ansal HOUSING
ENRICHING LIVING STYLES

SINCE 1983 35 YEARS OF TRUST

Ref. No.: SECY/S-16/2019

30th March, 2019

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Ph.No.: 022-22723121	National Stock Exchange of India Limited (NSE) "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 Ph.No.: 022-26598237
COMPANY NO. 507828	**SYMBOL : ANSALHSG** **SERIES : EQ**

Sub: ***Disclosure in compliance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018***

With reference to the captioned subject, please find enclosed herewith the below mentioned amended code/policies adopted by the Company in its board meeting held on 13th February, 2019:

1. Code of Conduct for Prevention of Insider Trading,
2. Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (UPSI) framed under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]
3. Policy and Procedures for Enquiry in case of Leak of Unpublished Price Sensitive Information (UPSI) framed under Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Kindly take the above said information on record as per the requirement of SEBI (PIT) Regulations, 2015 and oblige.

This is for your information and records.

Thanking you.

Yours faithfully,
For Ansal Housing Limited
(Previously known as Ansal Housing
& Construction Limited)

ANSAL HOUSING LIMITED NEW DELHI

Som Nath Grover
Addl. V.P. & Company Secretary
M.No. F4055

Encl: As above

ANSAL HOUSING LIMITED
(PREVIOUSLY KNOWN AS ANSAL HOUSING AND CONSTRUCTION LIMITED)

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. INTRODUCTION

The Securities and Exchange Board of India (SEBI), for protection of investors and to regulate the securities market, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the "PIT Regulations") under the powers conferred on it under the SEBI Act, 1992 and amended the same by SEBI from time to time. The PIT Regulations came into force w.e.f. May 15, 2015 and are applicable to all companies whose securities are listed on an Indian Stock Exchange.

The PIT Regulations replaced the erstwhile, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The PIT Regulations require every listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other "connected persons" (as defined under the PIT Regulations) towards achieving compliance with these Regulations and enforce a code of internal conduct and procedures based on the model code provided therein.

In compliance with the PIT Regulations, Ansal Housing Limited (the "Company") had introduced a Code of Conduct for Regulating & Reporting Trading By Insiders (this "Code"). This Code was first adopted by the Board of Directors of the Company in its meeting held on 27th May, 2015.

Further, SEBI through the SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018 ("Amendment Regulations") notified on 31st December, 2018 and subsequent amendment on 21st January, 2019 (upto date amended regulations hereinafter referred to as the "Regulations") requires all listed companies to amend/modify this code which provides the mechanism for prevention of Insider trading. The Code will on one side impose additional responsibilities on the entities whereas on the other side, it will help to reduce the scope of any abuse of the said Regulations. This revised Code has been approved by the Board of Directors of the Company in its meeting held on 13th February, 2019 and shall become effective from 01st April, 2019.

2. OBJECTIVE

This Code has been prepared by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the Regulations. In order to fully

understand the scope of restrictions on insider trading, it is useful to understand the following terms/definitions.

3. DEFINITIONS

3.1 "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992), as amended.

3.2 "Board of Directors" means the Board of Directors of Ansal Housing Limited.

3.3 "Body Corporate" means a body corporate as defined under section 2 of the Companies Act, 2013.

3.4 "Companies Act" means the Companies Act, 2013, as amended.

3.5 "Company" means Ansal Housing Limited (hereinafter called AHL).

3.6 "Compliance Officer" means any senior officer, designated so and reporting to the Board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations 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. For this purpose "financially literate" 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."

3.7 "Connected person" means –

3.7.1 any person who is or has during the six months prior to the concerned act been associated with the 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.

3.7.2 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 3.7.1; 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 or 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 SEBI; 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.

3.8 "Dealing in Securities" means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any persons either as principal or agent.

