

SURAJ ESTATE DEVELOPERS LIMITED

INSIDER TRADING POLICY

1. INTRODUCTION:

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the '**Regulations**') under the powers conferred on it under Securities and Exchange Board of India Act, 1992.

The Board of Directors of the Company have adopted this Insider Trading Policy (the "**Policy**") to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Regulations**") as amended from time to time.

The SEBI Regulates an Insider from Trading in the securities of a Company listed on any stock exchange on the basis of any unpublished price sensitive information (UPSI). This policy also provides for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information that would be followed by the Company, for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive information.

This Policy may be modified by the Board of Directors from time to time to adopt best practices and to comply with the SEBI Regulation.

2. DEFINITIONS:

For the purpose of this Policy, the words and expressions given below shall carry the meaning as stated hereinafter: -

- a) "Act" means the Securities and Exchange Board of India Act, 1992
- b) "Board" means the Securities and Exchange Board of India
- c) "Board of Directors" means Board of Director of the Company
- d) "Company" or "the Company" means Suraj Estate Developers Limited
- e) "Compliance officer" means the Company Secretary of the Company for the purpose of administration of Insider Trading Policy.

- f) "Connected person" means-
- (i) Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established -
 - a) an immediate relative of connected persons specified in clause (i); or
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) a member of the board of directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
 - h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - i) a banker of the company; or
 - j) a concern, firm, trust, Hindu undivided family, Company, or association of persons wherein a Director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest.
- g) "Designated Persons" shall include –
- (i) Promoters of the Company
 - (ii) Directors of the Company
 - (iii) Key Managerial Personnel of the Company
 - (iv) Chief Executive Officer (CEO) and Employees of the designation of vice president and above in the Company
 - (v) All support staff of the Company, who have access to Unpublished Price Sensitive information

- (vi) Such other person as may be designated by the Board of Directors from time to time on the basis of their functional role.
- h) “Generally available information” means information that is accessible to the public on a non- discriminatory basis.
- i) “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.
- j) “Insider” means any person who is:
 - (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- k) “Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013.
- l) “Securities” includes Securities such as Shares, Scrips, Stocks, Bonds, Derivatives, Debenture, Debenture Stock of the Company, which are listed on Stock Exchange.
- m) “trading” means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- n) “Trading day” means a day on which the recognized stock exchanges are open for trading.
- o) “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, de-listings, disposals and expansion of business and such other transactions; and
 - (v) changes in key managerial personnel.

Words and Expressions used and not defined in this Policy but defined in the Regulation, Securities and Exchange Board of India Act, 1992, Companies Act, Securities Contracts (Regulation) Act, 1956 or the Depositories Act, 1966 shall have the meanings respectively assigned to them in those legislations, as amended from time to time

3. FUNCTIONS, DUTIES AND RESPONSIBILITIES OF THE COMPLIANCE OFFICER

The Compliance Officer, subject to the supervision of the Board of Directors shall be responsible for –

- a) Setting forth policies, procedures, monitoring adherence to the Policy and Regulations for the preservation of unpublished price sensitive information, approval of trading plan, pre- clearance of trades and monitoring of trades and implementation of this Policy and shall submit quarterly report of the same to the Audit Committee of the Company.
- b) Maintaining the record of the Promoters, Directors, Key Managerial Personnel, Designated Persons and incorporate changes from time to time.
- c) Assisting all employees in addressing any clarifications in the Regulations or this Policy.
- d) Advising all Designated Persons not to trade in securities of the Company when the Trading Window is closed.
- e) To maintain a record of all the intimations / Disclosure and other information received under this Regulation for a period of at least five years.
- f) Obtaining disclosures from Promoters, Directors, Key Managerial Personnel, Designated Persons and to give information, in respect of the disclosures received, to all the Stock Exchanges where the securities are listed, as applicable.

4. RESTRICTION ON COMMUNICATIONS AND TRADING:

- a) **Communication or procurement of unpublished price sensitive information (UPSI)**

- (i) No insiders, Designated Persons and their immediate relatives' persons shall communicate, provide, or allow access to any unpublished price sensitive information, relating to Company or securities, 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 securities of the Company except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (iii) Notwithstanding anything contained in this Policy, 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 sharing of such information 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 sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
- (iv) For the purpose of clause (iii) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of (iii) above, and shall not otherwise trade in securities of the Company when in possession of UPSI.

b) Trading by Insiders when in possession of unpublished price sensitive information

No insider shall trade in securities of the Company when in possession of unpublished price sensitive information.

