



## **INSIDER TRADING CODE**

**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PREVENTION OF INSIDER TRADING IN SECURITIES AND CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”) AND POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES – PURSUANT TO SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS 2015**

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**(CODE OF INTERNAL PROCEDURE AND CONDUCT FOR PREVENTION OF INSIDER TRADING IN  
SECURITIES OF YURANUS INFRASTRUCTURE LIMITED)**

## **1. Introduction**

“Insider Trading” in general means an act of dealing in the securities of a Company based on some unpublished price sensitive information to which a person may be previously known. The Securities and Exchange Board of India (SEBI), has issued the SEBI (Prohibition of Insider Trading) Regulation, 2015 on 15.01.2015 which shall be effective from 15.05.2015. This Regulation requires all the listed Companies to set up an appropriate mechanism and to frame and enforce a policy of internal procedures and conduct so as to curb Insider Trading.

## **2. The Policy and Obligations:**

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

Every “Insider”, as defined in the SEBI Insider Trading Regulations, has a duty to safeguard the confidentiality of all such information(s) obtained in the course of his/her work at the Company or by virtue of his/her relationship with the Company. No Insider shall use his/her position with or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Such persons are prohibited from communicating and/or counselling

To achieve these objectives, Yuranus Infrastructure Limited (hereinafter referred to as “the Company”) hereby notifies this “Insider Trading Code”.

- 2.1 This Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities may be known as “Insider Trading Code”.
- 2.2 The purpose of this Code is to ensure that all persons associated with the Company are strictly in compliance with the SEBI regulations mentioned as above, prevention of Insider Trading in securities of the Company and Maintenance of Confidentiality of unpublished price sensitive information.
- 2.3 The principle that each person should keep in mind is that he/she will not use his/her position, knowledge or information about YIL for his/her personal gain or provide benefit to a third party.

## **3. Applicability**

This Insider Trading Code will be applicable to Directors/Officers/KMP/Designated Employees and their dependent relatives as defined herein.

## **4. Definitions**

In this Code, unless the context otherwise requires:

- **“Act”** means the Companies Act, 2013, Rules framed thereunder & any amendments thereto. **“Board of Directors”** means the Board of Directors of Yuranus Infrastructure Limited
- **“Company”** means ‘Yuranus Infrastructure Limited.’

- **“Code”** means Code of Internal Procedure and conduct for regulating, monitoring and reporting of trading by insider of Yuranus Infrastructure Limited also referred as “Insider Trading Code, 2015.”
- **“Compliance Officer”** means KMP designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliances under SEBI Insider Trading Regulations (“these Regulations”) and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

Explanation – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

- **“Connected Person”** and **“Deemed Connected Person”** means any person who is or has during the past six months, been associated with the Company, directly or indirectly, or in any capacity including by reason of frequent communication with officers of the Company or by being in any contractual, fiduciary or employment relationship or being a director, officer or an employee of the Company or holds any position including a professional or business relationship with the Company (whether temporary or permanent), that allows such person, directly or indirectly, access to unpublished price sensitive information of the Company or in relation to securities of the Company;

Any person(s) falling within the following categories shall be deemed to be connected persons, unless the contrary is established:

- (a) an immediate relative of Connected Persons; or
  - (b) a holding company or associate company or subsidiary company; or
  - (c) an intermediary as specified in Section 12 of the SEBI 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- **“Chief Investors Relations Officer”** means Compliance Officer of the Company.
  - **“Designated Persons”** means and includes:
    - (a) All Directors;
    - (b) Key Managerial Personnel (KMPs) as per Companies Act, 2013;
    - (c) All employees of Dy. General Manager Cadre and above;