3.9 "Designated Persons" means:

(i.) Members of the Board of Directors of AHL;

(ii.) Chief Executive Officer, Chief Financial Officer and Company Secretary;

(iii.) All employees of the Accounts, Finance and Secretarial Department of AHL

(iv.) CFOs, CEOs and CSs of the Holding Company, Subsidiary Company, Associate Company* and Joint Venture of AHL;

(v.) All Departmental Heads of the Company;

(vi.) Secretaries / Executive Assistants reporting to the Chairman and / or the Managing Director / any Executive Director / CFO;

(vii.) Auditors of the Company;

(viii.) All Promoters of the Company;

(ix.) All Employees in other Departments/Divisions of the Company from the level of General Manager and above;

(x.) Employees of other Departments/Divisions on a case-to-case basis, who could reasonably be expected to have access to unpublished price sensitive information(s) relating to the Company, to be decided by the Compliance Officer;

(xi.) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;

(xii.) Any support staff of the Company, such as IT Department staff or Legal Department staff who have access to unpublished price sensitive information; and

(xiii.) Such other persons as may be identified by the Compliance Officer as per the directions of the Board.

*Associate Company means a company in which AHL has a significant influence, but which is not a subsidiary company of AHL having such influence and includes a joint venture company;

3.10 "Generally available information" means information that is accessible to the public on a non- discriminatory basis. For this purpose the information published on the website of a stock exchanges, would ordinarily be considered generally available.

3.11 "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.

3.12 "Insider" means any person who, is
(i.)A connected person; or
(ii.)In possession of or having access to unpublished price sensitive information.

3.13 "Legitimate purpose" 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 prohibition of these regulations.

3.14 "Need to Know" basis means that 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 any conflict of interest or appearance of misuse of information.

3.15 "Promoter" and "Promoter Group" shall have same meaning assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment thereof.

3.16 "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.

3.17 "Stock Exchanges" means a stock exchange which is recognised by the Central Government or SEBI under Section 4 of Securities Contracts (Regulation) Act, 1956 (42 of 1956).

3.18 'Takeover regulations' means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

3.19 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly. Gifts, off market transactions, creation of pledge are also construed as a trade.

3.20 "Trading day" means a day on which the recognized stock exchanges are open for trading.

3.21 "Trading Window" means a trading period for trading in Company's Securities by Directors, Officers and Designated Persons or as specified by the Company from time to time.

3.22 "Unpublished price sensitive information" (UPSI) means any information, relating to the 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;

(vi.) Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vii.) Such other information, as the Managing Director/Whole-time Director/Compliance Officer/CFO may prescribe from time to time.

4. COMPLIANCE OFFICER

(i.) AHL has appointed the Company Secretary, as the Compliance Officer for the purposes of the Regulations, who shall work subject to guidance of the Board of Directors.

(ii.) The Compliance Officer shall be responsible for setting policies, procedures, monitoring adherence to the rules for the preservation of unpublished price sensitive information, pre-clearing and monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of Directors.

(iii.) The Compliance Officer shall maintain a record of the designated persons and any changes made in the list of designated persons.

(iv.) The Compliance Officer shall report to the Audit Committee/ Board of Directors the changes in Designated Persons, the details of trading plans received, pre-clearance given and / or any violation of the Regulations reported.

(v.) 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.

(vi.) The Compliance officer shall report to the Audit Committee/Board of Directors any amendment to SEBI (PIT) Regulations, 2015 and accordingly this code will be amended by Audit Committee/Board of Directors depending upon the effect of proposed amendment.

5. COMMUNICATION OR PROCUREMENT OF UPSI

(i.) No insider shall communicate, provide, or allow access to any UPSI relating to the Company or securities listed or proposed to be listed by the Company, to any

person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(ii.) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed by the Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(iii.) Notwithstanding anything contained herein, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

(a) 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;

(b) 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 interest of the Company and the information that constitutes UPSI 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 of the Company may determine.

(iv.) For purposes of point (iii) above, the Company shall require the parties to execute agreements/memorandum of understanding to ensure confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of the above point (iii), and shall not otherwise trade in securities of the Company when in possession of UPSI.

6. TRADING IN SECURITIES

(i.) Restriction on trading in Securities

No Insider shall trade in the Securities of the Company at any time when he/she is in possession of any unpublished price sensitive information. Such insider shall also maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of the Securities of the Company.

(ii.) Joint holding

The provisions of this Code shall also be applicable for trading either as a first named shareholder or as a joint holder.