However the insider may prove his innocence by demonstrating the circumstances including but not limited to the following: –

- (i) The transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of Clause 4(a) of this Policy and both parties had made a conscious and informed trade decision

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. Every Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (ii) The transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of Clause 4(a) of this Policy and both parties had made a conscious and informed trade decision;
- (iii) The transaction was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- (iv) The transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- (v) 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;
- (vi) The trades were pursuant to a trading plan set up in accordance with Clause 5 of this Policy.

5. TRADING PLANS:

- a) 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 behalf in accordance with such plan.
- b) Such trading plan shall –
 - (i) not entail commencement of trading on behalf of the insiders earlier than six months from the public disclosure of the plan;
 - (ii) 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 such financial results;
 - (iii) entail trading for a period of not less than 12 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 of the Company for market abuse.
- c) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of this Policy or “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.
- d) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of this Policy or “Regulations”.

- e) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities of the Company are listed.

- f) Pre-clearance of trade, trading window norms and restriction on contra trade under in accordance with the Regulation, are not applicable for trades carried out in accordance with approved trading plan.

6. DISCLOSURE OF TRADING BY INSIDERS:

a) General Provisions:

- (i) Every public disclosure shall be made in the Form/s as prescribed under the Regulations from time to time.
- (ii) The disclosures to be made by any person under this Policy shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (iii) The disclosure of trading in securities shall also include trading in derivatives of securities and traded value of the derivatives shall be taken into account provided that trading in derivatives of securities is permitted by any law for the time being in force.
- (iv) The disclosures made under this Part shall be maintained by the Company, for a minimum period of five years.

b) Disclosure by certain persons

(i) Initial Disclosures

Every person on appointment as a Key Managerial Person or a Director or Designated Person of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company, as on the date of appointment or becoming such a Designated Person, to the Company, within seven days of such appointment.

(ii) Continual Disclosures

Every Promoter, member of Promoter Group, Designated Persons and Director of every Company, shall disclose to the Company, the number of such securities acquired or disposed off 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 Rupees ten lakh or such other value as may be provided in the Regulation.

- a) The Company shall notify the particulars of such trading to the Stock

Exchange on which the Securities are listed, as applicable, within two trading days of receipt of the disclosure or from becoming aware of such information.

b) 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 b(ii) above.

(iii) The Board of Directors may at its discretion require any other connected person or class of connected persons to make disclosure of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Board of Directors, in order to comply with these regulations.

7. ADDITIONAL DISCLOSURE BY DESIGNATED PERSONS:

Designated Persons shall disclose their names and PAN or any other identifier authorized under law and of the following persons to the Company on an annual basis and as and when the information changes:

- (i) Immediate Relatives;
- (ii) persons with whom such Designated Person(s) shares a Material Financial Relationship; and
- (iii) Phone and mobile numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

***Note:** For the purpose of this clause the term material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

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

The Company,

- a) Shall make prompt public disclosure of unpublished price sensitive

information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available except when otherwise required for the purpose of maintaining the confidentiality of the information.

- b) Shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- c) Shall designate Senior Officer as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- d) Shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e) Shall give appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- f) Shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- g) Shall endeavor to develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
- h) Shall ensure that all the unpublished price sensitive information are handled on a need-to-know basis.
- i) Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations.
- j) A Structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for the said legitimate purposes.