- (d) Every employee in the Finance & Accounts, Company Secretarial & Legal & I.T. Departments
  - (e) Promoters and members of Promoter Group of the Company;
  - (f) Persons in contractual, fiduciary or advisory relationship with the Company i.e. consultants, retainers, auditors, law firms, analysts, consultants, Banks etc.;
  - (g) Other persons as designated by the Chairman of the Board of Directors in consultation with Compliance Officer of the Company, from time to time; and
  - (h) Immediate relatives of persons covered under clause (a) to (g) above.
- **“Dealing in securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent.
  - **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis.
  - **“Insider”** means any person who is:
    - (a) a connected Person; or
    - (b) in possession of or having access to unpublished price sensitive information.
  - **“Immediate Relatives”** 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.
  - **“Key Managerial Personnel”** or **“KMP”** means personas defined in Section 2(51) of Co. Act, 2013;
  - **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
  - **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification(s) thereof;
  - **“Regulations”** shall mean **“Regulations”** means the SEBI (Prohibition of insider trading) Regulations, 2015, as amended from time to time.
  - **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
  - **“Trading day”** means a day on which the recognized Stock Exchanges are open for Trading.
  - **“Trading in Securities”** or **“Trade”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company, either as principal or agent, including by way of pledging;
  - **“Trading Window”** means a trading period for trading in Company’s Securities as specified by the Company from time to time (see Para 7 below).
  - **“Trading Plan”** is a plan formulated by an Insider and presented to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on behalf of the Insider in accordance with such plan as per Clause 5(1) of the SEBI Regulations.

- **“Unpublished price sensitive information”** 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 followings;
  - (a) Financial results of the company;
  - (b) Dividends (both interim and final);
  - (c) Change in capital structure;
  - (d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - (e) Change in key managerial personnel
  - (f) Such other information as determined by the Board of Directors/Managing Director/Chief Operating Officer/Chief Financial Officer from time to time. (Regulation 2(1)(n)).

Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, 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 legislations.

## **CONFIDENTIALITY OF PRICE SENSITIVE INFORMATION:**

### **5. Compliance Officer:**

- 5.1 “Compliance officer” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations.
- 5.2 The Compliance Officer shall be responsible for
  - ✓ Setting forth policies, framing rules and procedures;
  - ✓ monitoring adherence to the rules for the preservation of “Price Sensitive Information”;
  - ✓ pre-clearing of proposed trades of Officers and Designated Employees and their dependents and monitoring of trades after pre-clearance; and
  - ✓ Implementation of this Policy under the overall supervision of the Board of Directors of the Company.
- 5.3 The Compliance Officer shall maintain record of the Officers and Designated Employees and any changes therein.
- 5.4 The Compliance Officer shall maintain records of all the Applications, Undertakings, Declarations etc. submitted by Officers and Designated Employees and their dependents for a period of five years from the date of receipt of the document.
- 5.5 The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Company’s Code of Conduct. 5.6 The Managing Director / Compliance Officer shall inform the SEBI of any violation of the Regulations and rules made thereunder.

## **6. Preservation of “Price Sensitive Information:**

No designated person shall pass on any 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.

6.1 No designated person shall communicate or counsel any unpublished price sensitive information to any person except those within the Company who need to know basis, i.e. Unpublished Price Sensitive Information should be communicated only to those Designated Persons and/or to such other persons who need the information in furtherance of their legitimate purpose, performance of duties or discharge of their legal obligation and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

6.2 All Designated persons will have to keep the files containing confidential information relating to price sensitive information fully secured. Computer files must be kept with adequate security of login and password etc.

## **TRADING RESTRICTIONS:**

### **7. Trading Window:**

The Designated persons shall be subject to Trading restrictions in the following manner –

The trading window shall be closed from the end of every quarter till 48 hours after the declaration of financial results in case of:

- (a) Board Decision of declaration of Financial Results (Quarterly, Half yearly and Annual) and the trading window will be closed from the date of Intimation of the Board Meeting given to the Stock Exchanges and shall remain closed upto 48 hours after the publication of the price sensitive information–
- (b) Board Decision on recommendation of Dividends (interim and final)
- (c) Board decision on any major expansion plan or execution of new project
- (d) Board decision on amalgamation, mergers, de-merger, acquisition, takeovers and buy back
- (e) Board decision on disposal of the whole or substantially the whole of the undertaking
- (f) Board decision on any event and / or changes in policies, plans or operations of the Company Trading window may be closed by the Company during such time in addition to the above period as it may deem fit from time to time.

Trading window may be closed by the Company during such time in addition to the above period as it may deem fit from time to time.

### **8. Restriction on Trading:**

8.1 No Designated Person shall conduct any dealing in the securities of the Company during the closure of the Trading window.

8.2 Procedure for enquiry in case of **leak of UPSI:**

The Compliance Officer in consultation with the Managing Director of the Company shall formulate written policies and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information, which shall be approved by Board of Directors of the Company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.



### 8.3 Digital Database:

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 under this Regulation 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 secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.

## 9. Pre-clearance of Trades:

- 9.1 All Designated Persons who intends to conduct Trading either in his/her own name or in the name of his/her Immediate Relative(s) may trade or deal in the securities of the Company exceeding the aggregate value in excess of Rs.10,00,000/- (Rupees Ten Lakh only) within calendar quarter will have to make an application as specified in **Annexure - I** to the Compliance Officer for pre-clearance of the transactions.
- 9.2 Only after receiving the clearance as per format attached herewith vide **Annexure-II**, the transaction should be carried out.
- 9.3 The execution of the order in respect of the security of the Company will have to be completed within 7 trading days of approval of pre-clearance failing, which it will have to be cleared again. They shall file the details of such deal with the Compliance officer within 2 days of execution of the deal as per format specified in **Annexure-III** In case of the transaction pre-cleared is not undertaken, a report shall be filed to that effect.
- 9.4 The investment in securities will have to be held for a minimum period of 30 days from the date of purchase / actual allotment.
- 9.5 In case of personal emergency the 30 days holding period may be waived by the Compliance Officer after recording his reasons in this regard. For this person shall make an application in **Annexure – IV**.
- 9.6 All Designated Persons who buy or sell any number of shares of the Company shall not enter into a contra trade (opposite transactions) i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.
- 9.7 In case of subscription in the primary market, all Designated Persons must hold their investments in securities of the Company for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- 9.8 In case sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard.
- 9.9 As an exception to the condition that a Designated Person shall not trade when in possession of unpublished price sensitive information, any Designated Person may subject to prior approval of a Trading Plan by the Compliance Officer and public disclosures shall commence trading on his or her behalf in the securities of the Company as per the approved Trading Plan during a period of 12 months (excluding the Trading Window closure period) provided that such trading plan shall not commence earlier than 6 months from such Trading Plan approval and such Trading plan(s) shall be irrevocable and to be mandatorily implemented.

Trading Plan shall not entail trading for the period between the twentieth trading days prior to the last day of any financial period for which results are required to be announced and the second trading day after the disclosure of such financial results. Trading Plan shall not entail overlap of any period for which another trading plan is already in existence. Trading Plan shall also mandatorily 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. Trading Plan shall not entail trading in securities market for abuse.

The implementation of Trading Plan shall not commence, if any unpublished price sensitive information in possession of Insider at the time of formulation of trading plan has not become public. In such cases, Compliance officer shall confirm deferment of such plan until unpublished price sensitive information becomes public.

## **REPORTING AND STATUTORY DISCLOSURE REQUIREMENTS:**

### **10. Reporting and approvals:**

- 10.1 All Designated persons will have to forward details of their securities transactions including the statement of their dependent family members to the Compliance Officer in the following manner:
- 10.2 All holdings of securities in this Company by the person concerned at the time of joining and by other within a period of 30 days.
- 10.3 Annual Statement of all holdings in securities of the Company by the designated person shall be submitted within 30 days of the close of the Financial Year.
- 10.4 The Compliance Officer shall maintain records of all the declarations given by the Designated Persons for a minimum period of 5 (Five) Years.
- 10.5 The Compliance Officer shall place before the Chairman of the Board on quarterly basis all the details of the trading in the Securities of the Company received from the Designated Persons and their immediate relatives and details of such persons who have submitted trading plans as envisaged in this Code.

