

**CODE OF CONDUCT TO  
REGULATE, MONITOR AND  
REPORTING OF TRADING IN  
RESPECT OF SECURITIES OF  
THE COMPANY**

*(Pursuant to SEBI (Prohibition of Insider Trading Regulations,  
2015 and Amendment Regulation 2018)*

(Effective from 15<sup>th</sup> May, 2015

Revised with effect from 01.04.2019 further amended in line with the changes made under the SEBI (Prohibition of Insider Trading) (Second amendment) Regulations 2019 effective from 25<sup>th</sup> July 2019 and noted by the Board at its meeting held on 18<sup>th</sup> October 2019.)

**Ambuja  
Cement**

**AMBUJA CEMENTS LIMITED**

# Ambuja Cements Ltd.

## CODE OF CONDUCT TO REGULATE, MONITOR AND REPORTING OF TRADING IN RESPECT OF SECURITIES OF THE COMPANY

(Pursuant to SEBI (Prohibition of Insider Trading Regulations, 2015)

(Effective from 15<sup>th</sup> May 2015

Revised with effect from 01.04.2019 further revised on 18<sup>th</sup> October 2019)

### 1. Introduction:

Pursuant to the Notifications No. SEBI/LAD-NRO/GN/2018/59 and SEBI/LAD-NRO/GN/2019/02 dated December 31, 2018 and January 21, 2019 respectively, issued by the Securities and Exchange Board of India (SEBI) amendments have been made to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations 2015, the Board of Directors of the Company has approved this new Code of Conduct to regulate, monitor and reporting of Trading in Company's Securities by Insiders. This Code replaces the existing Code of Conduct for Prevention of Insider Trading.

The new Code will be effective from 15<sup>th</sup> May, 2015. The revised code shall come into effect on and from 1<sup>st</sup> April 2019.

### 2. Definitions

2.1 "**Act**" means the Securities and Exchange Board of India Act, 1992.

2.2 "**Board**" means the Board of Directors of the Company.

2.3 "**Code**" or "**Code of Conduct**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of AMBUJA CEMENTS LIMITED as amended from time to time.

2.4 "**Compliance Officer**" means:

Company Secretary of the Company or such other senior officer, designated so, who is financially literate i.e. who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows is appointed as the Compliance Officer. Presently the Company Secretary is designated as the Compliance Officer of the Company.

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 this code under the overall supervision of the Board of Directors of the Company.

2.5 "**Connected Person**" means:

- (i) Any person who is or has during the six months prior to the concerned act, been associated with the 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. a banker of the Company; or
- e. 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.

2.6 "**Employee**" means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.

2.7 "**Generally available Information**" means information that is accessible to the public on a non-discriminatory basis.

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

2.9 "**Insider**" means:

- (i) Promoter of the Company
- (ii) Director of the Company
- (iii) Key Managerial Personnel
- (iv) A Connected Person as defined in clause 2.5 above
- (v) Statutory Auditors
- (vi) Any person including such of the employees who in the opinion of the Compliance Officer is in possession of or having access to Unpublished Price Sensitive Information.

Explanation: for the purpose of the above sub-clause 2.9 (vi), all such person including the employees shall be called "**Designated Persons**"

2.10 "**Promoter**" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

2.11 "**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;

2.12 "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities of the Company, and "trade" shall be construed accordingly

2.13 "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;

2.14 **“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 of the Company and shall, ordinarily including but not restricted to, be 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;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement and in particular the matters listed in the policy for dissemination of information to the Stock Exchanges pursuant to clause 36 of the Listing Agreement.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

### **3. Persons governed by this Code**

This code is applicable to all the employees, connected persons, immediate relatives, and Insiders as defined under clause 2 hereinabove.

### **4. Role of Compliance Officer**

- 4.1** The Compliance Officer will ensure compliance with the SEBI Regulations for prevention of Insider Trading. The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Compliance Committee on quarterly basis and to the Audit Committee and the Board of Directors on an annual basis.
- 4.2** The Compliance Officer shall administer this Code and also undertake actions as are prescribed to it under the Regulations (such as approval and disclosure of the trading plan of Insiders to the stock exchanges on which the Securities of the Company are listed).
- 4.3** The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct.

