

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDER

1. PRELIMINARY

1.1 Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of Shelter Infra Projects Limited has formulated the Code of Conduct to Regulate, Monitor and Report Trading by Insiders hereinafter called as ***“the Code”***.

1.2 The Code shall come into force w.e.f. 15.05.2015 and the amendments to the code, if any, shall be effective from the date on which it is notified from time to time.

2. DEFINITIONS AND INTERPRETATION

2.1 The Code has been formulated as per the standards envisaged in Schedule B to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter called as ***“SEBI Regulations”***) and the terms or expressions used, unless explicitly defined herein shall have same meaning as defined, interpreted or construed in/for the purpose of the SEBI Regulations . In case of any contradiction the meaning as defined, interpreted or construed in SEBI Regulations shall prevail.

For the sake of convenience and easy reference the following words as defined in the SEBI Regulations are enumerated herein below:

a) ***“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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access;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 Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or

- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in Section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by 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;
- b) **“Designated Employees”** means 'Designated Employee' means: -
- (i) every employee in the top three layers of the management excluding the Directors, whether in whole time employment with the Company or not;
 - (ii) every personal secretary/Executive Assistant to every Employee covered under (i) above;
 - (iii) every Employee irrespective of their grade in the Corporate Finance, Taxation and Accounts departments and Secretarial department; and
 - (iv) any other Employee as may be designated by the Compliance Officer in consultation with the Chairman & Managing Director of the Company considering the scope of the Code;
- c) **“Designated Persons”** means designated employees and connected persons;
- d) **“Director”** means a member of the Board of Directors of the Company;
- e) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis; (Information published on the website of a stock exchange, would ordinarily be considered generally available.)
- f) **“Key Managerial Personnel”** or **“KMP”**, in relation to the company shall mean same as defined under Section 2(51) of the Companies Act, 2013 read with Section 203 of the Companies Act, 2013;
- g) **“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;
- h) **“Insider”** means any person who is:
- a. a connected person; or
 - b. in possession of or having access to unpublished price sensitive information;

- i) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;
- j) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and **“trade”** shall be construed accordingly;
- k) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading where securities of the Company are listed;
- l) **“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;
- m) **“Unpublished Price Sensitive Information”** or **“UPSI”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) material events in accordance with the listing agreement.

3. APPLICABILITY

This Code shall apply to all Designated Employees and other Connected Persons as mentioned in this Code.

4. OBJECTIVE OF THE CODE

The objective of the Code is to regulate, monitor and report trading by Designated Employees and other Connected Persons towards achieving compliance with SEBI Regulations.

5. COMPLIANCE OFFICER

5.1 The Company Secretary shall be the Compliance Officer for the purpose of the Code.

5.2 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.

5.3 A Record of Designated Employees shall be maintained by Corporate-HR under the overall supervision and control of the Compliance Officer and changes taking place in the list from time to time shall be incorporated therein.

5.4 The Compliance Officer shall provide any clarifications with regard to the implementation of this Code.

5.5 The Compliance Officer shall designate a Senior Official of the Company to act as Compliance officer in his absence.

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.

6. PROHIBITION ON FORWARD DEALINGS IN SECURITIES BY DIRECTOR OR KMP

No Director/ Key Managerial Personnel of the company shall buy in the company or in its subsidiary or associate company—

(a) a right to call for delivery or a right to make delivery at a specified price and within a specified time, of a specified number of relevant securities or a specified amount of relevant debentures; or

(b) a right, as he/ she may elect, to call for delivery or to make delivery at a specified price and within a specified time, of a specified number of relevant securities or a specified amount of relevant debentures.

Explanation—For the purposes of this clause, “relevant securities” mean securities of the company in which the concerned person is a Whole-time Director or other Key Managerial Personnel or securities of the subsidiary companies.

7. TRADING IN SECURITIES

No Insider shall trade in securities of the Company when in possession of unpublished price sensitive information except otherwise provided under the SEBI Regulations.

All Designated persons shall conduct all their trading in the securities of the company only in a valid trading window and shall not trade in company’s securities during the periods when trading window is closed, as referred to in clause 8.2 or during any other period as may be specified by the Company from time to time.

Insider submitting the Trading Plan shall also adhere to the conditions as stated in clause 10.