7. CHINESE WALL

To prevent the misuse of confidential information, Company has laid down Chinese Walls procedures which separate those areas of company that routinely have access to confidential information, considered "inside areas" from those which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".

(i.) The employees in the inside area shall not communicate any unpublished price sensitive information to anyone in public area.

(ii.) The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.

(iii.) All the unpublished price sensitive information is to be handled within the organization on a need-to-know basis. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

8. TRADING PLAN

(i.) 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/her behalf in accordance with such plan in "**Annexure A**".

(ii.) Such trading plan shall:–

a) not entail commencement of trading on behalf of the 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 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.

(iii.) Compliance officer shall review the trading plan, approve and monitor the implementation of the plan.

(iv.) 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 at the time of formulation of the plan, an 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.

(v.) After approval the trading plan Compliance Officer shall inform the BSE/NSE about the approved trading plan and the same will be broadcast on Company's website.

9. PRE-CLEARANCE OF TRADES

(i.) All Designated Persons who intend to trade in the securities of the Company (either in their own name or in any immediate relative's name) i.e. buy or sell securities and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value upto Rupees 10,00,000/- in value or 25,000 number of shares, whichever is lower, should pre- clear the transactions by making an application in the format set out in "**Annexure B"** to the Compliance Officer indicating the estimated number of units of securities that the designated person or immediate relative(s) intends to trade, the details as to the depository with which(s) he has a security account, the details as to the securities in such depository mode and such other details as specified in the form and also declare that the applicant is not in possession of unpublished price sensitive information.

Provided that the pre-clearance is not applicable for trades pursuant to exercise of stock options.

(ii.) An undertaking in "**Annexure C"** executed in favour of the Company, forming part of the Application Form as mentioned hereinabove, shall incorporate, inter alia, the following clauses:

- That the Designated Person(s) and/or their immediate relative(s) does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.

- That in case the Designated Person(s) and/or their immediate relative(s) 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 fact and that he / she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

- That he / she has not contravened the Code of Conduct for prevention of Insider Trading as notified by the Company/SEBI from time to time.

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

(iii.) No designated person shall 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.

(iv.) The Compliance Officer shall also determine whether any such declaration is reasonably capable of being rendered inaccurate.

(v.) All Designated Persons of the Company and their immediate relatives shall execute their order in respect of securities of the Company within 7 (seven) days after the approval of pre-clearance in "**Annexure D"** is given. If the order is not executed within 7 (seven) days after the approval is given, the Designated Person must obtain the pre-clearance for the transaction again.

(vi.) Pre-clearance would not be required for trade executed as per approved trading plan.

10. NO TRADING PERIOD

(i.) The Company shall specify a trading period, to be called "Trading Window", for trading in the Company's Securities. When the Trading Window is closed, all Designated Persons (including their immediate relatives) and all promoters including member of promoter group shall not trade in the Company's securities in such period.

(ii.) The Trading Window shall be closed during the time the price sensitive information is un-published. The trading window shall be, inter-alia closed at the time of:

a) Declaration of Financial results;

b) Declaration of dividends (interim and final);

c) Change in capital structure;

d) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business;

e) Changes in key managerial personnel;

f) Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

g) Such other time, as the Managing Director/Whole-time Director/Compliance Officer/CFO may prescribe from time to time.

(iii.) The Compliance Officer shall also close the trading window when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

(iv.) The trading window shall be opened 48 (Forty Eighty) hours after the unpublished price sensitive information becomes generally available.

(v.) 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.

(vi.) All Designated Persons of the Company and their immediate relative(s) shall conduct all their dealings in the securities of the Company only in a valid Trading Window 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 as referred to above or during any other period as may be specified by the Managing

Director / Whole-time Director/Compliance Officer / Chief Financial Officer from time to time.

(vii.) The Compliance Officer shall intimate the closure of Trading Window to all the Designated Person(s) of the Company when he / she determines that a designated person or class of Designated Person(s) can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

(viii.) The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than 48 (Forty Eight) hours after the information becomes generally available.

(ix.) However, subject to the SEBI Act, Rules and Regulations, in case of ESOPs, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the trading window is closed.

(x.) Creation of pledge is allowed when trading window is closed. However, the pledgor or pledgee may demonstrate that the creation of pledge was bona fide and prove their innocence under proviso to sub-regulation (1) of regulation 4 of the Regulations.

11. CONTRA TRADE

(i.) In all cases, designated person who is permitted to trade, shall not execute a contra-trade i.e. he/ she shall not enter into an opposite transaction within 6 months following a prior transaction ("Contra trade'). However, the restriction on contra trade shall not apply to:

(a) Exercise of the options under the Company's ESOPs;
(b) Sale of shares acquired under the Company's ESOPs, provided that designated person is not in possession of UPSI at the time of sale.

(ii.) The Compliance Officer of the Company shall disclose the information regarding the closure and open of Trading Window to the all concerned from time to time.

(iii.) The compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

(iv.) 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

12. INITIAL DISCLOSURE

(i.) All the Promoters or member of the promoter group, Key Managerial Personnel and Directors are required to send the details of their holdings in securities of the Company presently held by them including the statement of holdings of immediate relative(s) in the prescribed "**Annexure E"** (as prescribed or amended by SEBI, from time to time) within 30 (thirty) days of this Code becoming effective for the first time.

(ii.) 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 within 7 (seven) days of such appointment or becoming a Promoter / Key Managerial Personnel / Director inform the Company in "**Annexure F"** (as prescribed or amended by SEBI, from time to time).

13. CONTINUAL DISCLOSURE

(i.) Every Promoter or member of the promoter group, Designated person and Director of the Company shall disclose to the Company in the format set out in "**Annexure G"** (as prescribed or amended by SEBI, from time to time), 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.10,00,000/- (Rupees Ten Lakh Only) or such other value as may be specified.

(ii.) The disclosure shall be made within 2 (two) working days of:
(a) the receipt of intimation of allotment of shares, or
(b) the acquisition or sale of shares or voting rights, as the case may be.

14. DISCLOSURE BY OTHER CONNECTED PERSONS

The Compliance Officer at his discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company as and when he deems fit in order to monitor compliance with these Regulations in the format set out in "**Annexure H"** (as prescribed or amended by SEBI, from time to time).

15. DISSEMINATION OF PRICE SENSITIVE INFORMATION

(i.) No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

(ii.) Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.

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

- Only public information to be provided.

- At least 2 (two) Company representatives be present at meetings with analysts, media persons and institutional investors.

- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

- Simultaneous release of information after every such meet.

16. REPORTING TO THE BOARD AND MAINTENANCE OF DISCLOSURES

(i.) The Compliance Officer shall place before the Chairman of the Company on a quarterly basis, details of trading in the Company's Securities by the Designated Persons and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged under this Code.

(ii.) The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of 5 (Five) years.

(iii.) The Secretarial Section shall acknowledge receipt of the declaration forms received.

17. AMENDMENT OF THIS CODE

The Board of Directors (including the Committee of the Board of Directors) of the Company is authorized to change / amend this Code from time to time at its sole discretion and/or in pursuance of any amendments made in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

18. PENALTY FOR NON-COMPLIANCE

Any insider who trades in securities in contravention of the provisions of this Code or the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 shall be guilty of insider trading and shall be inter-alia liable for punishment and penalty as mentioned in this Code and the Securities & Exchange Board of India Act, 1992, as mentioned below.

I. PENALTY FOR NON-COMPLIANCE WITH THE CODE OF CONDUCT

(i.) Every person, to whom the Code is applicable, shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/ her immediate relatives).

(ii.) Any person who violates the Code, shall also be subject to disciplinary action by the Company, which may include monetary penalty, wage freeze, suspension, termination of employment, non-participation in future employee stock option or any other appropriate action as may be imposed by the Audit Committee / Board.

(iii.) 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.

II. PENALTY FOR NON-COMPLIANCE WITH SECURITIES & EXCHANGE BOARD OF INDIA ACT, 1992

The penalties and punishments for committing insider trading have been defined under Chapter IV-A of the SEBI Act. The penalties have been discussed below according to the SEBI (Amendment) Act, 2002.

