ह ड को

हाउसिंग एण्ड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड, (भारत सरकार का उपक्रम), कोर 7ए, हडको भवन, भारत पर्यावास केन्द्र, लोधी रोड, नई दिल्ली-110 003
दूरभाष : 011-24648160 फैक्स : 011-24625308 Visit us at : www.hudco.org सीआईएन : L74899DL1970GOI005276 जी.एस.टी : 07AAACH0632A1ZF

Housing & Urban Development Corporation Ltd., (A Govt. of India Enterprise), Core - 7A, HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi-110 003
Telephone : 011-24648160 Fax : 011-24625308 Visit us at : www.hudco.org CIN : L74899DL1970GOI005276 GST : 07AAACH0632A1ZF

आई. एस. ओ. 9001:2008 प्रमाणित कम्पनी

AN ISO 9001 : 2008 CERTIFIED COMPANY

HUDCO/CS/SE/2018

21st June, 2018

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Scrip Code- 540530

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051
NSE Symbol- HUDCO

Sub: Reporting of material event/ information regarding amendments in Code of Practices and Procedures of Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Prevention of Insider Trading in HUDCO equity shares/securities in Housing and Urban Development Corporation Limited.

Dear Sir/Ma'am,

Pursuant to Regulation 8 and 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of HUDCO has accorded its approval for amendments in Code of Practices and Procedures of Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Prevention of Insider Trading in HUDCO equity shares/securities in Housing and Urban Development Corporation Limited.

The amended code(s) are enclosed herewith for your information and record.

Thanking you,

Yours sincerely
For **Housing and Urban Development Corporation Limited**

Harish Kumar Sharma
Company Secretary & Compliance Officer

Code for Prevention of Insider Trading in Housing and Urban Development Corporation Limited Equity Shares/ securities

[Pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

CHAPTER-1

PRELIMINARY

This Code of Conduct for Prevention of Insider Trading is framed pursuant to **Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015.** This Code is being framed with an aim that the Employees and Connected persons and his /her immediate relatives, as defined in the Code, do not derive any benefit or assist others to derive any benefit from the access to and possession of 'Unpublished Price Sensitive Information' (UPSI) about the Company which is not in the public domain and thus constitutes Insider information.

Objective of the Code

The objective of the Code is to regulate, monitor and report trading in securities of the Company by Designated employees and other Connected Persons towards achieving compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code also provides for Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information.

Applicability

This Code shall be applicable to and binding on all Directors, Key Managerial Personnel, Officers, Designated Employees of the Company and Insiders for dealing in Securities of the Company with effect from 19th May, 2017 i.e. the date of listing of equity shares of HUDCO on the Stock Exchanges.

CHAPTER-2

DEFINITIONS

2.0 DEFINITIONS

In this Code, unless the context otherwise requires:

2.1 **'Act' or 'SEBI Act'** means the Securities and Exchange Board of India Act, 1992;

2.2 **'Board'** means the Securities and Exchange Board of India;

2.3 **'Company'** means Housing and Urban Development Corporation Limited (HUDCO);

2.4 **'Code'** means this Internal Code of Conduct for Prevention of Insider Trading in dealing with securities of HUDCO including modifications made thereto from time to time by the Company, and the words and expressions used in the Code but not defined will have the same meaning as defined under the SEBI insider Trading Regulations 2015;

2.5 **'Compliance Officer'** for the purpose of this Code and Code of Fair Disclosure Practice for Prevention of Insider Trading means the Company Secretary of the Company. In absence of the Company Secretary, the Chairman may authorize any other officer not below the rank of General Manager to discharge the duties of Compliance Officer under the Regulations;

2.6 **'Connected Person'** means -

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself/herself 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 and associated with HUDCO 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 an employee thereof; or

(g) a member of the Board of Directors or an employee, of a Public Financial Institution as defined in section 2(72) of the Companies Act, 2013; or

(h) an official or an employee of a self-regulatory organization recognized or authorized by 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 a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

NOTE: *It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of Unpublished Price Sensitive Information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access Unpublished Price Sensitive Information about any company or class of companies by virtue of any connection that would put them in possession of Unpublished Price Sensitive Information.*

2.7 **'Designated Employees'** shall mean:-

(i) All members of the Board of Directors of the Company, Key Managerial Personnel and Chief Vigilance Officer;

(ii) All employees working in the offices of Chairman & Managing Director, Whole-time Directors and Chief Vigilance Officer of the Company;

(iii) All employees working in Registered/Corporate Office, HSMI, Regional and Development offices at the level of E- 0 & above;

(iv) The Directors and Employees of the subsidiary companies;

(v) Immediate relatives of (i) to (iv) above;

(vi) Any other employee, whether permanent or contractual, as may be notified by the Compliance Officer, with the approval of Chairman & Managing Director;

In case any of the Designated Employee leaves the services of the Company, he/she shall continue to be considered as Designated Employee for a further period of six months subsequent to the date of his/her leaving the Company.

2.8 **'Director'** means a member of the Board of Directors of the Company and 'Functional Directors' means Whole Time Director of the Company including the Chairman & Managing Director.