### **5. Preservation of “Unpublished Price Sensitive Information”**

- 5.1** All information shall be handled within the Company on a need-to-know basis and no Insider shall communicate, provide or allow access to any unpublished price sensitive information relating to the Company or its securities listed or proposed to be listed to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.2** No person covered by this code shall procure from or cause the communication by any Insider of unpublished price sensitive information, relating to the Company or its securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

**5.3** As permitted under the Regulations, unpublished price sensitive information may be communicated, provided that, procuring or allowing access to such information is in connection with a transaction that would:

- (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, 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 limited purpose as set out in para 5.3 above and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

#### **5.4 Need to Know:**

- (i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.
- (iii) The Board shall be responsible for formulating a policy for determination of "legitimate Purposes" for possession of UPSI and this shall form a part of this Code.
- (iv) Legitimate purposes shall include for sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of information has been done not with an intent to evade or circumvent the prohibitions contained in the Regulations.
- (v) Any person who receives UPSI for legitimate purposes shall be considered as an Insider. Notices have to be given by the Compliance Officer to such persons to maintain confidentiality of the UPSI in their possession.
- (vi) Where an Insider trades in securities, the presumption shall be that he has done so with the fore knowledge of the UPSI and the onus is on him to rebut such a presumption.

#### **(vii) Maintenance of structured data base of insiders**

The Company shall maintain a structured data base of persons with whom the UPSI is shared. The data base will have to contain:

- a) name of person or entity;
- b) PAN or any other identifier as provided by the person which is authorized by law if PAN is not available;
- c) Information to be obtained on an annual basis and as and when changes occur;
- d) Names of their immediate relatives;
- e) Persons with whom the designated person share a material financial

relationship. The term "Material Financial relationship" shall mean a relationship in which one person is a recipient of any payment such as a loan or gift from a designated person in the last twelve months equivalent to at least 25% of the annual income of such designated person but shall exclude payments which are based on arm's length basis;

- f) Phone, Mobile numbers which are used by them.
- g) Names of the educational institutions from which the designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

There shall be adequate internal controls and checks such as time stamping and audit trails to ensure that the database is not tampered.

#### **(viii) Institutional mechanism for prevention of Insider Trading**

The CEO, Managing Director or such other analogous person in the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements in the Regulations to prevent insider trading.

The internal controls shall include the following:

- a) all employees who have access to UPSI are identified as designated person.
- b) all the UPSI shall be identified and its confidentiality shall be maintained as per the Regulations.
- c) adequate restrictions shall be placed on communication or procurement of UPSI as required under the Regulations
- d) lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notices shall be served on such employees and persons.

There shall be a periodic review to evaluate the effectiveness of such internal controls.

The Board shall ensure that the CEO or the Managing director or such other analogous person ensure compliance with Regulation 9 and sub-regulations (1) and (2) of the Regulation 9A.

#### **(ix) Responsibility of Audit Committee**

Audit Committee shall review compliance with the provisions of the Regulations at least once a year and verify the systems for Internal Control are adequate and operating effectively.

### **5.5 Limited access to confidential information and Chinese Wall**

- (i) Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.
- (ii) Disclosure of unpublished price sensitive information to any person other than mentioned in 5.4 (i) above, shall be only with the prior written approval of the M.D.& CEO or the CFO or the Compliance Officer of the Company recording the purpose and circumstances of such disclosure.

## **6. Prevention of misuse of "Unpublished Price Sensitive Information"**

- 6.1 No insider shall trade in the securities of the Company that are listed or proposed to

be listed on a stock exchange when in possession of unpublished price sensitive information. Where a person who has traded in the securities of the Company has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession : Provided that as recognised under the Regulations, insider may prove his innocence by demonstrating the circumstances including the following : -

- (i) the transaction was an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained in the manner stated under sub regulation (3) of Regulation 3;

Provided further that such off market trades shall be reported by the insiders to the Company within two working days. The Company shall notify particulars of such trades to the Stock Exchanges on which its securities are listed within two trading days from receipt of the disclosures or becoming aware of such information;

- (ii) The transaction carried out through block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 and both parties had made a conscious and informed decision.

Provided that such UPSI was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

- (iii) The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bonafide transaction;
- (iv) The transaction in question was undertaken pursuant to 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 regulation 6.3 hereunder

- 6.2 In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information shall be on such connected persons and in other cases the onus would be on SEBI. SEBI may specify such standards and requirements from time to time as it may deem necessary for the purpose of these regulations.

### **6.3 Trading Plans.**

- 6.3.1 An insider shall be entitle to formulate a trading plan for dealing in securities of the Company 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.

6.3.2 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 issuer of the securities 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 the Company's 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.

6.3.3 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violations of SEBI (Prohibition of Insider Trading) Regulations 2015 and shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

6.3.4 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation of the plan and shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer. The Compliance Officer shall be the final authority to decide on the deferment of the Trading Plan.

6.3.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the Stock Exchanges on which the securities are listed.

6.3.6 Trading window norms and restrictions on contra trade shall not apply for trades made as per approved trading plan.

## **7. Trading Window and Window Closure**

7.1 The Company shall periodically specify the trading period to be called "Trading Window" for trading in the Company's Securities. The Trading Window will remain closed when the Compliance Officer determines that the Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. When the Trading Window is closed the Designated Persons and their Immediate Relatives shall not trade in the Company's Securities during that period. The Trading Window shall be inter alia closed for the following purposes:



- i. Declaration of financial results (Quarterly, Half-yearly & Annual);
  - ii. Declaration of dividend (Interim & Final);
  - iii. Change in capital structure including but not limited to issue of securities by way of public/rights/bonus and buy back of securities;
  - iv. Announcement of any major expansion plans or execution of new projects;
  - v. Mergers, Demergers, Acquisitions and Delisting
  - vi. Disposal of whole or substantially the whole of the undertaking. Major Expansion of Business
  - vii. Material events in accordance with the Listing Regulations
- 7.2 The time for commencement of closing of trading window shall be decided by the Compliance Officer.
- 7.3 As per the present practice the quarterly / half yearly / annual Financial Results of the Company are communicated to the Stock Exchanges after the same are approved by the Board of Directors. Accordingly, as a matter of policy, in respect of declaration of Financial Results, the Trading Window shall remain closed from the end of the respective quarter, half year, or financial year as the case may be.
- 7.4 In addition to keeping the trading window closed for the period of quarterly half yearly/ annual financial results, the trading window will be closed during other periods whenever the Board of Directors are to consider any of the matters mentioned in para 7.1 above.
- 7.5 The Trading Window shall open 48 (forty eight) hours after the quarterly / half yearly or annual financial results or the decision of the Board of Directors on the matters mentioned in para 7.1, as the case may be, have been communicated to the Stock Exchanges.
- 7.6 The Insider and their immediate relatives shall undertake trade in the Company's securities only when the Trading Window is open and shall not undertake any trades during the periods when the Trading Window is closed.
- 7.7 The restriction to trade in the Company's securities as stipulated in 7.6 above 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.
- All communication regarding the closing and opening of the Trading Window will be sent by e-mail to the Designated Persons and will also be notified to the Stock Exchanges and uploaded on the Company's website. However, irrespective of whether such communication is received, the Insiders governed by this code should mandatorily verify whether the trading window is open before undertaking any transactions in respect of the Company's securities. Non receipt of communication regarding closure of trading window will not justify a transaction done during the period when the trading window was closed.
- 7.8 In respect of Employees Stock Options, if any, the employees covered under the list of Designated Persons can exercise the options when the trading window is closed. However, selling of shares allotted on exercise of the options is not allowed when the trading window is closed.
- 7.9 The trading window restrictions as stated above shall not apply in respect of a pledge

of shares for a bonafide purpose such as raising funds subject to pre-clearance by the Compliance Officer and Compliance with the respective regulations made by SEBI.

- 7.10 The trading window restrictions shall not apply in respect of transactions which are undertaken in accordance with the respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back, open offer, delisting offer.

## **8. Meetings of the Audit Committee and the Board**

- 8.1 Audit Committee and Board Meetings should preferably be held on the same day to avoid leakage of material information. Otherwise the gap between the two meetings shall be as narrow as possible.