- k) The Board of Directors shall ensure that structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structural digital database shall be preserved till the completion of such proceeding.
- l) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for the purposes of PIT Regulations and due notice shall be given to such person to maintain confidentiality of unpublished price sensitive information and such person are also required to ensure the confidentiality of UPSI shared with them, in compliance with PIT Regulations

9. CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVE

a) Sharing of information on a Need-To-Know-Basis:

The directors/ employees of the Company shall not discuss the matters or developments regarding the Company which in any way relate to Material Information with any other persons, except that are required to be disclosed in performance of his or her duties or under applicable laws or regulations or in legal proceedings.

b) "CHINESE WALL" Procedure

- (i) To prevent the misuse of UPSI, the Company shall adopt the "Chinese Wall" policy which separates those areas / personnel / departments which routinely have access to confidential information, considered part of "inside areas" from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".
- (ii) The employees in the inside area shall not communicate any UPSI to anyone in public area.
- (iii) The employees in inside area may be physically segregated from employees in public area.
- (iv) In exceptional circumstances, employees from the public areas may be allowed to "cross the wall" and given confidential information on the basis of "Legitimate Purpose" criteria, with the permission of the Compliance Officer.

c) TRADING RESTRICTIONS:

- (i) Designated persons may execute trades subject to compliance with this Policy and the Regulations. The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.
- (ii) The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- (iii) The trading window shall be, inter alia, closed at the time of:-
 - a) Declaration of Financial results (Quarterly/half yearly/ Annually)
 - b) Declaration of dividend (interim / Final)
 - c) change in capital structure;
 - d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - e) changes in key managerial personnel;
- (iv) Trading Window may be closed by the Company during such time in addition to the above period, as it may deem fit by the Compliance Officer.
- (v) In respect of declaration of financial results, the Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

d) Pre-clearance of trades:

- (i) When the trading window is open, trading by Designated Persons and their immediate relatives shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above threshold limit.
- (ii) Designated Persons and their immediate relatives shall execute an undertaking in favour of the Company, incorporating, therein, *inter alia*, the following clauses:
 - a) that he/she does not have any access or has not received Unpublished Price Sensitive Information upto 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/she shall inform the Compliance Officer of the change in his/her position and that he/she would completely refrain from dealing in the securities of the Company till the timesuch information becomes generally available;
 - c) that he/she has not contravened any provisions of this Policy and the Regulations;
 - d) that he/she has made a full and true disclosure in the said matter.
- (iii) Designated Persons / their immediate relatives shall execute their transactions in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given failing which the transaction has to be pre-cleared again.
- (iv) Designated Persons / their immediate relatives shall not execute a contra trade during the six months following the prior transaction. In case of emergency the six months holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard provided that such relaxation does not violate this Policy/ Regulations.
- (v) 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 the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable in case of trade executed to exercise stock options.

- (vi) The Board of Director is authorized to stipulate the formats in respect of making application for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for such other matter as may be prescribed either in this Policy or regulation.

e) Preservation of disclosures

The disclosures made under these Policy and Regulation shall be maintained by the Compliance Officer, for a minimum period of five years.

f) How and when people are brought 'Inside' on sensitive transactions

- (i) The Board of Directors shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following:

- a) in the ordinary course of business;
- b) in furtherance of performance of duties;
- c) for discharge of legal obligation(s);
- d) for any other genuine or reasonable purpose as prescribed under this Policy or regulation or as may be determined by the Board of Directors of the Company;

- (ii) Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an "insider" for purposes of this Policy and Compliance Officer shall give due notice to such person in respect of the following:

- a) To make aware such person that the information shared is or would be confidential.
- b) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these

regulations.

- c) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

10. POLICY AND PROCEDURE IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CONTRAVENTION OF THE POLICY:

a) LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

Leak of unpublished price sensitive information (UPSI) shall refer to such act / circumstance(s) by virtue of which an Unpublished Price Sensitive Information is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

b) INQUIRY AND PROCEDURE IN CASE OF LEAK OF UPSI

- (i) UPSI when it is leaked or in case of contravention of the Policy should be proved with evidence to facilitate proper assessment.
- (ii) Any leak of UPSI or contravention of the Policy shall be immediately brought to the notice of Compliance Officer of the Company.
- (iii) On receipt of complaint or on becoming aware of leak of UPSI or contravention of the Policy, the Compliance Officer shall make inquiry based on the evidence.
- (iv) The Compliance Officer may take advice from any external independent agency or professional for conducting inquiry.
- (v) In case of any leak of UPSI or contravention of the Policy by Compliance Officer, the inquiry of the same shall be carried out by Audit Committee or they may authorize any person in this regard.
- (vi) Report on such inquiry shall be submitted to the Chairman of the Audit Committee within 15 days or as soon as possible.