2.9 **'Free Period'** means any period other than 'Prohibited Period'.

2.10 **'Generally Available Information'** means information that is accessible to the public on a non-discriminatory basis. For this purpose, Information published on the website of a Stock Exchange, would ordinarily be considered generally available.

2.11 **'Immediate Relative'** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

2.12 **'Insider'** means any person who is:

a) a connected person; or
b) in possession of or having access to Unpublished Price Sensitive Information;

2.13 **'Insider Trading'** means when Insiders use 'Unpublished Price Sensitive Information' to arrive at decision relating to trading in Securities (including buying as well as selling), the action is referred to as Insider Trading.

2.14 **'Key Managerial Personnel' or 'KMP'**, in relation to a Company means:

a) Chief Executive Officer or the Chairman & Managing Director or the Manager;

b) Whole-time director(s);

c) Chief Financial Officer;

d) Company Secretary; and

e) Such other officer(s) as may be prescribed.

2.15 **'Officer '**means any person as defined in Section 2(59) of the Companies Act, 2013, i.e. including any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.

2.16 **'Prohibited Period'** means the period during which the 'Trading Window' is closed. Such Prohibited Period normally begins with 7 clear days prior to the date of the meeting in which the Board of Directors are to consider any Price Sensitive Information and ending after 48 hours after the conclusion of the Board Meeting. In addition, such other period as may be specified by the Compliance Officer from time to time in consultation/ approval of the Chairman & Managing Director.

2.17 **'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.

2.18 **'Regulations'** means the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

2.19 **'Silent Period'** means the periods prior/ post publication of financial results during which no meetings and presentations with investors and financial analysts are held in-principle.

Such Silent Period shall begins with the day, the notice of Board Meeting to consider the financial results/Price Sensitive Information is given to the Stock Exchanges/Directors and ends 48 hours after the conclusion of the Board Meeting or such other period as may be specified by the Compliance Officer from time to time in consultation/ approval of the Chairman & Managing Director.

2.20 **'Securities'** includes the following securities issued by the Company to public from time to time and listed in any Stock Exchange:

a) Shares, scrip, bonds, debentures, debenture stock or other marketable securities of like nature;
b) any kind of derivatives in the Securities of the Company; and
c) Such other instruments recognized as securities under the Securities Contracts (Regulation) Act, 1956 and issued by the Company from time-to-time.

2.21 **'Trading'** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and 'trade' shall be construed accordingly.

2.22 **'Trading Day'** means a day on which the recognized stock exchanges are open for trading where securities of the Company are listed.

2.23 **'Trading Window'** means trading period for trading in the Company's Securities. All days shall be the trading periods except when trading window is closed. 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.

2.24 **'Unpublished Price Sensitive Information' or '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:

a) Financial Results;
b) Dividends;
c) Change in capital structure;
d) Mergers, de-mergers, acquisitions, Delisting, disposals and expansion of business and such other transactions;
e) Changes in Key Managerial Personnel; and
f) Material events in accordance with the Listing Agreement. (Annexure- A)
g) Any other matter as may be declared as Price Sensitive Information by the Compliance Officer under this Code and likely to materially affect the price of the securities;

All other words and expressions used and not defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder, shall have the meanings respectively assigned to them in those regulations.

CHAPTER- 3

COMPLIANCE OFFICER

3.1 COMPLIANCE OFFICER

The Company Secretary shall be the Compliance Officer for the purposes of this Code. In his absence, any other official not below the rank of General Manager, as authorized by the Chairman shall act as the Compliance Officer. The Compliance Officer shall report to the Chairman & Managing Director and in particular, shall provide reports, to the Chairman of Audit Committee, if any or to the Chairman of the Board of Directors.

In order to discharge his functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his functions. In the performance of his duties, the Compliance Officer shall have access to all information and documents relating to the Securities, Designated Employees and Price Sensitive Information of the Company.

The Compliance Officer shall maintain a Register of all Officers, Directors and Designated Employees and all changes taking place in the list from time to time shall be incorporated therein.

The Compliance Officer shall act as the focal point for dealing with Stock Exchanges/ SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

3.2 DUTIES OF THE COMPLIANCE OFFICER:

a) He shall maintain a record of Designated Employees and any changes made to the list of Designated Employees in the prescribed form **(Form I);**

b) He may in consultation with the Director Finance and approval of the Chairman & Managing Director, specify Prohibited Period from time to time and immediately make an announcement thereof;

c) He shall maintain a record of Prohibited Period specified from time to time in the prescribed format **(Form II);**

d) He shall be responsible for setting forth policies, procedures, monitoring adherence to the Rules for the preservation of 'Unpublished Price Sensitive Information', 'Pre-clearing of trades of employees and connected persons, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company;

e) He shall maintain records of all the declarations submitted in the appropriate form given by the Promoters, Directors, Key Managerial Personnel and Employees for a minimum period of five years;

f) He shall place before the Chairman & Managing Director, on a quarterly basis all the details of the dealing in the Securities by the Designated Employees, Directors and Officers of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules;

g) Assisting all the Officers and Designated Employees to whom this code is applicable in addressing any clarifications regarding the Regulations and this Code; and

i) Any other responsibilities as assigned under this Code or under SEBI (Prohibition of Insider Trading) Regulations, 2015.