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## **9. Pre-Clearance of Trade**

- 9.1 The Insiders who intend to trade in the Company's securities should obtain pre-clearance from the Compliance Officer or such other official(s) authorized by the Compliance Officer if the transaction/s (either single or cumulative) aggregates to the total traded value in excess of Rs. 10 lakhs or such other value as may be specified by the Regulations over any calendar quarter. The preclearance for trading in the securities of the Company by the Compliance Officer shall be given by the Managing Director & the CEO. There would be no need for any pre-clearance where trades are done pursuant to a trading plan which has been approved.
- 9.2 However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade by himself or his Immediate Relative if such Designated Person / Immediate Relative is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed and hence he shall not be allowed to trade.
- 9.3 Applications seeking pre-clearance should be made in the application form provided in Annexure – A. For expediting matters, pre-clearance may be sought by the concerned person and given by the Compliance Officer by e-mail and this should be followed invariably by written application form. Transactions can be carried out based on pre-clearance obtained on email. Pre-clearance shall be generally given within two working days.
- 9.4 Once pre-clearance is given for a transaction the trade should be executed by the Insiders within seven trading days from the date of the pre-clearance. If the trade is not executed within the period stipulated as aforesaid, the Insider must obtain a fresh pre-clearance. In the event the period between the date of the aforesaid approval and the commencement of the closure of the Trading Window is less than 7 trading days, then the said transaction shall be executed within such lesser period.
- 9.5 Any person required to obtain pre-clearance shall file the details of the transactions in the format prescribed under Annexure – B with the Compliance Officer within 30 days of the exercise of the trade. Even in cases where the transaction has not been undertaken, the same should be reported in the above format.

## **10. Minimum Holding Period and No opposite Transaction for six months**

- 10.1 Insiders who buy or sell any number of securities of the Company (excluding exercise of Stock Options under the Stock Option Scheme of the Company) shall not enter in to an opposite transaction i.e. sell or buy as the case may be, of any number of such securities during the next six months period following the prior transaction.
- 10.2 In case of subscription in the primary market (i.e. initial or follow-on public offers) which includes securities allotted against Employee Stock Options, the Insiders shall hold their investments for a minimum period of 30 days. The holding period would

commence when the securities are actually allotted.

- 10.3 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer upon receipt of an application from such Insider and after recording in writing, the reasons in this regard. Such application to be made in the form prescribed in Annexure-C.
- 10.4 Notwithstanding the above, should an insider execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions, set out above, 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 SEBI Act, 1992.

## **11. Disclosures and Reporting Requirements for transactions in securities**

- 11.1 The disclosures to be made by any person under this Code shall include those relating to trading by an Insider.
- 11.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

### **11.3 Initial Disclosure**

- 11.3.1 Every Promoter, Director and Key Managerial Personnel of the Company, shall within thirty days of the Regulations taking effect, forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the Form prescribed under Annexure-D.
- 11.3.2 Every person on appointment as a Director or the Key Managerial Personnel of the Company or any person upon becoming a Promoter shall disclose his holding of securities of the Company as on the date of appointment or re-appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming in the format given in Annexure-E.

### **11.4 Continual Disclosure**

- 11.4.1 Every Promoter, Director and Designated Persons shall disclose to the Company in the format given in Annexure - F, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities so traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10 Lakhs or such other value as may be specified by the Regulations..

The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

### **11.5 Disclosure by the Company to the Stock Exchange(s)**

- 11.5.1 Within 2 trading days of the receipt of intimation under para 10.4.1 above, the Compliance Officer shall disclose to all the Stock Exchanges on which the Company's securities are listed, the information so received.

### **11.6 Annual Disclosure**

- 11.6.1 The Directors and Designated Persons shall disclose to the Compliance Officer the number of securities held by them in the Company as on 31<sup>st</sup> March each year as per the format given in Annexure - G. They shall also disclose the number of securities in the Company held by their dependents (spouse and dependent children). This disclosure should be made before the 30<sup>th</sup> April each year. This disclosure should be made even if the shareholding is NIL as on 31<sup>st</sup> March of each year. The Directors and Designated Persons shall also give an annual confirmation of their adherence to the Code.
- 11.6.2 The Compliance officer shall maintain records of all such declarations in the appropriate form given by the Directors / Officers / Designated Persons for a minimum period of five years.