- (vii) The Chairman of the Audit Committee on receipt of report on enquiry, shall convene a Audit Committee meeting and Audit Committee shall review such report and initiate disciplinary proceeding against the person who is in default after providing him reasonable opportunity of being heard.
- (viii) The Disciplinary proceedings initiated by the Audit Committee may include but not limited to wage freeze, suspension, recovery, claw back, termination etc. and such disciplinary proceeding will be in addition to the action to be taken by SEBI, if any. The Audit Committee shall inform the Board of Directors of such leaks, inquiries and result of such inquiries.
- (ix) The Employees of the Company shall report instances of leak of unpublished price sensitive information through whistle-blower mechanism of the Company.

11. Disciplinary proceedings:

Without prejudice to the power of the Board under the Act, the Policy shall empower Board of Directors of the Company to stipulate the sanctions and disciplinary actions, including but not limited to wage freeze, suspension, recovery that may be imposed by the Company for the contravention of the Policy and Regulation. Any amount collected under this Policy and Regulation by the Company shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

12. Review of Regulation and Policy:

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

13. General:

The decision of the Board of Directors with regard to any or all matters relating to this Policy shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend or replace this Policy in part or full, as may be thought fit from time to time in their absolute discretion.

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ANNEXURE - I
DRAFT APPLICATION FORM FOR PRE- CLEARANCE OF TRADES IN
COMPANY'S SECURITIES

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai - 400025

Dear Sir,

I intend to Trade in the Securities of the Company as per the particulars furnished below:

Name(s) of the persons for whom the transaction is to be executed	
PAN No.	
Relationship with the applicant	
No. of shares covered by the transaction	
Nature of transaction for which approval is Sought	Purchase / Sale / Demat / Pledge/ Other
Depository ID No.	
Client ID No.	
Particulars of the broker through whom the transaction is to be executed	Name : Address : Phone No. :

* - *strike out whichever is not applicable*

I enclose necessary documents, containing the particulars in the prescribed format. I request you to kindly pre- clear the above transaction at the earliest.

Thanking you,

Yours faithfully,

Name of the Applicant
Employee Code No. (if applicable):
Contact Number:
Department (if applicable):

Date:

Place:

ANNEXURE - II
(DRAFT UNDERTAKING TO BE ACCOMPANIED WITH EVERY PRE-CLEARANCE APPLICATION, WHEN THE DESIGNATED PERSON IS NOT IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION)

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai - 400025

Dear Sir,

I, _____ being a Designated Person as per the "Suraj Estate Developers Limited – Insider Trading Policy", am desirous of trading in _____ Securities of the Company held in my name/ in the name of my Immediate Relative / in the name of Companies controlled by me or on behalf of any other person as mentioned in my application dated _____ for pre-clearance of the Trade. I hereby confirm/undertake:

- a. to maintain confidentiality of all 'Unpublished Price Sensitive Information' that may come into my possession in the discharge of my duties with the Company;
- b. not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
- c. to report to the Compliance Officer, any non-public information that may be directly received by me;
- d. that I am not in possession and/or I do not have any access to 'Unpublished Price Sensitive Information' upto the date of signing this undertaking;
- e. that in case I have access to or receive '**Unpublished Price Sensitive Information**' after the signing of this undertaking but before the execution of the transaction, I will inform the Compliance Officer of the change in my position and that I will completely refrain from trading in the securities of the Company till such time such information becomes generally available in public domain ;
- f. that I have not contravened the "Suraj Estate Developers Limited – Insider Trading Policy" as notified by the Company from time to time; and
- g. That I have made full and true disclosure in the matter.

(Signature)

Name of the Applicant:
Employee Code No. (if applicable):
Contact Number:
Department:

Date:
Place:

ANNEXURE - III
(DRAFT LETTER OF APPROVAL FROM COMPLIANCE OFFICER)

Date:

To:

Sub : Pre-clearance of transaction in Company's Securities

Ref : Your application dated _____ for pre-clearance of transaction for _____ Securities of the Company in your name / in the name of _____.

With reference to your above application, seeking pre-clearance of your Trade in the Securities of the Company, we hereby accord our approval to the proposed transaction.

You may kindly note that the aforesaid transaction will be executed **within seven (7) trading days** from the date of receipt of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, will be made afresh.