CHAPTER-4

COMMUNICATION OR PROUCURMENT OF 'UNPUBLISHED PRICE SENSITIVE INFORMATION'

4.1 All Insiders including Directors, Officers and Designated employees shall maintain the confidentiality of Unpublished Price Sensitive Information coming into their possession or control. All information shall be handled within the organization on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of the insiders' legitimate purposes, performance of duties or discharge of his legal obligation. Further, to comply with this confidentiality obligation, no Insider shall, *inter* alia:

(i) pass on Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company, or

(ii) disclose Price Sensitive Information to their family members, friends, business associates or any other individual, or

(iii) discuss Price Sensitive Information in public places, or

(iv) disclose Price Sensitive Information to any other employee who does not need to know the information for discharging his or her professional duties, or

(v) recommend to anyone that they may undertake dealing in Securities of the Company while being in possession, control or knowledge of Price Sensitive Information, or

(vi) be seen or perceived to be dealing in Securities of the Company on the basis of Unpublished Price Sensitive Information.

Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business or profession or employment or under any law.

4.2 No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.3 Notwithstanding anything contained in the Code, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

(i) 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;

(ii) 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 Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

4.4 For the purpose of the Clause 4.3, the parties shall execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 4.3 and shall not otherwise trade in securities of the company when in possession of Unpublished Price Sensitive Information.

4.5 For the purpose of prompt public disclosure of UPSI, the Company also adopts the Code regarding Practice & Procedure for Fair Disclosure set out at **Annexure-B.**

4.6 Limited access to confidential information - Files containing confidential information shall be kept secured. Computer files must have adequate security of log-in and password, etc.

CHAPTER-5

TRADING WHEN IN PROSSESSION OF 'UNPUBLISHEDPRICE SENSITIVE INFORMATION'

5.1 No insider shall trade in securities that are listed or proposed to be listed on a Stock Exchange when in possession of Unpublished Price Sensitive Information.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:

(i) The transaction is an off-market inter-se transfer between promoters who were in possession of the same Unpublished Price Sensitive Information without being in breach of regulation 4 pertaining to 'Communication or procurement of Unpublished Price Sensitive Information' and both the parties had made a conscious and informed trade decision;

(ii) In the case of non-individual insiders:-

a) The individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and

b) Appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(iii) The trades were pursuant to a trading plan set up in accordance with the code.

5.2 In the case of connected persons, the onus of establishing, that they were not in possession of Unpublished Price Sensitive Information, shall be on such connected persons.

CHAPTER-6

TRADING WINDOW

6.1 Trading Restriction:

All Directors, Key Managerial Personnel, Officers, Designated Employees and Insiders shall be subject to trading restrictions as enumerated below.

6.2 Trading Window

The Company shall specify a trading period, to be called 'Trading Window', for trading in the Company's securities. All Insiders, including Directors, Key Managerial Personnel, Officers and Designated Employees shall not trade in securities of the Company when Trading Window is closed. The period during which Trading Window is closed shall be termed as 'Prohibited Period'.

6.3 No designated person shall trade in Company's Securities either in their own name or in the name of their immediate relatives, during the period when 'Trading Window' is closed. The trading window shall be closed in the following events:

Sl. No.	Events/Particulars	Restricted Period	
		From	To
(i)	Declaration of financial results of first quarter ending 30th June.	7 clear days prior to the date of Board Meeting as may be notified as per Code or from such other date as may be notified.	To be notified by the Compliance Officer depending upon the date of Board Meeting
(ii)	Declaration of financial results of second quarter/ half yearly ended 30th September	7 clear days prior to the date of Board Meeting as may be notified as per Code or from such other date as may be notified.	To be notified by the Compliance Officer depending upon the date of Board Meeting
(iii)	Declaration of financial results of third quarter ended 31st December,	7 clear days prior to the date of Board Meeting as may be notified as per Code or from such other date as may be notified.	To be notified by the Compliance Officer depending upon the date of Board Meeting
(iv)	Declaration of financial results of fourth quarter and	7 clear days prior to the date of Board Meeting as may be	To be notified by the Compliance Officer depending upon the

	Annual Financial Results ended 31st March.	notified as per Code or from such other date as may be notified.	date of Board Meeting
(v)	Declaration of Interim Dividend	To be notified by the Compliance Officer depending upon the date of Board Meeting	To be notified by the Compliance Officer depending upon the date of Board Meeting
(vi)	Recommendation of Final Dividend	To be notified by the Compliance Officer depending upon the date of Board Meeting.	To be notified by the Compliance Officer depending upon the date of Board Meeting.
(vii)	Issue of securities (public/ right/ bonus) or buy-back of Securities	To be notified by the Compliance Officer depending upon the date of Board Meeting	To be notified by the Compliance Officer depending upon the date of Board Meeting
(viii)	Amalgamation, mergers or takeover	To be notified by the Compliance Officer depending upon the date of Board Meeting	To be notified by the Compliance Officer depending upon the date of Board Meeting
(ix)	Disposal of the whole or substantial part of the undertaking	To be notified by the Compliance Officer depending upon the date of Board Meeting	To be notified by the Compliance Officer depending upon the date of Board Meeting
(x)	Any significant changes in policies, plans or operations of the Company	To be notified by the Compliance Officer depending upon the date of Board Meeting	To be notified by the Compliance Officer depending upon the date of Board Meeting
(xi)	Any other event as may be notified by the Company from time to time	To be notified by the Compliance Officer depending upon the date of Board Meeting	To be notified by the Compliance Officer depending upon the date of Board Meeting