8. TRADING WINDOW

8.1 The trading window shall be closed during the time the information referred to in clause 8.2 becomes generally available.

8.2 The Trading Window shall be *inter-alia* closed ten days prior to following events:

- (a) Board meeting for declaration of financial results;
- (b) Board meeting for declaration of interim dividend or final dividend;
- (c) Board meeting for change in capital structure like issue of securities by way of public/right/bonus, buy-back etc;

- (d) Board Meeting held to approve any mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (e) Any such other material event (in accordance with the listing agreement) as may be deemed fit by the Compliance Officer;

However if the circumstances so warrants the time for closing the window may be increased or decreased with the approval of Compliance Officer and Chairman & Managing Director.

8.3 The trading window shall be opened 48 hours after information referred to in clause 8.2 becomes generally available.

8.4 The trading window restrictions 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.

9. PRE-CLEARANCE OF TRADES

9.1 All Designated Persons who intend to trade in the securities of the company should pre-clear the transactions as per the pre-trading procedure as described hereunder.

9.2 An application shall be made in Form 'PC-I' to the Compliance Officer indicating the estimated number of securities that the Designated Persons intends to trade in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

9.3 All Designated Persons shall execute their order in respect of securities of the company within seven trading days after the approval of pre-clearance is given. If the order is not executed within the aforementioned specified period, the Designated person must pre-clear the transaction again by following the above procedure

9.4 In case the Designated Persons or his/ her immediate relative decides not to execute the trade after securing pre-clearance, he/ she shall inform the Compliance Officer of such decision alongwith reasons thereof immediately.

9.5 No Designated Persons shall apply for pre-clearance of any proposed trade when the trading window is closed or if he/ she is in possession of unpublished price sensitive information.

9.6 Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the application for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

9.7 It shall be the responsibility of Designated Employees to ensure compliance of clauses 8.1 to 8.4 above in case of their immediate relatives also.

9.8 All Designated Persons who buy or sell any number of securities of the company shall not execute a contra trade i.e. sell or buy any number of securities during the next six months following the prior transaction.

9.9 The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the SEBI Regulations.

9.10 Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

10. Trading Plans

10.1 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.

10.2 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.

10.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the SEBI 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.

10.4 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.

10.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan within 7 days of such approval to the stock exchanges on which the securities are listed.

11. REPORTING AND DISCLOSURE REQUIREMENTS

11.1 Disclosure Requirements

Initial Disclosures

By Whom to whom	What to be disclosed	When to be disclosed	Form
On becoming Promoter/ appointed as Director/ KMP to the Company	Holding of securities of the Company as on date of appointment or becoming Promoter	Within seven days of such appointment or of becoming Promoter	Form B

Continual Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Promoter/ Director/ KMP / Employee (and also immediate relatives of such person) to the Company	Number of such securities acquired or disposed	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 lakh or such other value as may be specified. <i>*disclosure of incremental transactions shall be made when transactions effected after the prior disclosure cross the threshold specified above.</i>	Form C
Company to Stock Exchange on which its security is listed	Particulars of the trading disclosure received from the Promoter/ Director/ KMP / Employee (and also immediate relatives of such person)	Within two trading days of receipt of disclosure or becoming aware of such information	Form C

Disclosure by other Connected Persons

By Whom	What to be disclosed	When to be disclosed	Form
other Connected Persons to the Company	Disclosures of holdings and trading in securities	Within 7 days of their attaining the status of other connected persons or 7 days of executing such trade	Form D

11.2 The Compliance Officer shall maintain records of all the disclosures/ declarations/ undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.

11.3 The Compliance Officer shall report to the Board of Directors for the purpose of the Code and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board annually.

MISCELLANEOUS

12. Penalty for Contravention of the Code

12.1 All Designated Employees and Connected Persons who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company.

12.2 All Designated Employees who violate this Code of Conduct shall also be subject to disciplinary action by the company, which may include wage, salary freeze, suspension, withholding of promotions etc.

12.3 In case it is observed by the Company and/or Compliance Officer that there has been violation of the SEBI Regulations, SEBI shall be informed by the Company.

13. Uploading of the Code on Company's Website

This Code and any amendments thereto shall be available on the website of the Company.

14. Compliance with the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Any communication, dissemination of unpublished price sensitive information by Designated Persons shall be disclosed only in adherence to the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" except such communication, dissemination is required statutorily.