Further the details of the Trade, as per the aforesaid application, needs to be intimated within two working days of the execution of the Trade.

You may kindly note that after the aforesaid transaction, you will not enter into an opposite transaction during the next six months from the date of the aforesaid Trade.

It is presumed that the proposed transaction is in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011; SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other applicable law and Insider Trading Policy of the Company.

Thanking you,

Yours truly,

For Suraj Estate Developers Limited

Compliance Officer

ANNEXURE - IV
(DRAFT LETTER OF REJECTION FROM COMPLIANCE OFFICER)

Date:

To:

Sub: Pre-clearance of transaction in Company's Securities

Ref: Your application dated _____ for pre-clearance of transaction for _____ Securities of the Company in your name / in the name of _____.

With reference to your above application, seeking pre-clearance of your transaction in Securities of the Company, we hereby reject your above application on account of the following reasons:

- 1.
- 2.

Thanking you,

Yours truly,

For Suraj Estate Developers Limited

Compliance Officer

ANNEXURE - V

(DRAFT DISCLOSURE OF COMPLETION OF TRADE)

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai - 400025

Dear Sir,

Sub: Confirmation of date of completion of transaction

I hereby confirm that the transaction for Trading in the Securities of the Company for which, pre-clearance was granted on _____, was completed on _____ by purchasing* / selling* / _____ (any other) _____ (nos.) _____ (Pls mention type of Security) of the Company.

Thanking you,

Yours faithfully,

(Signature)

Name of the Applicant:

Employee Code No. (if applicable):

Contact Number:

Department (if applicable):

Date:

Place:

* - strike out whichever is not applicable

ANNEXURE - VI

**(REPORTING OF FAILURE OF COMPLETION OF TRANSACTION OR
DECISION NOT TO TRADE AFTER OBTAINING APPROVAL FROM THE
COMPLIANCE OFFICER)**

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai - 400025

Dear Sir,

Sub: Reporting of failure to execute transaction

I hereby declare that the approval for Trading in the Securities of the Company for which, pre-clearance was granted on _____, was not completed within 7 (seven) days of receipt of the pre-clearance, due to _____. I shall obtain fresh pre-clearance in the event I wish to execute the said trade again.

Thanking you,

Yours faithfully,

(Signature)

Name of the Applicant:

Employee Code No.:(if applicable)

Contact No:

Department (If applicable)

Date:

Place:

ANNEXURE - VII

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6(2) - Initial Disclosure to the Company]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ Immediate relatives/others etc)	Securities held at the time of adoption of Insider trading Policy by the Company		% of Shareholding
		Type of Security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
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 on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2):

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/ KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/ KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Notes: 1. In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

ANNEXURE - VIII

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]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, 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 Key Managerial Personnel (KMP) or Director or Promoter		% of Shareholding
			Type of Security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
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 at the time of becoming Promoter/appointment of Director/ KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/ KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Notes: 1. In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

ANNEXURE - IX

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, member of Promoter Group, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN / DIN, & address with contact no.	Category of Person (Promoters/ Member of Promoter Group / KMP / Directors/ Immediate relative 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 transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debenture etc.)	No. and % of Share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Value	Transaction Type / Buy / Sale / Pledge / Revoke / Invoke	Type of security (For eg. – 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, member of Promoter Group, 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

Notes: 1. In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

ANNEXURE - X

INITIAL UNDERTAKING BY DESIGNATED PERSONS

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai - 400025

Dear Sir,

Re: Undertaking under the Suraj Estate Developers Limited – Insider Trading Policy

1. I have read and understood the “Suraj Estate Developers Limited – Insider Trading Policy” (“**Policy**”) and undertake to fully comply with the provisions thereof during my association with Suraj Estate Developers Limited (“**Company**”).
2. I also acknowledge that the provisions of the Policy form an integral part of the terms of my service/employment/engagement with the Company and any breach of the Policy would result in a breach of the terms of such service/employment/engagement and I understand and agree to be subject to all the consequences of such a breach.
3. I acknowledge that in the course of my employment/engagement with the Company, I shall come across Unpublished Price Sensitive Information, which would be given to me in confidence, and I undertake that I shall not disclose any Price Sensitive Information received by me to any of my Immediate Relatives.
4. I further undertake that if I gain access to, or receive, any Price Sensitive Information I shall completely refrain from Trading in the securities of the Company till the time such information becomes generally available, in all cases in accordance with this Code.
5. In the event of any breach of the provisions of the Policy by any of my Immediate Relatives, I hereby unconditionally undertake to be fully responsible for the consequences of any such breach as if such breach was

mine and fully indemnify and keep the Company and its Directors from and against all or any penalties/fines/charges/costs that may be imposed or incurred by SEBI or any other statutory authorities under any Act, law or regulation.