Section 15 A

If any person, who is required under this Act or any rules or regulations made thereunder-

(i.) to furnish any document, return or report to the Board, fails to furnish the same, he shall be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less;

(ii.) to file any return or furnish any information, books or other documents within the time specified therefore in the regulations, fails to file return or furnish the same within the time specified therefore in the regulations, he shall be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less;

(iii.) to maintain books of accounts or records, fails to maintain the same, he shall be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less.

Section 15 G

If any insider who –

(i.) either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price sensitive information; or

(ii.) communicates any unpublished price sensitive information to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or

(iii.) counsels, or procures for any other person to deal in any securities of any body corporate on the basis of unpublished price sensitive information, shall be liable to minimum penalty of Rs. 10 Lakhs which can go upto Rs. 25 crores or three times the amount of profits made out of insider trading, whichever is higher.

Section 24

(i.) Without prejudice to any award of penalty by the adjudicating officer under this Act, if any person contravenes or attempts to contravene or abets the contravention of the provisions of this Act or of any rules or regulations made thereunder, he shall be punishable with imprisonment for a term which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.

(ii.) If any person fails to pay the penalty imposed by the Adjudicating Officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month, but

which may extend to ten years or with fine, which may extend to twenty-five crore rupees or with both.

Without prejudice to the directions under regulation 11, if any person violates provisions of these regulations, he shall be liable for appropriate action under Sections 11, 11 B, 11D, Chapter VIA and Section 24 of the Act.

19. EFFECTIVE DATE

This Policy is effective from 1st April, 2019.

Annexure-A

TRADING PLAN
(Under Code of Conduct of the Company read with SEBI Insider Trading Regulation, 2015)

The Compliance Officer
Ansal Housing Limited
606, 6th Floor, Indra Prakash,
21 Barakhamba Road,
New Delhi - 110 001

Dear Sir,

Ref: DP's name : ……
DP ID/CLIENT ID : ……..
Name of Insider : ……..
Address : ……..

Your approval is solicited for proposed Trading Plan for purchase/sale of securities of the Company in physical demats form. I am furnishing details of trade to be made by me after expiry of six month from the date of your approval to the proposed trading plan:-

S. No.	Nature of Trade	Number of Securities to be traded	Time intervals between Two Trades	Date of proposed Trade

With respect to the above trading plan, I hereby undertake that:

a) the proposed trading plan shall not entail commencement of trading on behalf of the insider earlier than 06 months from the public disclosure of the plan.
b) the proposed trading plan shall not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of financial results for the said period;
c) I shall not commence the trading as per above plan if the unpublished price sensitive information which is in my possession at present, does not come into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
d) I shall not tender any other trading plan for the period for which the above trading plan is already in force; and
e) the proposed trading plan shall not entail trading in securities for market abuse.

Yours truly,

Signature _____
Name _____
Designation _____

Annexure B

APPLICATION FOR PRE-CLEARANCE OF TRADES

Date:

The Compliance Officer
Ansal Housing Limited.
606, 6th Floor, Indra Prakash,
21 Barakhamba Road,
New Delhi - 110 001

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval for Purchase/Sale/ Subscription of the _____ Securities (give description) of the Company as per the details given below:

1	Name of the applicant	
2	Designation	
3	No. of securities held as on Date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for (tick √) (a) Purchase of securities ☐ (b) Sale of securities ☐	
6	Proposed date of trading in securities	
7	Estimated number of securities proposed to be purchased/subscribed/sold	
8	Current market price (as on date of application)	
9	Whether the proposed transaction will be through stock exchange or off-market trade	
10	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of undertaking signed by me.

Yours faithfully,

(Signature of Designated Person)

Note : This application has to be necessarily submitted either by hand or through electronic mail at the dedicated e-mail i.e. ahl@ansals.com and followed by a hard copy.

Annexure C

FORMAT FOR UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,

The Compliance Officer
Ansal Housing Limited.
606, 6th Floor, Indra Prakash,
21 Barakhamba Road,
New Delhi - 110 001

I, _____, residing at _____ , am desirous of dealing in _____ shares of the Company as mentioned in my application dated ____ for pre-clearance of the transaction.