### **11. Statutory Disclosure Requirements:**

The following disclosures shall be made to the Compliance Officer and Stock Exchanges as required:

#### **A. Initial Disclosures:**

<b>By Whom</b>	<b>What to be disclosed</b>	<b>When to be disclosed</b>	<b>Form</b>
Every Promoter, Key Managerial Personnel and Director	Number of Shares or voting rights held by such person	Within 30 working days of the regulation become effective.	A
Every person on appointment as a Key Managerial Personnel or Director or Promoter of the Company.	Number of shares or voting rights held by such Person.	Within 7 working days of becoming a Director or KMP or Promoter of the Company.	B



## B. Continual Disclosures:

By Whom	What to be disclosed	When to be disclosed	Form
Every Promoter, Designated person and Director	<ul style="list-style-type: none"> <li>Number of Shares or voting rights held; and</li> <li>Change in shareholding or voting rights. (whether in one transaction or a series of transactions over a calendar quarter, aggregates to a traded vale in excess of Rs.10.00 lacs or such value as may be specified by SEBI Insider Trading Regulations)</li> </ul>	Within 2 trading days of: <ul style="list-style-type: none"> <li>Receipt of intimation of allotment of Shares or</li> <li>Acquisition or sale of Shares or voting rights, as the case may be.</li> </ul>	C
Other class of connected person or connected person	<ul style="list-style-type: none"> <li>Number of Shares or voting rights held; and</li> <li>Change in shareholding or voting rights</li> </ul>	Within 2 trading days of: <ul style="list-style-type: none"> <li>Receipt of intimation of allotment of Shares or</li> <li>Acquisition or sale of Shares or voting rights, as the case may be.</li> </ul>	D

### Disclosure by Company to Stock Exchange:

The information received as per above disclosure shall be intimated to all stock exchanges on which the Shares of the company are listed within two working days of receiving the same.

### C. Annual Disclosures by Designated Person:

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

- a) Immediate Relatives
- b) Persons which whom such designated person(s) shares a material financial relationship; and

Phone, mobile and cell numbers which are used by them

Designated persons shall also disclose on a one time basis the names of educational institutions from which designated persons have graduated and names of their past employers.

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.

The Compliance Officer may require any other Connected Person to disclose the holdings and trading in securities of the Company at such frequency as he may determine.

Annual Disclosure to be made in **Annexure V** as prescribed in the SEBI (PIT) Regulations and annexed hereto.

## **MISCELLANEOUS:**

### **12. Penalty for Contravention of the Code:**

12.1 Designated Persons who trade in securities or communicate any information for trading in securities in contravention of this Code of Conduct will be penalized and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to show-cause. They shall also be subject to disciplinary action including Wage/salary freeze, suspension, dismissal, recovery, claw back, in-eligibility for future participation in E.S.O.P. etc.

12.2 Each such case will be identified and reported by the Compliance Officer to the Audit Committee as soon as he comes to know. Thereafter, the Audit Committee will review the case and decide on appropriate action and recommend the action to the Board of Directors.

In addition to the action, which may be taken by the Company, the persons violating these Regulations will also be subject to action by SEBI under SEBI Insider Trading Regulations.

### **13. Process on how and when people are brought “inside” on sensitive transactions:**

The Compliance Officer in consultation with Managing Director of the Company 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 duty(ies);
- (c) for discharge of legal obligation(s).
- (d) for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.
- (e) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

### **14. Intimation of Duties, Responsibilities and Liabilities of Persons brought inside on sensitive transactions:**

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 Code and due notice shall be given to such persons, in the format as set out in by the Compliance Officer in consultation with the Managing Director of the Company;

- (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.

### **15. Internal Control System:**

The Managing Director shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these code and Prohibition of Insider Trading regulations to prevent insider trading.

### **16. Review of Compliances of Code and verification of Internal Control System:**

The Audit Committee shall review compliance with the provisions of this Code and SEBI Insider Trading Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

- 17.** The company is already having whistle blower policy for employees to report instances of leak of unpublished price sensitive information.

**THIS CODE IS ONLY FOR INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUES.**

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## ANNEXURE- I

### APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES OF THE COMPANY (For use by Designated Persons including immediate relatives)

To,  
The Compliance Officer,  
Yuranus Infrastructure Limited  
Though Division/Department Head

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders. I am desirous of dealing in the below-mentioned securities of the Company in my own name or on behalf of my dependent family member (write name of family member and relationship) and seek your approval to acquire/ purchase/ sell them.

1	Name of the Directors / Designated Persons / immediate relatives / others	
2	Designation	
3	DIN / Employee Code	
4	Department and Location	
5	PAN	
6	Address	
7	Number and value of securities held in the Company as on date	
8	Mode in which securities are held	Physical/Demat
9	Folio / DP Id. No. and Client Id No	
10	The proposal is for ---- (please tick proper option)	(a) Acquisition in open market (b) Acquisition in off market (c) Sale in the open market (d) Sale in off market (e) Subscription to the securities
11	Proposed date of the deal	
12	Estimated no. of securities proposed to be acquired / sold / subscribed	
13	Price at which the transaction is proposed	
14	Proposed mode of dealing in securities (physical or demat)	
15	Name and address of the Broker (if the deal is to be in the open market) and his SEBI Regn. No.	Name of the Depository DP ID Client ID

I/ We declare that I/ we have complied with the requirements of Company's "Code of Conduct to Regulate, Monitor and report trading in securities by designated persons and immediate relatives of designated persons and code of practice and procedures for fair disclosures of unpublished price sensitive information" based on the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 including amendments thereof. I am executing an Undertaking as required and enclose herewith.

You are requested kindly to give your permission to trade in the equity shares/ other securities of the Company as requested above.

Thanking you,

Yours faithfully,

**Date:**

**Place:**

**Signature of the Employee**

**Encl. Duly executed Undertaking.**

## Undertaking

To,  
The Compliance Officer

With reference to my application dated \_\_\_\_\_ for pre-clearance of trade for purchase/  
Sale of \_\_\_\_\_ equity shares of the Company, I confirm, declare and undertake as  
follow:

- (a) That I do not have any access or has not received "Price-sensitive information" up to the time of signing the Undertaking.
- (b) That in case I have access to or receive "Price-sensitive information" after the signing of the Undertaking but before the execution of the transaction, I shall inform you the change in my position and I shall completely refrain from trading in the securities of the Company till such information becomes public.
- (c) That I have not contravened the provisions of the code of conduct to regulate, monitor and report trading in securities by designated persons and immediate relatives of designated persons and code of practice and procedures for fair disclosures of unpublished price sensitive information pursuant to the requirements of the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 including amendments thereof.
- (d) that I/We shall hold my/our investments in Securities for a minimum period of six months from the date of acquisition;

or

that I/We have complied with the requirement of minimum holding period of 6 months from the date of acquisition with respect to securities sold;

- (e) I hereby declare that I shall execute my order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, I undertake to obtain pre-clearance for the transaction again.
- (f) that I/We undertake to submit the necessary report within two trading days of execution of the transaction or a Nil report if the transaction is not undertaken;
- (g) that I/We are aware that, I/We shall be liable to face penal consequences as set forth in the Code including disciplinary action, wage freeze, suspension etc. under the Code, in case the above declarations are found to be misleading or incorrect at any time;
- (h) that I/We undertake not to transact in securities in sanctioned period in case trading window is declared closed subsequently;
- (i) I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

**Signature of the Employee**

**Date:**

**Place:**

**ANNEXURE - II**

**FORMAT FOR PRE- CLEARANCE ORDER**

To,

Name:

Designation:

Place:

This is to inform you that your request for trading in \_\_\_\_\_(numbers) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 (seven) trading days from today and pursuant to this Code, you shall not enter in to the contra trade within the 6 months of such trade.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a “Nil” report shall be necessary.

Yours faithfully,

**For, Yuranus Infrastructure Limited**

**Compliance Officer**

**Date:**

**Place:**



### ANNEXURE - III

#### FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,  
The Compliance Officer,  
Yuranus Infrastructure Limited,

I hereby inform that:

- I have not bought/sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ (date)

Name of holder or Name of Immediate Relative if transaction is in the name of immediate relative.	PAN	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID/CLIENT ID/ Folio no.	Price (Rs)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any or all 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).
5. Any other document in connection with the transaction.

I declare that the above information is correct and that no provisions of the Company's Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of the Company and/or applicable laws/regulations have been contravened for effecting the above said transaction(s). I agree not to execute a Contra Trade within a period of 6 months from the date of trade.

Yours faithfully,

\_\_\_\_\_  
**Name:**  
**Address:**  
**Email & Telephone No:**

**Date:**  
**Place:**

\* Strike off whichever is not applicable.

**ANNEXURE – IV**  
**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

**Date:** \_\_\_\_\_

To,  
The Compliance Officer.  
Yuranus Infrastructure Limited  
Through Division / Department Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of by 30 days as required under Clause 9.5 of the Code of Conduct for prevention of insider trading with respect to \_\_\_\_\_ Shares of the Company held by me/ (Name of relative) \_\_\_\_\_ singly/jointly acquired by me on \_\_\_\_\_ (Date). I desire to deal in the said shares on account of \_\_\_\_\_ (Give reasons).

Thanking You,  
Yours faithfully,

\_\_\_\_\_

**Name:**  
**Designation:**  
**Department:**

**Date:**  
**Place:**

**ANNEXURE – V**  
**ANNUAL DISCLOSURE BY DESIGNATED PERSON**

**Information Form from Designated Persons pursuant to Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders**

(Kindly read instructions given below before filling the form)

- Please fill details asked for in the form correctly.
- Add additional rows/ columns if required.
- Wherever a point is not applicable, state the same.
- Check the information details carefully before final submission.
- For clarification on any point, contact the Company Secretary.

**(A) Details of Employee:**

1. Name	
2. Employee ID	
3. Mobile No.	
4. Phone No.	
5. E-mail ID	
6. Permanent Account Number (PAN)	
7. No. of Shares held	
8. Details of Educational Institutions from which graduated (Pls. specify with Degree):	
9. Names of past employers	

**(B) Details of Spouse**

1. Name	
2. PAN	
3. No. of Shares held	
4. Mobile No.	
5. Phone No.	

## Details of Immediate Relatives

(To be provided only if any of whom is either dependent financially on employee, or consults employee in taking decisions relating to trading in securities otherwise write Not Applicable):

<b>1. Father of Employee*</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 20%;"><b>Name</b></td><td></td></tr> <tr><td><b>PAN</b></td><td></td></tr> <tr><td><b>Mobile No.</b></td><td></td></tr> <tr><td><b>Phone No.</b></td><td></td></tr> </table>	<b>Name</b>		<b>PAN</b>		<b>Mobile No.</b>		<b>Phone No.</b>			
<b>Name</b>											
<b>PAN</b>											
<b>Mobile No.</b>											
<b>Phone No.</b>											
<b>2. Mother of Employee*</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 20%;"><b>Name</b></td><td></td></tr> <tr><td><b>PAN</b></td><td></td></tr> <tr><td><b>No. of shares</b></td><td></td></tr> <tr><td><b>Mobile No.</b></td><td></td></tr> <tr><td><b>Phone No.</b></td><td></td></tr> </table>	<b>Name</b>		<b>PAN</b>		<b>No. of shares</b>		<b>Mobile No.</b>		<b>Phone No.</b>	
<b>Name</b>											
<b>PAN</b>											
<b>No. of shares</b>											
<b>Mobile No.</b>											
<b>Phone No.</b>											
<b>3. Brother of Employee* (in case more than one brother, pls. provide details of all.)</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 20%;"><b>Name</b></td><td></td></tr> <tr><td><b>PAN</b></td><td></td></tr> <tr><td><b>No. of shares held</b></td><td></td></tr> <tr><td><b>Mobile No.</b></td><td></td></tr> <tr><td><b>Phone No.</b></td><td></td></tr> </table>	<b>Name</b>		<b>PAN</b>		<b>No. of shares held</b>		<b>Mobile No.</b>		<b>Phone No.</b>	
<b>Name</b>											
<b>PAN</b>											
<b>No. of shares held</b>											
<b>Mobile No.</b>											
<b>Phone No.</b>											
<b>4. Sister of Employee* (in case more than one sister, pls. provide details of all.)</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 20%;"><b>Name</b></td><td></td></tr> <tr><td><b>PAN</b></td><td></td></tr> <tr><td><b>No. of shares held</b></td><td></td></tr> <tr><td><b>Mobile No.</b></td><td></td></tr> <tr><td><b>Phone No.</b></td><td></td></tr> </table>	<b>Name</b>		<b>PAN</b>		<b>No. of shares held</b>		<b>Mobile No.</b>		<b>Phone No.</b>	
<b>Name</b>											
<b>PAN</b>											
<b>No. of shares held</b>											
<b>Mobile No.</b>											
<b>Phone No.</b>											
<b>5. Child (including step-child* (in case more than one child, pls. provide details of all.)</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 20%;"><b>Name</b></td><td></td></tr> <tr><td><b>PAN</b></td><td></td></tr> <tr><td><b>No. of shares held</b></td><td></td></tr> <tr><td><b>Mobile No.</b></td><td></td></tr> <tr><td><b>Phone No.</b></td><td></td></tr> </table>	<b>Name</b>		<b>PAN</b>		<b>No. of shares held</b>		<b>Mobile No.</b>		<b>Phone No.</b>	
<b>Name</b>											
<b>PAN</b>											
<b>No. of shares held</b>											
<b>Mobile No.</b>											
<b>Phone No.</b>											
<b>6. Father of Employee's Spouse</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 20%;"><b>Name</b></td><td></td></tr> <tr><td><b>PAN</b></td><td></td></tr> <tr><td><b>No. of shares held</b></td><td></td></tr> <tr><td><b>Mobile No.</b></td><td></td></tr> <tr><td><b>Phone No.</b></td><td></td></tr> </table>	<b>Name</b>		<b>PAN</b>		<b>No. of shares held</b>		<b>Mobile No.</b>		<b>Phone No.</b>	
<b>Name</b>											
<b>PAN</b>											
<b>No. of shares held</b>											
<b>Mobile No.</b>											
<b>Phone No.</b>											
<b>7. Mother of Employee's Spouse</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td style="width: 20%;"><b>Name</b></td><td></td></tr> <tr><td><b>PAN</b></td><td></td></tr> <tr><td><b>No. of shares held</b></td><td></td></tr> <tr><td><b>Mobile No.</b></td><td></td></tr> <tr><td><b>Phone No.</b></td><td></td></tr> </table>	<b>Name</b>		<b>PAN</b>		<b>No. of shares held</b>		<b>Mobile No.</b>		<b>Phone No.</b>	
<b>Name</b>											
<b>PAN</b>											
<b>No. of shares held</b>											
<b>Mobile No.</b>											
<b>Phone No.</b>											

8. Brother of Employee's Spouse* (in case more than one brother, pls. provide details of all.)	Name	
	PAN	
	No. of shares held	
	Mobile No.	
	Phone No.	
9. Sister of Employee's Spouse* (in case more than one sister, pls. provide details of all.)	Name	
	PAN	
	No. of shares held	
	Mobile No.	
	Phone No.	

\* To be provided only if any of whom is either dependent financially on employee, or consults employee in taking decisions relating to trading in securities otherwise write Not Applicable.

### (C) Person with whom Employee Shares a material financial relationship

(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 from employee during the immediately preceding twelve months, equivalent to at least 25% of annual income of employee but shall exclude relationships in which the payment is based on arm's length transactions.)

1. Name	
2. PAN	
3. No. of shares held	
4. Mobile No.	
5. Phone No.	

#### Declaration cum Undertaking:

I hereby declare that the details furnished above are true and correct to the best of my knowledge and belief and I undertake to inform the Company of any changes therein, immediately. In case any of the above information is found to be false or untrue or misleading or misrepresenting, I am aware that I may be held liable for it. Further, I undertake not to deal in securities of the Company when I am in possession of unpublished price sensitive information and shall always abide by the Company's code of conduct for prevention of insider trading in letter and spirit.

Signature:

Date