6. All disclosures and undertakings made by me are complete and accurate in all respects and I have not withheld information that would make any of my undertakings or disclosures herein, inaccurate.
7. All capitalized terms used herein but not defined shall have the same meaning ascribed to it in the Policy

Yours Sincerely,

Name of Designated Person:
Employee Code No. (if applicable):
Contact number:
Department:
Location:
Date:

ANNEXURE – XI

(UNDERTAKING BY OTHER CONNECTED PERSONS)

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai - 400025

Dear Sir,

Re : Terms of Service

1. We, [*insert name of Connected Person*] are [providing/receiving] [*nature of services/goods to be inserted*] to Suraj Estate Developers Limited (“**Company**”) pursuant to a contract/arrangement entered into between us and the Company (“**Services**”).
2. We hereby acknowledge that we are aware (and that our representatives, employees, affiliates, and advisors are aware or, will be advised by us) that in the course of providing Goods/Services to the Company, we, our representatives, employees, affiliates, and advisors shall be in possession of information and/or documents in any form or manner, which may contain material, non-public information regarding the Company or any affiliate of the Company. We further acknowledge that we are aware and that our representatives, employees, affiliates, and advisors have been advised that applicable securities laws prohibit any person having unpublished price sensitive information about a company from trading with the securities of that company or communicating such unpublished price sensitive information, and we agree to abide by and cause our representatives, employees, affiliates, and advisors, to abide by the terms of such securities laws, including without limitation, the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”), as may be replaced, amended or supplemented from time to time and other applicable laws in relation to insider trading and the acquisition of securities. We hereby acknowledge and undertake that we have in place a code of conduct as per the requirements of PIT Regulations as applicable to us.
3. In the event of any breach of the provisions of (i) this undertaking, or (ii) any applicable securities laws, including the PIT Regulations, by us or any of our representatives, affiliates, employees, directors, officers, advisors, we hereby unconditionally undertake to be fully responsible for the consequences

of any such breach and fully indemnify and keep the Company and its directors, officers, employees, agents, representatives, and affiliates from and against all or any damages on account of such breach, or any penalties/fines/charges/costs/actions that may be imposed or undertaken by the Securities and Exchange Board of India or any other authorities under any Act, law or regulation.

4. We shall promptly notify the Company in the event of any breach of the provisions of (i) this undertaking, or (ii) any applicable securities laws, including the PIT Regulations, by us or our employees, officers, directors, affiliates, representatives, and advisors.
5. We also acknowledge that this undertaking forms an integral part of the terms of our engagement with the Company and any breach of this undertaking would result in a breach of the terms of such engagement and we understand and agree to be subject to all the consequences of such a breach.
6. We also undertake to furnish the information sought for in Appendix ____ of the Insider Trading Policy of the Company.

Yours Sincerely,

[Name of Connected Person]

Contact Number

ANNEXURE – XII
Form D
SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by other connected persons as identified by the company

Name, PAN, CIN / DIN, & address with contact no. of other connected persons as identified by the Company	Connection with the Company	Securities held prior to acquisition / Disposal		Securities acquired/Disposed			Securities held post acquisition / disposal acquisition/d isposal		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 transfer, ESOPs etc.)
		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	Transaction Type / Buy / Sale / Pledge / Revok e / Invoke	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	From		

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

Details of trading in derivatives by other connected persons as identified by the company

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

Notes: 1. In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

ANNEXURE – XIII

In compliance of Clause 7 of the Suraj Estate Developers Limited – Insider Trading Policy:

Details relating to the Designated Person		
a)	Name of the person	
b)	Designation	
c)	Name of the organization and address	
d)	Permanent address	
e)	Current Personal address (if different from (d))	
f)	Permanent Account Number (“PAN”) or any other identifier authorized by law where PAN is not available	
g)	Phone/ Mobile No.	