Note: *Trading Window shall remain closed for 48 hours after the "price sensitive information", for which the trading window is closed, becomes generally available, excluding the day of intimation to the Stock Exchange.*

6.4 The period of closure shall be effective from **7 clear days prior** to the date on which the meeting of the Board of Directors is proposed to be held and extend **to 48 hours** after the information is made public.

The said period of Closure of Trading window shall exclude the date of Notice of Closure of Trading Window and the date of Board Meeting. For instance, if the Meeting of the Board of Directors is scheduled on 16th January, the Trading

window shall be required to be closed from 9th January to 18th January and the Notice in respect of the same will have to be given on or before 8th January.

However, in exceptional circumstances and for reasons recorded in writing, the period of closure of Trading Window prior to the Board meeting may be increased/ decreased with prior approval of Chairman & Managing Director of the Company.

6.5 In case of Employee Stock Option Plans (ESOPs), exercise of option and sale of shares allotted on exercise of ESOPs shall be governed as per Insider Trading Regulations prescribed by SEBI from time to time.

CHAPTER-7

PRE-CLEARANCE OF DEALINGS IN SECURITIES

7.1 Applicability

All Directors, Key Managerial Personnel and Designated Employees who intend to deal in the Securities either in his/her own name or in the name of their immediate relatives beyond the minimum threshold limits mentioned below shall obtain Pre-clearance of the transactions as per the pre-dealing procedure as described hereunder:-

Application for Pre-clearance shall be made for trades to be executed only during valid Trading Window period.

Applications submitted for trade to be executed during a period when the Trading Window is closed shall be invalid and will be deemed to have been automatically rejected.

Further, no Insider 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.

Pre-clearance will not be necessary, if the deal is for 25,000 or less Equity Shares in a single transaction and/or less than 40,000 Equity Shares to be traded in series of transactions within one week.

7.2 Pre-Clearance Procedure

An application for Pre-clearance of trade may be made in the prescribed form **(Form III)** to the Compliance Officer during valid Trading Window.

An undertaking shall be executed in favour of the Company by such Director, Key Managerial Personnel and Designated Employees incorporating, *inter-alia* the following clauses as may be applicable:

(a) That he/she does not have any access or has not received 'Unpublished Price Sensitive Information' up to the time of signing the Undertaking;

(b) That in case he/she has access to or receives 'Unpublished Price Sensitive Information' after the signing of the Undertaking but before the execution of the transaction, he or she shall inform the Compliance Officer of the change in his position and that he or she would completely refrain from dealing in the Securities of the Company till the time such information becomes public;

(c) That he or she has not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time; and

(d) That he or she has made a full and true disclosure in the matter.

7.3 Approval

The Compliance Officer shall process the Pre-clearance applications and if Pre-clearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavour to communicate the Pre-clearance immediately but not later than three working days from the time of receiving the application.

For Pre-clearance of dealing in Securities by the Compliance Officer, approval of Chairman & Managing Director shall be required.

Every approval letter shall be issued in **Form IV.** Every approval shall be dated and shall be valid for a period of seven trading days from the date of such approval. Trades that have been pre-cleared have to be executed within a period of **seven trading days** from the date of approval, failing which fresh pre-clearance would be needed for the trades to be executed.

However, such approval is automatically deemed to be withdrawn, if such period is superseded by closure of Trading Window.

The Compliance Officer shall retain copies of all applications and acknowledgements and also maintain the Register of Pre-clearance of trade in prescribed format **(Form V).**

In exceptional circumstances consent may not be given, if the Compliance Officer is of the opinion that the proposed deal is on the basis of possession of any 'Unpublished Price Sensitive Information'. There shall be no obligation to give reasons for any withholding of consent.

7.4. Trading Plans

7.4.1 An Insider shall be entitled to formulate a trading plan 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.

7.4.2 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 twentieth 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 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.

7.4.3 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the 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.

7.4.4 The Trading Plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any, 'Unpublished Price Sensitive Information' in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such 'Unpublished Price Sensitive Information' becomes generally available information.

7.4.5 Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities are listed.

7.5 Other Restrictions

7.5.1 All Directors, Key Managerial Personnel and Designated Employees and their immediate relatives shall execute their order in respect of Securities of the Company within seven trading days from date of approval of pre-clearance. If the order is not executed within seven trading days from the date of approval, such designated persons must obtain fresh pre-clearance in respect of the same.

7.5.2 Further, all Directors, Key Managerial Personnel and Designated Employees and their immediate relatives who buy or sell any number of shares of the Company shall not execute a contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction. Further, such persons shall also not take positions in derivative transactions in the shares of the Company at any time.

The Compliance Officer, with the approval of Chairman & Managing Director, may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

In case a 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 'Investor Protection and Education Fund' administered by SEBI under the Act.

In the case of subscription in the primary market (Initial public offer / Further Public Offer), the above mentioned entities shall hold their investments for a minimum period of 30 days. Their holding period would commence when the securities are actually allotted.

7.5.3 In cases where of sale of Securities is necessitated by personal emergency, the Compliance Officer may waive the Holding Period after recording in writing, his or her reasons in this regard. An application for waiver of Holding Period shall be made to the Compliance Officer who shall maintain a Register of 'Waiver of restriction on holding investment in the Securities 'for a minimum period of Six Months (30 days in case of IPO / FPO Allotment) in the prescribed form **(Form VI).**

7.5.4 No employee shall enter into agreement with any other shareholder or any other third party for profit sharing in connection with dealing with securities of the company unless approval of the Board and shareholders is obtained in this regard.

7.6. Completion of Pre-cleared Dealing

(a) All Directors, Key Managerial Personnel and Designated Employees shall file within seven days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form. In the event of executing the transaction or not executing the transaction, a report to that effect shall be filed with the Compliance Officer **(Form VII).**

(b) If a deal is not executed pursuant to the approval granted by the Compliance Officer within seven trading days, then such person shall apply once again to the Compliance Officer for Pre-clearance of the transaction covered under the said approval.

CHAPTER 8

DISCLOSURES

8.1 Initial Disclosures

(i) Every Promoter, Key Managerial Personnel and Director of the Company shall disclose his/her holding of securities (including derivatives and traded value of derivatives) of the Company as on the date of these regulations taking effect (i.e. 19th May, 2017), in **Form A** to the Compliance Officer within thirty days of these Regulations taking effect; and

(ii) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a Promoter in **Form B,** to the Compliance Officer within seven days of such appointment or becoming a Promoter.

8.2 Continual Disclosures

(a) Every Promoter, Director and employee of the Company shall disclose to the Company the number of such securities acquired or disposed of (including derivatives and traded value of derivatives) within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, **aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten lakh) in Form C;**

(b) The Company shall notify the particulars of such trading to the Stock 1 Exchange(s) on which the securities are listed, **within two trading days of receipt of the disclosure or from becoming aware of such information;**

Explanation - It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in Clause 8(2)(a). Further, disclosures to be made by any person under Clause 8.1 and 8.2 shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

8.3 Disclosures by other connected persons

The Company may require any connected person or class of connected persons to make disclosures of holdings and trading in securities of the company at such frequency as may be decided in order to monitor compliance with the provisions of the code.

8.4 Records of disclosures received by the Company

The records of all the disclosures made under this chapter shall be maintained for a minimum period of five years.

The Compliance Officer shall report to the Board of Directors and shall place before the Chairman of the Audit Committee or to the Chairman & Managing Director, on a quarterly basis, all the details of the dealing in the Securities by the Directors, Key Managerial Personnel's and Employees of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in the Code.

CHAPTER 9

PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

Any Director, Key Managerial Personnel or Designated Employee who trades in Securities or communicates any Unpublished Price Sensitive Information for trading in Securities, in contravention of the Code, may be penalized and appropriate disciplinary action may be taken by the Competent Authority as defined under the Employees (Conduct, Discipline and Appeal) Rules of the Company amended from time to time. Any violation of the Code, shall be promptly reported to SEBI after obtaining approval of the Chairman & Managing Director.

The action by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

CHAPTER 10

AMENDMENT

Board of Directors of the Company may amend any of the provisions of this Code as per industry practice and / or in the light of any changes in Statutory/ regulatory provisions or any new Forms for disclosures, as may be prescribed by SEBI / Stock Exchanges or any other authority, from time to time and/ or due to any other reasons.

CHAPTER 11

MISCELLANEOUS

The Code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the Stock Exchanges where the securities are listed.

Further, the said Code shall also be hosted on the website of the Company.

DISCLAIMER

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY CONNECTED PERSON IS REQUIRED TO FAMILIARISE HIMSELF WITH THE SEBI REGULATION AS IT WILL BE THE RESPONSIBILITY OF EACH CONNECTED PERSON (AND HIS RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE, SEBI REGULATION AND OTHER APPLICABLE LAWS.

ANNEXURE- A

UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) PURSUANT TO CLAUSE 2.24(F) OF THE CODE AS DEFINED UNDER SCHEDULE III, PART A READ WITH REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015

A. Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30) as may be applicable:

1. Acquisition(s)(including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

   Explanation- For the purpose of this sub-para, the word 'acquisition' shall mean, -

   (i) Acquiring control, whether directly or indirectly; or,

   (ii) Acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –

      (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;

      (b) there has been a change in holding from the last disclosure made under sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities, etc.,

3. Revision in Rating(s).

4. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

   a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;

b) any cancellation of dividend with reasons thereof;

c) the decision on buyback of securities;

d) the decision with respect to fund raising proposed to be undertaken

e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;

f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;

g) short particulars of any other alterations of capital, including calls;

h) financial results;

i) decision on voluntary delisting by the listed entity from stock exchange(s).

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/ treaty(ies)/ contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.

6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.

7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.

8. Appointment or discontinuation of share transfer agent.

9. Corporate debt restructuring.

10. One-time settlement with a bank.

11. Reference to BIFR and winding-up petition filed by any party / creditors.

12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.

13. Proceedings of Annual and extraordinary general meetings of the listed entity.

14. Amendments to memorandum and articles of association of listed entity, in brief.

15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors

B. Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30) as may be applicable:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.

2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).

3. Capacity addition or product launch.

4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.

5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.

6. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.

7. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.

8. Litigation(s) / dispute(s) / regulatory action(s) with impact.

9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of listed entity.

10. Options to purchase securities including any ESOP/ESPS Scheme.

11. Giving of guarantees or indemnity or becoming a surety for any third party.

12. Granting, withdrawal, surrender , cancellation or suspension of key licenses or regulatory approvals.

C. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the listed entity which may be necessary to enable the holders of securities of the listed entity to appraise its position and to avoid the establishment of a false market in such securities.

D. Without prejudice to the generality of para (A), (B) and (C) above, the listed entity may make disclosures of event/information as specified by the Board from time to time.

ANNEXURE-B

CODE OF PRACTICES & PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION.

[Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

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1. Overseeing and Coordinating disclosure

Shri Rajinder Paul, presently holding the charge of the position of Executive Director Finance (Operations) will be the Investor Relations Officer (IRO) of the Company or such other officer as may be nominated by the Board of Director.

The Company Secretary & Compliance Officer on receipt of information from the Head of the Departments/ Investor Relation Officer shall be responsible for prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery, as soon as credible and concrete information come into being in order to make such information generally available.

The trigger for timely reporting by Head of Departments to the Compliance Officer will began whenever Unpublished Price Sensitive Information is put up by way of note/ letter/ IOM/ agenda note, etc., by whatever name called, to the Competent Authority. The Head of Departments, thereafter, will be required to report the same immediately to the Compliance Officer for necessary action. The Regional Chiefs will report through the concerned SBU and/ Functional Directors stationed at Head Office.

Further, No Designated Employees shall share/forward Unpublished Price Sensitive Information (UPSI) on Watsapp / Face Book or any other Social Media group.

The quarterly/half year/ Annual Financial Statements, being the Unpublished Price Sensitive Information be given to the Compliance Officer, after the approval of the Competent Authority for circulation among the Audit Committee members/ Board Members and other entitled thereto only after the market hours of the previous working day.

2. Responding to market rumours

The Company Secretary & Compliance Officer on receipt of any query or request for verification of market rumours by Stock Exchanges/ Regulatory Authorities shall forward the same to concern Head of the Department for verification of the same. Thereafter, on receipt of response from the Head of the Department duly approved by Chairman & Managing Director and concern Functional Director(s), Company Secretary & Compliance Officer shall respond the same to the Stock Exchanges/ Regulatory Authorities.

Further, Company Secretary & Compliance Officer on receipt of information from the concern Head of the Department duly approved by Chairman & Managing Director and concern Functional Director(s) shall make public announcement for verifying or denying rumours and also make appropriate and fair response to the queries on news reports or otherwise.

3. **Timely reporting of shareholdings/ ownership and changes in ownership**

The Company Secretary & Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ ownership of major shareholders and disclosure of changes in ownership as required under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and/or any rules/ regulations made under the Securities & Exchange Board of India Act, 1992 are made in a timely and adequate manner.

4. **Disclosure/ dissemination of Unpublished Price Sensitive Information with special reference to analysts, institutional investors, etc.**

Other than the Chairman & Managing Director and/or Functional Director(s), no person, except those authorized by the Chairman & Managing Director and/or Functional Director(s) may disclose information(s) relating to the Company's Securities to analysts/ research persons and institutional investors, etc. Investor Relation Officer shall be the coordinator for all such meetings who will keep Compliance Officer informed about such meeting. Further, the Chairman & Managing Director and/or Functional Director(s) may invite such other officials for the meeting, as they may deem fit and proper.

The above officers, while dealing with analysts/ research persons and institutional investors, etc., shall follow the following guidelines:

a) **Sharing of non public information**

The Chairman & Managing Director and/or Functional Director(s) may provide only public information to the analyst/research persons/large investors like institutions, etc.

In case non-public information is proposed to be provided by the Chairman & Managing Director/ Functional Director(s), such information be shared/provided only after the same is made public by the Compliance Officer.

b) **Handing of unanticipated questions**

The Chairman & Managing Director and/or Functional Director(s) should tackle the unanticipated questions carefully.

The unanticipated questions may be noted and a considered response be given later by Investor Relation Officer with approval of the Chairman & Managing Director and/ concerned Functional Director(s). Unpublished

Price sensitive Information (UPSI), if any, may be given only after its dissemination to the Stock Exchanges/public announcement through press with the approval of Chairman & Managing Director and concerned Functional Director(s).

Extreme care and caution shall be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion.

c) Recording of discussion

All the analyst, broker or Institutional investor meetings, etc., to be chaired by the Chairman & Managing Director and/or Functional Director(s) shall be attended by the Investor Relation Officer also and another senior employee(s) of the Company as may be authorized by the Chairman & Managing Director and/or by the concerned Functional Director(s). Details of participants/ meetings shall be forwarded by Investors Relation Officer to the Compliance Officer with the confirmation that no Unpublished Price sensitive Information (UPSI) has been shared/ discussed during the meeting. Discussions in the meeting shall be confined / restricted to the previously published quarterly/ annual results of the company and/or general information about the industry/ company.

d) Simultaneous release of information

Whenever, the Investors Relations Officer proposes to organise the group meetings with the investment analyst/ institutional investors, etc., the Compliance Officer shall post relevant information on its receipt from the IRO duly approved by the Chairman & Managing Director and concerned Functional Director, to the Stock Exchanges before and/ after every such meeting.

e) Meetings/ Presentations during Silent Period

During the silent period, there shall be no meetings and presentations with investors and financial analysts, etc., unless such communication would relate to factual clarifications of previously disclosed information(s).

Such Silent Period shall begins with the day, the notice of Board Meeting to consider the financial results/Price Sensitive Information is given to the Directors and ends 48 hours after the conclusion of the Board Meeting or such other period as may be specified by the Compliance Officer from time to time in consultation/ approval of the Chairman & Managing Director.

5. Medium of disclosure/dissemination:

The Compliance Officer with approval of the Chairman & Managing Director and concerned Functional Director shall disseminate all Unpublished Price Sensitive

Information on a continuous and in a timely manner to Stock Exchanges where its Securities are listed and thereafter to the press.

As a good Corporate Practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's web-site.

The Compliance Officer shall mark a copy of the press release to the IT Department simultaneously for supplementing the Company's website www.hudco.org

FORM-I

(Pursuant To Clause 3.2(a) of the Code)

Register of Designated Employees

1	2	3	4	5	6	7	8	9	10	11
Sl. No.	Name	Designation	Department	Place of Work	Employee Code	Date of Joining	Date of becoming Designated Employee	Date of Cessation as Designated Employee	DP ID or FOLIO No.	Remarks

FORM-II

(Pursuant To Clause 3.2(c) of the Code)

Register of Periods of Closure of Trading Window/Prohibited Period

1	2	3	4	5	6	7
Sl No.	Purpose for which Trading Window Closed	Start Date of Closure of Trading Window	Date of Notifying Closure of Trading Window, If Any	Date of Opening of Trading Window	Date of Notifying Opening of Trading Window	Remarks

FORM-III

(Pursuant To Clause 7.2 of the Code)

Application for Pre-clearance of Trades in Securities

To

The Compliance Officer

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code for Prevention of Insider Trading in HUDCO Equity shares / securities, I seek approval for purchase/sale/ subscription of the Securities (give description) of the Company as per the details given below:

Name & Designation:

Department:

Date of Joining / becoming Director/Officer/Designated Employee:

1	2	3	4	5	6	7	8	9	10
Sl. No.	No. of Securities held (including the dependent members) as on the date of application	Folio No. /DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of securities to be dealt	Estimated consideration value	Whether proposed transaction is in the self name or in the name of dependent family member	Name of the dependent, if the transaction is in the name(s) of the dependent(s)	Date of Purchase /allotment	Previous approval no. and date of Purchase/allotment

UNDERTAKING
(Part of FORM-III)

In this connection I solemnly confirm and declare:

a) **THAT** I do not have access and /or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
b) **THAT** in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and THAT I shall refrain from dealing in the securities of the Company till the time such information becomes public.
c) **THAT** I have not contravened the Code for Prevention of Insider Trading in HUDCO Equity shares / securities, as notified by the Company from time to time.
d) **THAT** I have not entered into any sale transaction of the shares of the Company in the last six months prior to the proposed date of purchase/ THAT I have not entered into any purchase transaction of the shares of the Company in the last six months (30 days in case of IPO allotment) prior to the proposed date of sale.
e) I undertake to submit the necessary report within seven days of execution of the transaction/or Nil report if the transaction is not undertaken.
f) 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 at any time.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

I hereby undertake not to transact in securities in the sanctioned period in case trading window is declared closed subsequently.

Pre-clearance may kindly be accorded in terms of provisions of the Code for Prevention of Insider Trading in HUDCO equity shares / securities and Code of practices & procedure for fair disclosure of unpublished price sensitive information of HUDCO.

Date.....

Signature.....

Place.....

Name & Designation.....

FOR OFFICE USE

Serial number of the application received _____
Date & time of receipt of the Application_____
Date & time of communication of the pre-clearance or otherwise_____
Reasons for not giving pre-clearance_____

Signature of the
Compliance Officer /Authorised Officer

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FORM-IV
(Pursuant To Clause 7.3 of the Code)

Letter of intimation of Pre-clearance

Director/Officer/Designated employees
Employee Code.....

Designation.....

Dear Sir,

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorized /not authorized to undertake the transaction(s) as detailed in your said application.

Kindly note that in terms of the Code for Prevention of Insider Trading in HUDCO equity shares / securities, the above-mentioned transaction is to be completed within ..... i.e. within seven trading days from the date of such pre-clearance.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till ..... (I.e. for 7 trading days from the date of this approval). If you do not execute the approved transaction/deal on or before this date you would have to seek fresh pre-dealing approval 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 attached format within seven {7} trading days from the date of transaction/deal. In case the transaction is not undertaken a "Nil" report shall be necessary.

Kindly also note that in terms of the Code for Prevention of Insider Trading in HUDCO equity shares / securities and Code of practices & procedure for fair disclosure of unpublished price sensitive information of HUDCO, you shall not enter into an opposite transaction i.e. sell or buy any number of shares of the Company for a period of six months following this transaction of purchase or sale.

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For and on behalf of
Housing and Urban Development Corporation Limited

Compliance Officer/Authorised Officer

Dated:_____

FORM-V

(Pursuant To Clause 7.3 of the Code)

Register of Pre-Clearance for Trading in Securities

1	2	3	4	5	6	7
Sl. No.	Name	Designation	Department	Date & time of Receipt of pre-clearance application	Nature of Transaction (purchase Or Sale)	Estimated number of securities Indicated in the Application

8	9	10	11	12	13	14
Estimated Consideration Value indicated In the Application	Name of the Dependent if the Transaction is in The name of the Dependent	Date of Communication of the Clearance by The Compliance Officer	Reasons for Non Clearance, if Not cleared	Date of Placement Before Grievance Committee	Number of Securities Actually Traded, if Intimated	Remarks

FORM-VI

(Pursuant To Clause 7.5.3 of the Code)

Register of Waiver of Restriction for Disposal of Securities within 6 Months (30 Days in case of IPO/FPO Allotment) of Acquisition

1	2	3	4	5	6	7	8	9	10
Sl. No.	Name	Designation	Department	Name of the dependent, if the Shares held in the name of Dependent	Number of Shares	Consideration Value	Reasons for waiver	Date of Communication of Waiver	Remarks

FORM-VII

(Pursuant To Clause 7.6(a) of the Code)

Format for Disclosure of Pre-Approved Transactions

(To be submitted within 7 days of transaction /Dealing in Securities of the Company)

Date_____

To,
The Compliance Officer
Housing and Urban Development Corporation Limited

Dear Sir,

DETAILS OF PRE-APPROVED TRANSACTION

Ref: Your Approval letter No. ..... dated.....

I hereby inform you that I:

- **have not bought /sold / subscribed any securities**
- **have bought/sold/subscribed to the .....Securities (give description) as mentioned below on .....(insert date)**

1	2	3	4	5	6
Name of the holder	First or Joint holder **	No. of Securities dealt with	Bought /Sold/ Subscribed	DP ID/Client ID (electronic form) where the securities will be debited or credited or Folio no. for physical securities	Price (Rs.)

** "F" first holder "J" joint holder

In connection with the aforesaid transaction (s), I hereby undertake to preserve, for a period of 3 (Three) Years and produce to the Compliance Officer/SEBI any of the following documents:

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

I declare that the above information is correct and that no provisions of the Company's Insider Trading Code and /or applicable laws /regulations have been contravened for effecting the above said transaction(s).

I declare that I have not entered and would not enter into an opposite transaction i.e. Purchase or Sale in the shares of the Company for a period of 6 Months (30 days in case of IPO/FPO allotment) from the date of this transaction. In case there are any urgent need to sale the securities within said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase/ subscription).

Yours truly,

Signature:.....
Name :.....
Emp Code:.....
Dept/Div.....

FORM A

HOUSING AND URBAN DEVELOPMENT CORPORATION LIMITED
CIN: L74899DL1970GOI005276 ISIN: INE031A01017

FORM A - SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)-Initial disclosure to 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, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relatives to/ others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	Number	
1	2	3	4	5

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

Details of Open Interest (OI) in derivatives of the Company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Date.....

Signature.....

Place.....

Name & Designation.....

FORM - B

HOUSING AND URBAN DEVELOPMENT CORPORATION LIMITED

CIN: L74899DL1970GOI005276 ISIN: INE031A01017

FORM B - SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6 (2) - Disclosure on becoming a Director/KMP/Promoter]

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, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relatives to/ others etc.)	Date of appointment of Director/ KMP or Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/KMP		% of Shareholding
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	Number	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held 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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Date.....

Signature.....

Place.....

Name & Designation.....

FORM - C

HOUSING AND URBAN DEVELOPMENT CORPORATION LIMITED
CIN: L74899DL1970GOI005276 ISIN: INE031A01017
FORM C - SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7(2) read with Regulation 6(2) - Continual disclosure]

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, CIN/DIN & address with contact nos.	Category Of Person (Promoters/ KMP/ Directors/ Immediate relatives to/ Others, etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held Post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares- specify		Date of intimation to Company	Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/ off market/ inter-se transfe
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of Share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	value	Trans-action Type (Buy/ Sale/ Pledge/ Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants Convertible Debentures etc.)	No. and % of Share holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives of the Company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Date.....

Signature.....

Place.....

Name & Designation.....