I declare that I am not in possession of or otherwise privy to any unpublished price sensitive Information as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code) upto the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction/s 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect any time.

I hereby agree to indemnify and keep the company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Code prescribed by the company.

I declare that I have made full and true disclosure in the matter.

Date: Signature of the Designated Person

Annexure D

PRE-CLEARANCE ORDER

Date:

To,
Name of Applicant
Designation

This is to inform you that your request for dealing in _____(no.) shares of the Company as mentioned in your application dated_____ is approved. Please note that the said transaction must be completed on or before [date].

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the prescribed forms as per Company's Code of Conduct for Prevention of Insider Trading. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours Faithfully,

For Ansal Housing Limited

Compliance Officer

Annexure E

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: ANSAL HOUSING LIMITED

ISIN of the company: INE880B01015

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	8	9

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

Annexure F

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: ANSAL HOUSING LIMITED

ISIN of the company: INE880B01015

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.)	Date of appointment of Director / KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter /appointment of Director/KMP		% of Share-holding	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/appoint-ment of Director/ KMP	
			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	10

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

Annexure G

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

Name of the company: ANSAL HOUSING LIMITED

ISIN of the company: INE880B01015

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 of Promoter /Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others	Securities held prior to acquisition /disposal		Securities Acquired /Disposed		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
										Buy		Sell		
		Type of security (For eg. – Shares, Warrants, Conver-tible Deben-tures etc.)	No.	Pre-Tran-saction	Post Tran-saction	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

Annexure H

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 of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		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	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * 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.

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

ANSAL HOUSING LIMITED
(PREVIOUSLY KNOWN AS ANSAL HOUSING AND CONSTRUCTION LIMITED)

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

[Framed under Regulation 8 (1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

1. BACKGROUND

The SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), as amended vide SEBI (Prohibition of Insider Trading) (Amendment), Regulations, 2018, mandates every listed company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

In this regard, the Board of Directors of Ansal Housing Limited ("AHL") in its meeting held on 13th February, 2019 has laid down this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("the Code") for adoption which shall be effective from 1st April, 2019.

2. OBEJCTIVE

The Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

3. SCOPE

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

4. DEFINATIONS

4.1 "Legitimate purpose" 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 prohibition of these regulations;

4.2 "**Need to Know"** basis means that 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 any conflict of interest or appearance of misuse of information;

4.3 "**Unpublished price sensitive information" (UPSI)** means any information, relating to the 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;

(vi.) Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vii.) Such other information, as the Managing Director/Whole-time Director/Compliance Officer/CFO may prescribe from time to time.

Note: Words and expressions used and not defined in this policy but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, 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), the Rules & Regulations made there under and the Company's Code of Conduct for Prevention of Insider Trading shall have the meanings respectively assigned to them in those legislation/code.

5. PRINCIPLES OF FAIR DISCLOSURE

The Company shall adhere to the following principles to ensure timely and fair disclosure of Unpublished Price Sensitive Information:

a. Prompt public disclosure of unpublished price sensitive information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available.

b. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

c. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

d. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information. The Company shall be careful while answering to the queries of analysts. Unanticipated questions shall be taken on notice and a considered response shall be given later.

e. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made.

f. Handling of all unpublished price sensitive information on a need-to-know basis. Unpublished price sensitive information shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

6. CHIEF INVESTOR RELATIONS OFFICER ("CIO") TO OVERSEE AND COORDINATE DISCLOSURES:

a. The Company secretary of the Company shall act as Chief Investor Relations Officer of the Company to deal with dissemination of information and disclosures of unpublished price sensitive information in relation to the Company.

b. The Company secretary is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, analysts and media and for educating AHL's staff on disclosure policies and procedure.

c. All UPSI is to be handled on "need to know basis", i.e. UPSI should be disclosed only to those within AHL who need the information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the Compliance Officer.

7. POLICY ON DETERMINATION OF LEGITIMATE PURPOSE

The Company shares data or information with various stakeholders like organizations, agencies, institutions, intermediaries, establishments, persons etc. during the course of its business operations. Such unpublished data or information, if made publicly available may materially impact the market price of the listed securities of the Company. If such persons trade on the basis of unpublished price sensitive information ('UPSI'), it could result in an undue advantage to such persons. The trading in the securities of the Company by an insider is governed by and subject to the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the Company's Code of Conduct for Prevention of Insider Trading.

This "Policy on Determination of Legitimate Purpose" ('Policy') is framed by the Board of Directors of the Company pursuant to the amendment in the PIT Regulations, in 2018 and is part of "Company's Code of Conduct for Fair Disclosure of UPSI".

8. DISCLOSURE WITH REFERENCE TO ANALYSTS/ MEDIA

(i.) All UPSI shall be first communicated to the stock exchanges before the same is shared with Analyst and Research personnel.
(ii.) Transcript of the meetings / concalls with Analysts shall be furnished to the stock exchanges and then posted on the Company's website.

9. RESPONDING TO MARKET RUMORS

The Compliance Officer or any other official(s) ("spokesperson") authorized by the Board of Directors of the Company shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.

10. SHARING OF UPSI FOR LEGITIMATE PURPOSE

The UPSI shall be shared by any person(s) authorized by the Board of Directors, Managing/Whole-time Director or CIO of the Company in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

a. Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants;

b. Sharing of UPSI with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them;

c. Sharing the relevant UPSI with business partners essential to fulfill the terms and conditions of a business contract with a client, vendor, collaborator or lender;

d. Sharing the relevant UPSI for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business;

e. Sharing of UPSI where such communication is in furtherance of performance of duty (ies);

f. Sharing of UPSI for discharge of legal obligation(s);

g. Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CIO of the Company;

h. Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time;

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of PIT Regulations.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of the Code and shall comply with the Code.

However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

11. PROCESS FOR SHARING UPSI

The insider shall conduct the following steps while sharing UPSI:

a. Satisfy that information is UPSI and sharing is for legitimate purpose

b. Identify the persons with whom the information is to be shared

c. Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement.

d. Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, server with acknowledgement.

e. Maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential.

12. DIGITAL DATABASE OF RECIPIENT OF UPSI

The CIO shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under this Code, which shall contain the following information;

a. Name of such recipient of UPSI;

b. Name of the Organization or entity whom the recipient represents

c. Postal Address and E-mail ID of such recipient

d. Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The CIO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

13. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code.

In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the Code.

The Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges.

ANSAL HOUSING LIMITED
(PREVIOUSLY KNOWN AS ANSAL HOUSING AND CONSTRUCTION LIMITED)

POLICY AND PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

[Framed under Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. BACKGROUND

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information (UPSI) and initiate appropriate inquiries on becoming aware of leak of UPSI and inform the Board of Directors promptly of such leaks, inquiries and results of such inquiries. In this regard, Board of Directors of the Company in its meeting held on 13th February, 2019 has adopted this policy for procedure of inquiry in case of leak of UPSI ('the policy') which shall be effective from 1st April, 2019.

2. OBJECTIVE

(i) To strengthen the internal control system to prevent leak of UPSI.

(ii) To restrict and prohibit the practice of sharing of UPSI, with any un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors'/financers' confidence in the Company.

(iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate.

(iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Board of Directors of the Company and the Securities and Exchange Board of India ("SEBI") promptly.

(v) To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

3. SCOPE OF THE POLICY

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company strives to

restrict and prohibit the practice of sharing of UPSI which originates from within the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or unknown person(s) with any un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors'/financers' confidence in the company.

4. APPLICABILITY

This Code shall be applicable with effect from 01st April, 2019.

5. DEFINITIONS:

"Leak of UPSI" shall mean communication of information which is/shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board, Managing/Whole-time Director, CEO or Chief Investor Relation Officer (CIO) of the Company after following the due process prescribed in this behalf in the Company's Code of Practices and Procedures for Fair Disclosure of UPSI and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

"Support Staff" shall include IT staff or secretarial staff who have access to unpublished price sensitive information.

Note: Words and expressions used and not defined in this policy but defined in the Company's Code of Conduct for Prevention of Insider Trading, SEBI (Prohibition of Insider Trading) Regulations, 2015, 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 the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislation.

6. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER:

The Company secretary of the Company shall act as Chief Investor Relations Officer of the Company and shall be responsible to;

(i) Oversee the Compliance of this policy.

(ii) Report the incident of actual or suspected leak of UPSI to the Board of Directors and the Securities and Exchange Board of India.

(iii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.

(iv) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

7. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Company secretary shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in "**Annexure A**" to this policy.

8. REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO SEBI:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Company secretary shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in "**Annexure B**" to this policy.

9. CONSTITUTION OF ENQUIRY COMMITTEE:

The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as "Enquiry Committee".

The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing/Whole-time Director, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by Managing/Whole-time Director, Chief Financial Officer and Chief Investor Relation Officer of the Company.

10. DUTIES OF ENQUIRY COMMITTEE:

The Enquiry Committee shall be responsible to:

(i) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and

(ii) To authorize any person to collect necessary support material; and

(iii)To decide disciplinary action thereon.

11. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI:

On becoming aware of suo-moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, insider, employee, designated person, support staff or any other known or unknown person, the Company Secretary after informing the same to the Managing/Whole-time Director or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter.

(a) Preliminary Enquiry:

Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action.

The Complaint under this Policy shall be addressed to the Managing/Whole-time Director or the Company Secretary stating therein particulars of the person against whom the complaint is made and full details of the complaint accompanied by the documentary evidence, if any, as deemed reasonable by the complainant for the purpose of substantiating the complaint.

Upon receipt of the complaint, the Managing/Whole-time Director will prima-facie determine the authenticity of the complaint and in case he feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company then he may discard the complaint with reasons recorded in writing otherwise he will refer the complaint to the Enquiry Committee within 7 days of the receipt of such a complaint.

Upon receipt of the complaint from the Managing/Whole-time Director, the Enquiry Committee shall write to the person against whom complaint has been filed intimating the details of the complaint received and requesting him to give a written representation with 7 working days of the receipt of the letter from the Enquiry Committee.

Upon receipt of representation, the Enquiry Committee shall proceed to investigate in the matter, itself or through any of the officers of the Company as it may deem fit, and for such purpose it may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as it may deem expedient in this regard. During the course of such investigation, the Enquiry Committee may call for such additional documents, material substances, relevant facts or representations etc. as it may deem fit.

If no representation is received within the aforesaid stipulated time, the Enquiry Committee shall issue notice to the person complained of asking him to show cause as to why the appropriate disciplinary action should not be initiated against him.

(b) Report of the Enquiry Committee:

On completion of the preliminary enquiry, receipt of reply to the show cause notice or non-receipt thereof, the Enquiry Committee shall refer the matter to the Board of Directors for its consideration and decision, along with the recommendation of the Enquiry Committee.

The matter shall be considered by the Board of Directors alongwith the recommendations made by the Enquiry Committee. The Board, on receipt of such recommendations and after due review, if forms and opinion that the person complained of is guilty of leak or suspected leak of UPSI, it will order for necessary disciplinary proceedings by the Company, which will be in addition to the penal provisions stated under the SEBI (Prohibition of Insider Trading), Regulations, as amended, and any other statutory enactments, as applicable.

(c) Disciplinary Action:

The Disciplinary action(s) may include any or all actions i.e. wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Board of Directors after considering the recommendations made by the Enquiry Committee.

12. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

Annexure A

Format for Intimation of Actual or Suspected leak of UPSI to the Stock Exchanges
(Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015)

To,
BSE Limited
P. J. Towers, Dalal Street, Fort,
Mumbai – 400 001.

Ref.: BSE Scrip Code No. 507828

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051.

Ref: "ANSALHSG"

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known.	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/No

Request you to kindly take the aforementioned on your records.

Thanking you.

Yours faithfully,

For Ansal Housing Limited

Company Secretary

Annexure B

Format for Reporting Actual or Suspected leak of UPSI to the SEBI
(Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015)

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051, Maharashtra

Ref.: BSE Scrip Code No. 507828 **Ref:** "ANSALHSG"

Dear Sir / Madam,

Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known.	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/No

Request you to kindly take the aforementioned on your records.

Thanking you.

Yours faithfully,

For Ansal Housing Limited

Company Secretary