Details relating to immediate relatives				
Sr. No.	Name of the Person	Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile No.

Details relating to Person with whom the designated person shares a Material Financial Relationship			
Sr. No.	Name of the Person with whom the designated person shares a Material Financial Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile No.

I _____, hereby consent to provide the aforesaid information to the Company and also consent to such information being put on the Digital Database of the Company.

I _____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with insider trading policy of the Company. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

- a. Under any proceedings or pursuant to any order of courts or tribunals;
- b. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- c. In compliance with applicable laws, regulations, rules and requirements;

Name and Signature:

Place:

Date:

ANNEXURE XIV

(DISCLOSURE OF NAMES OF EDUCATIONAL INSTITUTIONS AND NAME OF PAST EMPLOYERS)

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai - 400025

Sub: Clause 7 of the Suraj Estate Developers Limited – Insider Trading Policy

a)	Name	
b)	Designation	
c)	Name & address of the educational institutions of Graduation and above (including institutions of Post – Graduation/Professional Programmes /Diploma, etc.)	
d)	Names and addresses of all Past employers (including training)	

I _____, hereby consent to provide the aforesaid information to the Company and also consent to such information being put on the Digital Database of the Company

I _____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with Insider Trading Policy of the Company. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

- a. Under any proceedings or pursuant to any order of courts or tribunals;
- b. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- c. In compliance with applicable laws, regulations, rules and requirements;

Name and Signature:

Place:

Date:

ANNEXURE – XV

(UNDERTAKING TO BE ACCOMPANIED WITH EVERY PRE-CLEARANCE APPLICATION FOR OFF – MARKET *INTER SE* TRANSFERS BETWEEN DESIGNATED PERSONS)

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai - 400025

Dear Sir,

I, _____ being a Designated Person of the Company, hereby confirm/undertake on behalf of

_____ :

- a) To maintain confidentiality of all 'Unpublished Price Sensitive Information (UPSI)' that is/may come into my possession in the discharge of my duties with the Company;
- b) Not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same.
- c) To report to the Compliance Officer, any non-public information that may be directly received by me.
- d) This transaction is an off – market *inter – se* transfer between Designated Persons who were in possession of the same UPSI without being in breach of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- e) All parties had made a conscious and informed trade decision.
- f) This transaction is a bona fide transaction.
- g) That I have not contravened the “Suraj Estate Developers Limited – Insider Trading Policy” and the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time; and
- h) That I have made full and true disclosure in the matter.

(Signature)

Name of the Applicant:

Date:

Place:

ANNEXURE – XVI

**(UNDERTAKING TO BE ACCOMPANIED WITH EVERY PRE-CLEARANCE
APPLICATION FOR EXECUTING TRADE THROUGH THE BLOCK DEAL
WINDOW)**

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai - 400025

Dear Sir,

I, _____ being a Designated Person of the Company, hereby
confirm/undertake on behalf of

-
- :
- a) To maintain confidentiality of all 'Unpublished Price Sensitive Information (UPSI)' that is/may come into my possession in the discharge of my duties with the Company;
 - b) Not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
 - c) To report to the Compliance Officer, any non-public information that may be directly received by me;
 - d) This transaction carried out through the block deal window of [name the Stock Exchange] between [name the Designated Persons] who were in possession of the UPSI without being in breach of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
 - e) All parties had made a conscious and informed trade decision;
 - f) This transaction is a bona fide transaction;
 - g) That I have not contravened the "Suraj Estate Developers Limited – Insider Trading Policy" and the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time; and
 - h) That I have made full and true disclosure in the matter. (Signature)

(Signature)

Name of the Applicant:

Date:

Place::

ANNEXURE – XVII

**(UNDERTAKING TO BE ACCOMPANIED WITH EVERY PRE-CLEARANCE
APPLICATION FOR EXECUTING TRADE PURSUANT TO A STATUTORY
OR REGULATORY OBLIGATION)**

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai - 400025

Dear Sir,

I, _____ being a Designated Person of the Company, hereby confirm/undertake on behalf of

- a) to maintain confidentiality of all 'Unpublished Price Sensitive Information (UPSI)' that is/may come into my possession in the discharge of my duties with the Company;
- b) not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
- c) to report to the Compliance Officer, any non-public information that may be directly received by me;
- d) this transaction carried out on account of a Statutory or Regulatory Obligation to carry out a bona fide transaction;
- e) this transaction is a bona fide transaction;
- f) that I have not contravened the Suraj Estate Developers Limited – Insider Trading Policy” and the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time; and
- g) That I have made full and true disclosure in the matter.

(Signature)

Name of the Applicant:

Date:

Place:

ANNEXURE – XVIII

UNDERTAKING FOR CREATION/RELEASE OF PLEDGE ON SHARES

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai - 400025

Dear Sir,

[●] (“pledger”), forming part of the promoter/promoter group of Suraj Estate Developers Limited, intends to deal in securities of Suraj Estate Developers Limited by way of creation/release of pledge and request for pre-clearance.

I, [●], _____ [●] _____ (“pledger”), do hereby solemnly state as under:

- a) That the acquisition of shares and/or the creation/release of pledge by [●] is for bona fide and genuine business purpose and that the acquisition of shares is not for the purpose of trading in securities.
- b) That the pledgee is a bank/financial institution/mutual fund/insurance company/non-banking financial companies (“Approved Lender”).
- c) That there is no profit or loss sharing agreement or any other financial agreement with any third party to this effect;
- d) That the proposed pledge/de-pledge does not entail providing access to any unpublished price sensitive information pertaining to Suraj Estate Developers Limited to the lender or any other person;
- e) That the pledgor will follow and comply with all the procedure required for pledging/de-pledging of the securities in favour of the lender and for de – pledging the securities from the existing lender, as may be applicable;
- f) That the pledge/de-pledge will be created in accordance with the provisions of

the applicable laws with appropriate disclosures in compliance with various regulations prescribed by the Securities and Exchange Board of India.

- g) That [●] acknowledges to have fully understood its obligations under the PIT Regulations and Suraj Estate Developers Limited – Insider Trading Policy” and will unconditionally abide by the same.
- h) That [●] has not contravened the Suraj Estate Developers Limited – Insider Trading Policy” as notified by Suraj Estate Developers Limited from time to time.
- i) That the borrowing agreement or any such document entered into by us will not have any adverse effect on Suraj Estate Developers Limited, its directors or shareholders in any manner;
- j) That [●] has not created any other encumbrances on the shares of the Company other than for pledge in accordance with applicable laws,
- k) That [●] has made a full and true disclosure in the matter.

Given under my hand this [●] day of [●], [●].

Capitalised terms used and not defined herein shall have the same as prescribed to it in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”) and Suraj Estate Developers Limited – Insider Trading Policy”.

Yours faithfully,

For [●]

_____ Name:

Designation:

ANNEXURE - XIX

REPORT UPSI RECEIVED DIRECTLY OR INDIRECTLY, TO THE COMPLIANCE OFFICER

To,
The Compliance Officer
Suraj Estate Developers Limited
301, 3rd Floor, Aman Chambers,
Veer Savarkar Marg, Opp. Bengal Chemicals,
Prabhadevi, Mumbai -
400025

Sir,

Sub: Reporting of Unpublished Price Sensitive Information (USPI)

I, __ being a Designated Person as per Suraj Estate Developers Limited – Insider Trading Policy, hereby report the following UPSI received/accessed by me either directly or indirectly which directly or indirectly related to Suraj Estate Developers Limited, or its Securities, that is generally not available, and which on being Generally Available, is likely to materially affect the price of Securities of Company:

Sr. No.	USPI	Information
1	financial results	
2	dividends	
3	change in capital structure;	
4	mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions	
5	changes in key managerial personnel	
6	such other information as may be deemed to be constituted as UPSI by the Board and the Compliance Officer from time to time	

I, __, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with the Suraj Estate Developers Limited – Insider Trading Policy. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

- i. Under any proceedings or pursuant to any order of courts or tribunals;
- ii. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- iii. In compliance with applicable laws, regulations, rules and requirements;

(Signature)

Name of the Applicant:

Date:

Place: