Board"** means Board of Directors of the Company, Simplex Realty Limited
3. **"Code"** or **"Code of Conduct"** means this Code of Internal Procedures and Conduct for regulating, monitoring and reporting of trading by Insiders of the Company, 2015, including modifications made thereto from time-to-time.
4. **"Company"** means Simplex Realty Limited
5. **"Compliance Officer"** shall mean Company Secretary of the Company and in case the Company does not have Company Secretary, such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance

under these regulations designated so 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

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 recognised 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 a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

7. **"Designated Person"** means –
 - (i) All Directors whether executive, non-executive or independent;
 - (ii) Employees in the category of Key Managerial Personnel;
 - (iii) All employees of Staff/Officer/Manager cadre and above in Finance, Accounts and Secretarial Department;
 - (iv) All employees of General Manager cadre and above in all other Departments of the Company;
 - (v) Such other employees as may be determined by the Company from time-to-time.
8. **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy sell or deal in the securities of the Company.
9. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;
10. **"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;
11. **"Key Managerial Personnel"** means person as defined in Section 2(51) of the Companies Act, 2013.
12. **"Insider"** means any person who is:
 - i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
13. **"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;
14. **"Regulations"** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.
15. **"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;
16. **"Specified"** means specified by the Board in writing;
17. **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,

2011 and any amendments thereto;

18. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
19. **"Trading day"** means a day on which the recognized stock exchanges are open for trading;
20. **"Trading Window"** means the period during which, trading in the Company's shares by insiders shall be permissible.
21. **"Unpublished Price Sensitive Information (UPSI)"** 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, delistings, 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.

II. INTERPRETATION

- 1) 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.
- 2) This Code can be modified/amended/alterd only by Board of Directors of the Company.
- 3) 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/alterd provisions of the Regulation shall be deemed to be implemented in the Code immediately with effect from the date of the statutory notification for modification or amendment or alteration etc.

III. APPLICABILITY

This Code shall be applicable to all the Directors / Officers / Designated employees and concerned Advisers, Consultant and Retainers of the Company.

IV. CODE

1.0 COMPLIANCE OFFICER

- 1.1 The Compliance Officer 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 specified in these regulations under the overall supervision of the Board of Directors of the Company;
- 1.2 The Compliance Officer shall maintain the records of all the declarations in the appropriate form given by the Promoters/ Directors/ Designated Persons /Officers/other employees/ Insiders of the Company for a minimum period of five years and any changes made therein.
- 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.
- 1.4 The Compliance Officer shall report on insider trading to the Board and to the Chairman of the Audit Committee on annual basis.

2.0 PRESERVATION OF CONFIDENTIALITY OF UPSI / CONFIDENTIAL INFORMATION

- 2.1 Designated Persons/ Insiders and their immediate relatives shall not communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to a Company or securities listed or proposed to be listed, to any person including other Designated Persons/ Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- 2.2 Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., No UPSI shall be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 2.3 No person shall procure from or cause the communication by any Designated Persons/ Insider of UPSI, relating to a Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 2.4 Notwithstanding anything contained in this regulation, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
- 2.4.1 entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company;
 - 2.4.2 not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute UPSI is disseminated to be made generally available at least 2 (two) trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.
- 2.5 All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 2.6 The Company has put in place policies and procedures (hereinafter referred as Chinese Walls) to manage UPSI and prevent the inadvertent spread and misuse of UPSI. The Chinese Walls are designed to curb on passing of UPSI. Employees, who are in possession of UPSI, have a

responsibility to ensure that UPSI should not be shared or disclosed to any persons except their legal obligations. All non-public information directly / indirectly received by any employee should immediately be reported to the head of the department. Management shall ensure that appropriate policies, procedures and physical arrangements are implemented for the relevant businesses and that these are complied with by all affected employees. Local policies should address not only the maintenance of Chinese Walls and how these implemented and controlled but also procedures for crossing the wall. The establishment of Chinese Walls is not intended to suggest that within Insider areas material, confidential information can circulate freely. Within Insider areas, the 'need-to-know' policy is fully in effect.

2.7 Confidential Information / UPSI shall be kept with adequate security.

3.0 TRADING PLAN

3.1 A Designated Person or any Insider shall be entitled, at his option, 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 with such plan.

Such 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 thirtieth 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

- 3.2 The Compliance Officer shall review such trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 3.3 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 any UPSI in possession of the Designated Person and/or 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 UPSI becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4.
- 3.4 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

4.0 PREVENTION OF MISUSE OF "PRICE SENSITIVE INFORMATION"

- 4.1 All Directors/Officers and Designated Employees of the Company shall be subject to trading restrictions as enumerated below.

4.2 *Trading Window*

- 4.2.1 The Trading Window shall be closed ordinarily but not restricted to, when information relating UPSI is made generally available by the Company. The Trading Window shall be opened 48 (Forty-eight) hours after the UPSI is made generally available by the Company.

4.2.2 The Trading Window shall be, *inter-alia* closed at the time of:

	Details of Unpublished Information	Period of Closure of Window	
		Commencing From	Ending On
a	Declaration of Financial Results (Quarterly/Half Yearly/ Annual)	1 st day of the month immediately following the end of quarter/ Half Year/ Annual)	48 hours after the information has been Generally Available by the Company
b	Declaration of Dividends (interim and final)	7 days before the Board Meeting	48 hours after the information has been Generally Available by the Company
c	Change in capital structure	Date of Issue of Notice/ Agenda of the Board Meeting or intimation Stock Exchange whichever is earlier	48 hours after the information has been Generally Available by the Company
d	Mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions	Date of Issue of Notice/ Agenda of the Board Meeting or intimation Stock Exchange whichever is earlier	48 hours after the information has been Generally Available by the Company
f	Changes in Key Managerial Personnel	Date of Issue of Notice/ Agenda of the Board Meeting or intimation Stock Exchange whichever is earlier	48 hours after the information has been Generally Available by the Company
g	Material events in accordance with the listing agreement	Date of Issue of Notice/ Agenda of the Board Meeting or intimation Stock Exchange whichever is earlier	48 hours after the information has been Generally Available by the Company

4.2.3 During closure of Trading Window, Designated Persons shall not trade in the securities of the Company.

4.2.4 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.

4.2.5 All Directors/Officers/Designated Persons of the Company 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 the Trading Window is closed or during any other period as may be specified by the Company from time to time.

5.0 MINIMUM HOLDING PERIOD

- 5.1 The Designated Persons/ any Insider who buy or sell securities of the Company shall not enter into an opposite transaction during the next 6 (six) months following the prior transaction ("Opposite Transaction"). However, the restriction on Opposite Transaction shall not apply to:
- 5.1.1 the exercise of options granted under ESOP Scheme announced by the Company from time to time;
 - 5.1.2 the sale of shares acquired under ESOP Scheme, provided that the Designated Person/ any Insider is not in possession of UPSI at the time of such sale. However, once the shares acquired under the ESOP Scheme are sold by the person, any subsequent purchase (other than exercise of ESOPs) will be subject to the aforesaid restriction of Opposite Transaction.
- 5.2 The Designated Persons/ any Insider shall hold their investments in securities of the Company subscribed to by them in the primary market (initial public offers) for a minimum period of 30 days in order to be considered as being held for investment purposes.
- 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 this regard and subject to the concerned person having obtained the approval by making an application in **Annexure "D"**, provided such waiver does not violate Regulations. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.

6.0 PRE-CLEARANCE OF TRADES

- 6.1 When the Trading Window is open, any Designated Person shall trade in securities of the Company subject to pre-clearance by the Compliance Officer if the value of the proposed trade, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10 lacs. However, no Designated Person shall be entitled for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed.
- 6.2 All Designated Person who proposes to execute trade in securities of the Company shall submit an application duly filled and signed to the Compliance Officer. The format of application is annexed as **Annexure "A"**.
- 6.3 Prior to approving any trades, the Compliance Officer shall seek declarations/ undertaking to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate. The format of declarations/ undertaking is annexed as **Annexure "B"**.
- 6.4 The Compliance Officer shall confidentially maintain a list of such securities as a "Restricted List" which shall be used as the basis for approving or rejecting applications for preclearance of trades.
- 6.5 The Compliance Officer shall approve / reject pre-clearance application within 7 (seven) trading days in **Annexure "C"**.
- 6.6 Designated Person shall execute pre-cleared trade within 7 (seven) trading days from approval and shall report his trade details to Compliance Officer in **Annexure "E"** within 2 (two) trading days from the trade. In case non-trading, Designated Person shall report his decision of non-trading along with reasons to Compliance Officer in **Annexure "E"**.
- 6.7 In case of failure in executing trade within 7 (seven) trading days, Designated Person shall be required to take fresh pre-clearance for the trades to be executed in **Annexure "A"**.

6.8 All Designated Person who is permitted to trade shall not execute a contra trade within next six months from previous transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing without violating the Regulations. If contra trade is 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 for credit to the Investor Protection and Education Fund.

7.0 CODE OF FAIR DISCLOSURE

7.1 UPSI which will impact on price of Security shall be promptly disclosed to general public.

7.2 UPSI shall be not be disseminated selectively but it should be disseminated uniformly and universally.

7.3 Compliance Officer shall be a chief investor relations officer to deal with dissemination of information and disclosure of UPSI.

7.4 The Company shall give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

7.5 The following practice shall be complied while meeting with analysts, institutional investors and other investor relations conferences:

7.5.1 No UPSI shall be shared with them and only information available in public domain shall be shared.

7.5.2 Any of the designated company official shall remain present during meeting with them.

7.5.3 Transcripts or records of proceedings of meeting with them shall be placed on website of the Company within 30 days from meeting.

7.6 All UPSI shall be handled on a need-to-know basis.

8.0 DISCLOSURE BY CERTAIN PERSONS

8.1 Initial Disclosure

8.1.1 Every Promoter, Key Managerial Personnel, Director, Designated Person of the Company shall disclose his holding of securities as on 15th May, 2015 to the Company within 30 days from 15th May, 2015 in **Annexure "F"**.

8.1.2 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 as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) trading days of such appointment or becoming a Promoter in **Annexure "G"**.

8.2 Continual Disclosure

8.2.1 Every Promoter, Director and Designated Person of the Company shall disclose to the Company the number of such Securities acquired or disposed of within 2 (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 lacs in **Annexure "H"**.

8.2.2 The Company shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within 2 (two) working days of receipt of the disclosure or from becoming aware of such information.

8.3 Annual Disclosure

Every Promoter, Director and Designated Person of the Company shall disclose their holding of Securities on annual basis within 60 (sixty) days from conclusion of every financial year of the Company in **Annexure "I"**.

9.0 PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

- 9.1 Any Designated Person who contravenes the Code of Conduct shall be penalised and shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension etc.
- 9.2 The Company shall promptly inform Securities and Exchange Board of India regarding any violation of the Code of Conduct.
- 9.3 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.

V. GENERAL

Employees are advised to pursue the Code and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, carefully and acquaint themselves with all the provisions contained therein. The Compliance Officer will be available for clarification / assistance that may be necessary.

APPLICATION FOR SEEKING PRE-CLEARANCE

Date:

The Compliance Officer
Simplex Realty Limited
30, Keshavrao Khadye Marg,
Sant Gade Maharaj Chowk,
Mumbai - 400 011

Dear Sir / Madam,

Sub: Application for seeking Pre-Clearance in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code, I seek your approval for purchase/ sale/subscription of the securities of the Company as per the details provided below.

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

Seller's/ Buyer's Name	Type of securities	Name of company	DP & Client ID / Folio No.	No. of securities	Amount

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.

Please find enclosed herewith an Undertaking as per format prescribed by you.

Thanking you

Yours faithfully,

(_____)

Name: _____, Employee No.:

Designation:

Department:

Place:

Annexure "B"

UNDERTAKING ACCOMPANYING ANNEXURE "A"

Date:

The Compliance Officer
Simplex Realty Limited
30, Keshavrao Khadye Marg,
Sant Gade Maharaj Chowk,
Mumbai - 400 011

Dear Sir / Madam,

Sub: Undertaking accompanying with Annexure "A"

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ securities of the Company as mentioned in my pre -clearance application dated _____. I hereby undertake the following that:

- (a) The securities in respect of which the approval is sought, will be held/have been held by the above named for a minimum period of six months (except for sale of shares acquired pursuant to ESOP Scheme).
- (b) I am not and do not expect to be in possession of any Unpublished Price Sensitive Information relating to the Securities at the time of the Trading.
- (c) In case, I receive any Unpublished Price Sensitive Information after signing this Undertaking but before the execution of the deal, I shall inform the Compliance Officer of the change in the position and refrain from dealing in the securities till such information is made public.
- (d) I have not contravened the Code or the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (e) I have made a full and true disclosure in the matter.
- (f) If approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval or such shorter period permitted in the approval, failing which I shall again seek pre-clearance.

Yours faithfully,

(_____)

Name: _____, Employee No.: _____
Designation: _____
Department: _____
Place: _____

APPROVAL / REJECTION OF PRE- CLEARANCE

Date:

Name: _____

Designation: _____

Dear Sir / Madam,

Sub: Approval/ Rejection of Pre- Clearance

With reference to your Application cum Undertaking for Pre-clearance dated _____, we would like to inform you that your application to purchase / sell _____ equity shares of the Company is hereby approved / rejected, subject to the following provisions which you need to observe in terms of the Code or the SEBI (Prohibition of Insider Trading) Regulations, 2015 while dealing in the securities:

- i) the transactions would have to be executed within 7 (seven) trading days and if the same is not executed within 7 (seven) trading days after the approval is given you would have to Pre- Clear the transactions once again;
- ii) you are not and do not expect to be in possession of any Unpublished Price Sensitive Information relating to the securities at the time of the Trading;
- iii) you have not contravened the Code or the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- iv) any transactions with regard to the securities under this approval should be communicated to the Company within 2 (two) trading days of the conclusion of the transactions as pre enclosed Reporting of Trade/ Transaction Form as pre **Annexure "D"** ; and
- v) you have made full and true disclosure in the matter.

Note 1: According to the Regulations, "All directors officers/designated persons who buy or sell any number of shares of the Company cannot enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction."

Exception:

An employee can exercise his ESOPs even if he has transacted in shares of the Company during the previous six months. However, once the shares acquired under the ESOP Scheme are sold in the market, the restriction on buying would become applicable for next six months.

Thus, after the current sell transaction, you may continue to sell shares in the market, but will not be allowed to buy for the next six months from the date of your latest sale & vice Versa.

Note 2: In case you have received any "Unpublished Price Sensitive Information" after submission of your application for sale of shares, please inform the Compliance Officer of the change in the position and refrain from trading in the Securities till such information is made public.

Thanking you,

Yours faithfully,

For Simplex Realty Limited,

Compliance Officer

WAIVER OF MINIMUM HOLDING PERIOD

Date:

The Compliance Officer
Simplex Realty Limited
30, Keshavrao Khadye Marg,
Sant Gade Maharaj Chowk,
Mumbai - 400 011

Dear Sir / Madam,

Sub: Waiver of Minimum Holding Period

I request you to grant me waiver of the minimum holding period of 6 (six) months as required under the Code of Conduct with respect to _____ equity shares of the Company held by me/ my Dependant / Persons deemed to be connected _____ (Name) singly/ jointly acquired by me/ my Dependant / Persons deemed to be connected on _____(Date).

I desire to deal in the securities of the Company on account of following (give reasons and supporting documents).

I declare that:

- i) above details are true, correct and complete in all respect; and
- ii) I am not and do not expect to be in possession of any unpublished price sensitive information relating to the securities of the Company at the time of the Trading.
- iii) The trade if made shall not be in contravention of the Code or the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Thanking you,

Yours faithfully,

(_____)

Name: _____, Employee No.:
Designation:
Department:
Place:

REPORTING OF TRADE / TRANSACTION

Date:

The Compliance Officer
 Simplex Realty Limited
 30, Keshavrao Khadye Marg,
 Sant Gade Maharaj Chowk,
 Mumbai - 400 011

Dear Sir / Madam,

Sub: Reporting of Trade/ Transaction

I hereby give intimation pursuant to the Code of Conduct the Company and according to approval of pre-clearance dated _____, I have executed a trade / transaction on _____(date). The detail of said trade / transaction is as under:

Type of securities	No. of Securities purchased /Sold	Name of Company	Name in which Bought/Sold	Average Gross Price per Securities Contracted	DP & Client ID / Folio No.

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct and the Regulations have been violated while executing aforesaid trade / transaction.

I also declare that I have complied with the requirements of minimum period of 6 (six) months for entering into an opposite transactions in respect of said securities.

Or

According to approval of pre-clearance dated _____, I have not executed a trade / transaction due to _____(reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in securities of the Company.

Yours faithfully,

(_____)

Name: _____, Employee No.:

Designation:

Department:

Place:

FORM A

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

Name of the Company: _____

ISIN of the Company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		

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

Signature:

Designation:

Date:

Place:

FORM B

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: _____

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/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9

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

Signature:

Designation:

Date:

Place:

FORM C

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, Employee or Director 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/ KMP / Directors /immediate relatives/ others etc)	Securities held to		Securities acquired/ disposed		% of Shareholding		Date of allotment advice/ acquisition of shares / sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Pre-transaction	Pre-transaction	From	To			Buy		Sell		
												Value	Number of units (contract*lot size)	Value	Number of units (contract*lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (3) – Transactions by Other connected persons as Identified by the Company

Name, PAN No., CIN/ DIN & address with contact nos	Category of Person (Promoters/ KMP / Directors /immediate relatives/ others etc)	Securities held to		Securities acquired/ disposed		% of Shareholding		Date of allotment advice/ acquisition of shares / sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants ,Convertible Debentures etc.)	No.	Pre- transac- tion	Pre- transac- tion	From	To			Buy		Sell		
												Val ue	Number of units (contract *lot size)	Val ue	Number of units (contract *lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place: