

**CODE OF
PRACTICES AND
PROCEDURES FOR
FAIR DISCLOSURE OF
UNPUBLISHED PRICE
SENSITIVE
INFORMATION**

(Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

(Approved by Board of Directors on 28th March, 2019 and applicable w.e.f. 1st April, 2019)

GANESH HOUSING CORPORATION LTD.



MANAGING DIRECTOR

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Board of Directors of Ganesh Housing Corporation Limited (the "Company") are expected to manage the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all the stakeholders. The Company has been committed to transparency and fairness in dealing with all stakeholders

1. Preface:

- 1.1 Securities and Exchange Board of India ("SEBI") vide its Notification No. LAD-NRO/GN/2014-15/21/85, dated 15th January, 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 15th May, 2015, applicable to all Companies whose securities are listed on Stock Exchanges.
- 1.2 Regulation 8 of Chapter-IV of SEBI (Prohibition of Insider Trading) Regulation, 2015, provides for the formulation of a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as the "Code") by adopting the Principles as set out in Schedule A to the said Regulations.
- 1.3 The Company endeavors to preserve the confidentiality of un-published price sensitive information and prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid regulations, the Board of Directors of Ganesh Housing Corporation Limited adopted the Code by passing a circular resolution on 13th May, 2015 which became applicable with effect from 15th May, 2015.
- 1.4 Thereafter, SEBI notified SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018 on 31st December, 2018. In order to comply with the said amendment, the Board of Directors of the Company at its meeting held on 28th March, 2019, has approved the revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (First Amendment).
- 1.5 Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulation, 2015 or any other provisions referred in this Code shall automatically apply to this Code unless it requires major revision.

2. Applicability

This Code shall be applicable with effect from **1st April, 2019**.

3. Definitions:

- 3.1 '**Company**' means Ganesh Housing Corporation Limited;
- 3.2 '**Compliance Officer**' for the purpose of these regulations means the Compliance Officer under GHCL Insider Code;
- 3.3 '**Generally Available Information**' means information that is accessible to the public on a non-discriminatory basis, such as information published on the website of the Stock Exchanges, would ordinarily be considered generally available;
- 3.4 '**Regulations**' means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment thereof;



- 3.5 **‘SEBI LODR’** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment thereof;
- 3.6 **‘Securities’** means Equity Shares of the Company listed or proposed to be listed on Stock Exchange(s) and Securities as defined under sub-regulation (i) of regulation 2 of the Regulations, if the same is proposed to be listed on Stock Exchange(s);
- 3.7 **‘Stock Exchange(s)’** means BSE Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are listed or any other Stock Exchanges where the securities are/will be proposed to be listed.
- 3.8 **‘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, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel;
 - (vi) material events in accordance with Regulation 30 of SEBI LODR.
- 3.9 Other terms not specifically defined here shall have the same meaning as assigned under the ‘Code of Conduct for Prevention of Insider Trading’ adopted by the Company and the Regulations.

The provisions of this Code have to be read along with the Regulations and if there is any inconsistency/contradiction between the two, the provisions of the Regulations shall prevail.

4. Principles of Fair Disclosure for Purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

This Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company. To achieve this objective, the Company shall adhere to the following principles in letter and in spirit:

- 4.1 There shall be a prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available.
- 4.2 The uniform and universal dissemination of UPSI to avoid selective disclosure shall be ensured.
- 4.3 There shall be prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise. It shall be ensured that such information is made generally available.
- 4.4 Appropriate and fair response shall be provided against queries on news reports and requests for verification of market rumours by regulatory authorities.
- 4.5 The Board of Directors shall ensure that information shared with analysts and research personnel is not UPSI.



4.6 Best practices will be followed to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences to ensure official confirmation and documentation of disclosures made.

4.7 Unpublished price sensitive information shall be handed on a need-to-know basis.

5. Practices and Procedures to be followed for achieving above Principles:

3.1 Overseeing and coordinating disclosure:

The Board of the Company shall identify any Senior Designated Officer as Chief Investor Relations Officer (“CIRO”) who would be responsible to ensure timely and adequate disclosure of Price Sensitive Information pursuant to this Code as required under the Regulations.

In case the Chief Investor Relations Officer, is not the Compliance Officer, he/she shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of Price Sensitive Information to analysts, shareholders and media and the Compliance Officer shall on the receipt of communication from him/her, shall be responsible for disclosure of UPSI to Stock Exchanges on timely basis.

All disclosure/dissemination whatsoever of any information (save and except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer, for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer, shall consult and seek approval of the Managing Director before dissemination of such information.

Should any dissemination of information on behalf of the Company takes place without prior approval referred above, out of accidental omission, by any Employee or Director of the Company, such Employee/Director shall forthwith inform the Chief Investor Relations Officer, about such disclosure irrespective of the fact whether such information is Price Sensitive Information or not.

3.2 Responding to market Rumours:

The Employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumours received from stock exchanges or from the press or media or from any other source to the Chief Investor Relations Officer/Compliance Officer, as the case may be.

The Chief Investor Relations Officer /Compliance Officer, as the case may be, shall on receipt of requests as aforesaid, consult the Managing Director and accordingly, respond to the same without any delay.

3.3 Timely reporting of shareholdings/ownership and changes in ownership:

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

3.4 Disclosure/ dissemination of price sensitive information with special reference to analysts, institutional investors:

No person, except those authorized by the Managing Director or Chief Investor Relations Officer of the Company, shall disclose any price sensitive information relating to the Company’s Securities to analysts, institutional investors and media. The Chief Investor Relations Officer, shall be invited to



meetings/conferences organized by the Company with the analysts/ brokerage house/ institutional investors. The updates on such meetings/conferences shall be intimated to Compliance Officer on time to time basis for dissemination to the Stock Exchanges.

All Directors, Officers and Employees of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors: -

a. Sharing of non-public information:

The Directors, Officers and Employees shall provide only public information to the analysts/ research persons/ large investors like institutions. In case non-public information is proposed to be provided, the person proposing to so provide information shall consult the Chief Investor Relations Officer /Compliance Officer as the case may be, in advance. The Chief Investor Relations Officer /Compliance Officer as the case may be, in such cases, shall ensure that that the information provided to the analyst/research person/investor as above is made public simultaneously with such disclosure.

b. Recording of discussion:

All the analyst, broker or Institutional Investor meetings shall be attended by the Chief Investor Relations Officer, Managing Director and/or another Senior Employee(s) of the Company. The Chief Investor Relations Officer, Managing Director and/or another Senior Employee(s) of the Company, in order to avoid misquoting or misrepresentation, shall arrange for recording the discussions at the meeting.

c. Handling of unanticipated questions:

The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

The Chief Investor Relations Officer should tackle the unanticipated questions carefully. The unanticipated questions may be noted and considered response be given later in consultation with the Managing Director. If the answer to any question requires dissemination of Price Sensitive Information, the Chief Investor Relations Officer, shall report the same to the Managing Director and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press. The Compliance Officer shall also be informed about the same simultaneously in order to disseminate such Price Sensitive Information to Stock Exchange. The Chief Investor Relations Officer shall, after dissemination of such Price Sensitive Information aforesaid, respond to such unanticipated questions.

d. Simultaneous release of information:

Whenever the Company proposes to organise meetings with investment analysts/ institutional investors, the Company shall intimate such events to Stock Exchange(s) and/or post relevant information on its website after such meeting. The Company may if required, consider live webcasting of analyst meets.

The Chief Investor Relations Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site, in consultation with the Managing Director.

3.5 Medium of disclosure/ dissemination:

The Company shall disseminate all Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.



As a good corporate practice, the Price Sensitive Information disclosed to the Stock Exchanges and/or to the Press may also be supplemented by prompt updates on the Company's web-site. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same.

The information filed by the Company with the Stock Exchanges under the continuous disclosure requirements as per SEBI LODR may be made available on the Company's website.

6. Power of the Board of Directors:

The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code and to further the objective of good corporate governance.

The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned.

7. Policy on sharing of UPSI for Legitimate Purpose [Regulation 3(2A)]:

The UPSI shall be shared by any designated person(s) or employee or any other person in possession of such information, only in furtherance of legitimate purpose(s) which shall include following:

- a. Sharing of UPSI in the ordinary course of business by any insider, designated person, or by any authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants;
- b. Sharing of UPSI where such communication is in furtherance of performance of duties;
- c. Sharing of UPSI for discharge of legal obligation(s);
- d. Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the Chief Investor Relations Officer;
- e. Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

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

8. Issue of Notice to the recipient of UPSI:

Any person in receipt of unpublished price sensitive information pursuant to a 'legitimate purpose' shall be considered as "insider" for the purpose of this code and the regulations and due notice shall be given to such persons by the CISO or Compliance Officer or the person sharing such information, as the case may be, to maintain confidentiality of such UPSI, in the format as set out in "Annexure A" to this code:

- a. To make aware such person that the information shared is or would be UPSI;
- b. To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted;
- c. To instruct such person to maintain confidentiality of such UPSI in compliance with the regulations.

It is the responsibility of person sharing UPSI to provide copy of such notices, in writing or through e-mail, to CISO or Compliance Officer, as the case may be.



9. Structured Digital Database:

Based on the receipt of notice referred in clause 8 above from the CIRO or person sharing information, the Compliance Officer shall be responsible to maintain a structured digital database of such persons or entities, as the case may be, with whom information is shared under this regulation, which shall contain the following information;

- a. Name of such recipient of UPSI;
- b. Name of organization or entity to whom the recipient represent;
- c. Permanent Account number (PAN) or any other identifier authorized by law where PAN is not available.

Such database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

10. Disclosure of the Code on Public Domain:

This Code shall be displayed on the official website of the Company.

Further, this Code and every subsequent amendment made thereto, shall be promptly intimated to the Stock Exchanges where the securities of the Company are listed.

This First Amended Code was duly approved by the Board of Directors on 28th March, 2019 and the said Code shall be effective from 1st April, 2019.



NOTICE

[Under Regulation 3(2B) read with 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]
(To be given by the person sharing information on the letter head of the Company)

Date:

To,
<<<Name>>> ("Recipient")
<<<Address>>>

Sub: Maintaining Confidentiality of Unpublished Price Sensitive Information

Dear Sir,

With reference to above, please note that the information shared/proposed to be shared to you/your esteemed Organization may be treated as Unpublished Price Sensitive Information pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The said information shared/to be shared by the Company is pursuant to "legitimate purpose" as determined in the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information".

In consideration of disclosure of the said Information, the Recipient hereby acknowledges, accepts and undertakes following obligations:

- a. to preservation of said information on confidential basis;
- b. not to use or disclose, directly or indirectly, said confidential information in whole or in part and not make any commercial use nor use the same for the benefit of itself or of any third party;
- c. To disclose the confidential information to only such employees, its directors, officers, advisers (including without limitation attorneys, consultants, bankers, financial advisers and representatives of the Recipient's advisers and contractors) (together referred to as "Representatives"), who need to know such information in connection with the proposal/transaction and each such Representatives shall be bound by the obligations set out herein including the confidential information to be kept confidential and shall not be used for any purpose other than the proposal/transaction for which the same is being shared.

Thus, you are requested to handle the information with utmost care and caution and to maintain confidentiality of said information.

Further, kindly communicate your Permanent Account Number (PAN) or if the same is not available than any other identifier authorized by law for the purpose of database to be maintain by the Company.

Thanking You,
For Ganesh Housing Corporation Limited

<<Name of Employee/Director>>
<<Designation of Employee/Director>>