## **12. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.**

The Company has also laid down a Code of Practices and Procedures for Fair Disclosure of UPSI as required under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations 2015. The said Code is posted on the Company's Website.

## **13. Policy on inquiry in case of leak of unpublished price sensitive information**

The Company has formulated a policy setting out inter-alia the procedures on Inquiry in case of leak of UPSI as required by sub-regulation 5 of Regulation 9A of the amended Regulations. The Policy is enclosed hereto as **Annexure H**.

## **14 Confirmation**

- 14.1 This Code of Conduct for prevention of Insider Trading in respect of securities of the Company and the Code of conduct for Fair Disclosure of Unpublished Price Sensitive Information has been uploaded on the Company's website and the internal Portal. All Insiders hereby acknowledge having read and fully understood their obligations herein and have undertaken to unconditionally abide by the same.
- 14.2 The responsibility of compliance shall be entirely on the Insiders including any violation by their immediate relative.

## **15 Penalty for contravention of the code of conduct**

- 15.1 Every Insider shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 15.2 Any Insider who trades in securities or communicates any information for trading in securities of the Company, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- 15.3 Designated Persons who violate this Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc. The penalties /disciplinary action will be decided by the Board/Committee of the Board based on reports submitted by the Compliance Officer.
- 15.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. For this purpose the Compliance Officer shall inform SEBI if there is any violation of the

Code and SEBI Regulations.

## **16 Jurisdiction**

In the event of any dispute arising from the provisions of the Code or its interpretation, the same shall be subject to the jurisdiction of the Courts in Mumbai.

Sd/-

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Nasser Munjee  
Chairman of Compliance Committee Meeting  
Date: 28<sup>th</sup> April 2015 amended on  
15<sup>th</sup> Feb 2019  
further amended on 18<sup>th</sup> Oct 2019

Sd/-

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N.S. Sekhsaria  
Chairman of the Board of Directors  
Date: 28<sup>th</sup> April 2015 amended on  
18<sup>th</sup> Feb 2019  
further amended on 18<sup>th</sup> Oct 2019

## AMBUJA CEMENTS LTD.

<b>APPLICATION FOR PRE-CLEARANCE TO DEAL IN SECURITIES (Clause 9.3 of the Code)</b>
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To : The Compliance Officer, ACL

From : Name of the Insider \_\_\_\_\_

Grade \_\_\_\_\_

Employee No. \_\_\_\_\_

Department / Unit \_\_\_\_\_

Location \_\_\_\_\_

I hereby give notice that I propose to carry out the following transaction :

Transaction	No. of Shares/ proposed to be	DP & Client Id No

**UNDERTAKING**

I hereby undertake and confirm :

- (a) That I do not have any access or I am not in possession of any unpublished price sensitive information up to the time of signing this undertaking.
- (b) that in case I access to or receive any price sensitive information after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- (c) that I have not entered into any transaction during the past six months and that the proposed transaction will not constitute an opposite transaction i.e. "sell or buy any number of shares "referred to in the Regulations.
- (d) that I have not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- (e) that I have made a full and true disclosure in this application.

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

\_\_\_\_\_  
(Signature)

For Office use:
Approved
(Compliance Officer)
Approval No.:
Approved on:

## AMBUJA CEMENTS LTD.

**MONTHLY REPORT OF TRANSACTIONS CARRIED OUT  
(Clause 9.5 of the Code)**

To: Compliance Officer, ACL

From : Name of the Insider

\_\_\_\_\_

Grade

\_\_\_\_\_

Employee No.

\_\_\_\_\_

Department / Unit

\_\_\_\_\_

Location

\_\_\_\_\_

With reference to Clause 9.5 of the Code of Conduct for Prevention of Insider Trading, I hereby furnish the information relating to the transactions carried out / not carried out by me and my immediate relatives pursuant to the pre-clearance of trade obtained during the month of \_\_\_\_\_

SL No.	Name of the Pre-clearance applicant.	DP Name & Demat Account No.	Pre-clearance of		No. of shares bought pursuant to pre-clearance of trade	No. of shares sold pursuant to the pre-clearance of trade	No. of shares held on _____(date ) (at the end of the month)
			Permission/ Reference No.	Purchase or sale			
(1)	(2)	(3)	(4)		(5)	(6)	(7)

\_\_\_\_\_  
(Signature)

Date :

Note: It would be sufficient if a consolidated monthly report is submitted in respect of all the pre-clearances taken in the previous month.

## AMBUJA CEMENTS LTD.

## APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

(Clause 10.3 of the Code)

To: Compliance Officer, ACL

From : Name of the Insider \_\_\_\_\_

Grade \_\_\_\_\_

Employee No. \_\_\_\_\_

Department / Unit \_\_\_\_\_

Location \_\_\_\_\_

Through : Departmental Head (wherever applicable)

Dear Sir,

I request you to grant me waiver of the minimum holding period of 180/30 days as required under the Code of Conduct for prevention of insider trading with respect to the following shares for the reason given below:-

Sr No	Name of the shareholder	Nature of relation (In case of dependant family member)	No.of shares	Date of acquiring the shares

Reasons:	
----------	--

Date :

\_\_\_\_\_

(Signature)



**Annexure – D**

**FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (a) read with Regulation 6 (2)] (Clause 11.3.1 of the Code)**

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 relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. –Shares, Warrants, Convertible Debentures etc.)	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 by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name :

Signature:

Designation:

Date:

Place:

## FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6(2)]**  
**(Clause 11.3.2 of the Code)**

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 relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of Becoming Promoter/ appointment of Director/KMP		% of Shareholding
			Type of security (For 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

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

DPID ----- Client ID -----

Name:

Signature:

Designation:

DIN No.

Date:

Place:

**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]  
(Clause 11.4.1 of the Code)**

Name of the company:

ISIN of the company:

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

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors/imme- diate 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, Converti- ble Debentur- es etc.)	No. and % of sharehold- ing	Type of security (For eg. – Shares, Warrant- s, Convert- ible Debent- ures etc.)	No.	Value	Transact- ion Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrant- s, Converti- ble Debentur- es etc.)	No. and % of sharehold- ing	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

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

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

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

Name & Signature:

Designation:

Date:

Place:

\*\*\*\*\*

## AMBUJA CEMENTS LTD.

<b>ANNUAL DISCLOSURE OF SHAREHOLDING</b> <b>(Clause 11.6.1 of the Code)</b>
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To: Compliance Officer, ACL

From : Name of the Insider \_\_\_\_\_

Grade \_\_\_\_\_

Employee No. \_\_\_\_\_

Department / Unit \_\_\_\_\_

Location \_\_\_\_\_

With reference to Clause 11.6.1 of the Code of Conduct for Prevention of Insider Trading, I hereby furnish my and my immediate relatives' shareholding as on 31st March, (year).

SL No.	Name of the Shareholder (with relation in case of immediate relatives)	DP Name & Demat Account no	No. of shares held on _____ (at the end of previous year)	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on _____ (at the end of current year)

I confirm that I have adhered to the code of conduct during the year ended 31<sup>st</sup> March, \_\_\_\_\_ (year)

\_\_\_\_\_  
(Signature)

Date :

**POLICY ON INQUIRY IN CASE OF LEAK OF UNPUBLISHED  
PRICE SENSITIVE INFORMATION**

*[pursuant to sub-regulation 5 of Regulation 9A of  
SEBI (Prohibition of Insider Trading) Regulations 2015]*

**1. INTRODUCTION**

Pursuant to the Notification No. SEBI/LAD-NRO/GN/2018/59 dated December 31, 2018 issued by the Securities and Exchange Board of India ("**SEBI**") certain amendments have been made to the SEBI (Prohibition of Insider Trading) Regulations 2015, (hereinafter referred to as the "amended Regulations") effective from April 01, 2019. Pursuant to sub-regulation 5 of Regulation 9A of the Amended Regulations, the Company is required to formulate a written policy and procedure for inquiry in case of leak of Unpublished Price Sensitive Information (UPSI) or suspected leak of UPSI.

Consequent to the above, the Policy has been formulated and approved by the Board of Directors at its Meeting held on February 18, 2019 and forms a part of the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of the Company. The Policy shall apply on and from April 1, 2019.

**2. DEFINITIONS**

**2.1 Leak of Unpublished Price Sensitive Information**

"**Leak of Unpublished Price Sensitive Information (UPSI)**" shall mean passing on or communication of UPSI or circumstances under which UPSI is made available or becomes available to any person not entitled to be in possession of the UPSI before it is formally published in the public domain and which shall include any purported attempt thereof.

**2.2 Policy**

"**Policy**" shall mean the Policy on Inquiry in case of Leak of Unpublished Price Sensitive Information of the Company as amended from time to time.

**2.3 Ethical View Committee**

"**Ethical View Committee**" is the Committee constituted under the EthicalView Reporting Policy of the Company.

2.4 Words and expressions used and not defined in the Policy but defined in the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by designated persons, The Securities & Exchange Board of India Act 1992, the amended Regulations, The Securities Contract (Regulations) Act 1956, The Depositories Act 1996 or in the Companies Act 2013 and the Rules and Regulations made thereunder shall have the meanings respectively assigned to them in the said Code or those legislation.



### **3. APPLICABILITY**

The Policy shall be applicable to all Designated Persons and their immediate relatives, any other person in possession of UPSI on the basis of their functional roles and all employees of the Company.

### **4. CONFIDENTIALITY OF UPSI**

The Designated persons or other employees or persons in possession of or having access to the UPSI shall maintain confidentiality with respect to the UPSI available with them or in their possession and shall not communicate the UPSI to any other person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

### **5. INQUIRY PROCESS FOR LEAK OR SUSPECTED LEAK OF UPSI**

#### **5.1 Complaint on leak or suspected leak of UPSI**

5.1.1 The procedure for inquiry in case of a leak or suspected leak of UPSI shall commence upon receipt of a written complaint from any person including an employee, designated person, depositories, broker, Stock Exchanges, regulatory or statutory authorities. The Company may also suo-moto initiate investigation against any person if it has reasons to believe that such person is responsible for or is instrumental in the leak or suspected leak of UPSI.

5.1.2 The complaint may be addressed to the Chairman of the Audit Committee/ Ethical View Committee/Managing Director & Chief Executive Officer(MD&CEO)/Chief Financial Officer (CFO) / Compliance Officer of the Company.

5.1.3 The complaint shall state the particulars of the persons against whom the complaint has been made alongwith the details and documentary or other evidence, if any, substantiating the allegations made.

#### **5.2 Investigation procedure**

5.2.1 All complaints shall be referred to the EthicalView Committee for carrying out an investigation.

5.2.2. The EthicalView Committee shall seek a written representation from the person against whom the complaint has been made.

5.2.3 The EthicalView Committee may also call for any documents or representations as deemed expedient during the course of the investigation.

5.2.4 Upon conclusion of the investigation by the EthicalView Committee, a report on the investigation alongwith the opinion of the EthicalView Committee shall be submitted to the Audit Committee.

5.2.5 In case no representation is received by the EthicalView Committee from the person against whom the complaint has been made within the stipulated time, the EthicalView Committee shall carry out an investigation on the basis of the information available. Upon being convinced of the genuineness of the complaint and based on the facts of the case, a Notice shall be issued to the person against whom the complaint has been made, asking him to show cause as to why no disciplinary action shall be initiated against him. In case there is no response from the concerned person, the matter shall be reported to the Audit Committee.

5.2.6 The EthicalView Committee may discard a complaint by recording the reasons thereof, if no merit is found in a complaint. The details of such complaints shall be placed before the Audit Committee.

5.2.7 The Audit Committee shall based on the report and opinion of the EthicalView Committee, form its decision on the leak or suspected leak of UPSI and initiate necessary disciplinary action as envisaged under the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by designated persons.

## **6. STATUS REPORT OF COMPLAINTS**

A report on the status of all complaints received on leak or suspected leak of UPSI shall be placed before the Audit Committee at regular intervals.

## **7. AMENDMENTS**

The Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Regulations, Act or any law for the time being in force.