

**Code of Conduct to Regulate, Monitor and Report Trading
by Designated Persons of
Newtime Infrastructure Limited**

*[In terms of Regulation 9(1) of Securities and Exchange Board of India (Prohibition of
Insider Trading) Regulations, 2015]*

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

1. APPLICABILITY

This Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (hereinafter referred to as the “Code”) has been prepared pursuant to Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the “Regulations”) by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by Designated Persons and their immediate relatives towards achieving compliance with the Regulations.

2. DEFINITIONS

2.1 Compliance Officer :

Compliance Officer means the Company Secretary of the Company or in his/her absence any other senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of Trades and the implementation of this Code as required under the SEBI Regulations under the overall supervision of the Board of Directors;

Explanation – “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.

2.2 Designated Persons:

- a. Directors;
- b. Promoters and Promoter Group;
- c. Key Managerial Personnel;
- d. Functional heads;
- e. Executive secretaries/assistants of Directors and Key Managerial Personnel;
- f. Employees in the grade of Chief General Manager and above;
- g. Auditors;
- h. Employees upto two levels below chief executive officer of the Company and its material subsidiaries, irrespective of their functional role in the Company or ability to have access to Unpublished Price Sensitive Information;
- i. Employees of the Company, on a case-to-case basis, who could be reasonably expected to have access to Unpublished Price Sensitive Information relating to the Company, to be decided by the Chairman/Managing Director/Whole-Time Director/ Compliance Officer/Chief Financial Officer, on a case-to-case basis;
- j. Such other persons including persons in contractual, fiduciary or advisory capacity with the Company, who may be designated as such from time to time, by the Chairman/Managing Director/Whole-Time Director/ Chief Financial Officer, in consultation with the Compliance Officer, for the purpose of this Code; and
- k. Immediate Relatives of the persons specified in (i) to (x) above.

2.3 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 financially dependent on such person or consults such person in taking decisions relating to trading in securities.

2.4 Key Managerial Personnel: Key Managerial Personnel shall have the meaning assigned to it under Companies Act, 2013

2.5 Promoter and Promoter Group: Promoter and 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 thereof;

2.6 Securities: Securities shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;

2.7 Takeover Regulations: Takeover Regulations means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

2.8 Trading: Trading means and includes subscribing, buying, selling, pledging dealing, or agreeing to subscribe, buy, sell, pledge, deal in any securities, and “Trade”, “Traded” shall be construed accordingly;

2.9 Trading Day: Trading Day means a day on which the recognized stock exchanges are open for trading;

2.10 Trading Window: Trading Window means a trading period for trading in the Securities of the Company as specified by the Company from time to time; and

2.11 Unpublished Price Sensitive Information (UPSI): shall mean any information, relating to a Company or its securities, directly or indirectly, that is not generally available and which, upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:

- Periodical financial results of the Company;
- Intended declaration of dividends (Interim and Final);
- Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
- Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- Changes in Key Managerial Personnel; and
- Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

3. COMPLIANCES BY DESIGNATED PERSONS:

- a) Designated Persons shall be required to disclose (in the format prescribed in **Annexure- 1**), the Name and PAN 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:

- Immediate relatives;
- Persons with whom such Designated Person(s) shares a material financial relationship;
- Phone number, Mobile and cell Numbers which are used by them.

“**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 a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person, but shall exclude relationships in which payment is based on arm’s length transactions.

Designated Persons shall also disclose the following information to the Company, on a one time basis:

- Names of educational institutions from where Designated Persons have graduated;
- Names of the past employers of the Designated Persons.

- b) No Designated Person and/or their immediate relatives shall trade in the securities of the Company when in possession of UPSI.

Explanation –When a person who has traded in securities 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.

- c) The Designated Persons and/or their immediate relatives, who trade in Securities when in possession of UPSI in contravention of the provisions of this Code or Regulations, shall be liable to disciplinary actions, including wage freeze, suspension, recovery, claw back, etc., as may be decided by the Inquiry Committee formed pursuant to the Company’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- d) All the persons covered under the Code shall handle UPSI within the organization on a need to know basis. They will not communicate UPSI to any person except in furtherance of legitimate purposes, as defined under the Company’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, performance of duties or discharge of legal obligations. In case of doubt, they will approach the Compliance Officer for permission to communicate the UPSI.

4. TRADING WINDOW

All Designated Persons shall execute Trades in the Securities of the Company only in a valid trading period called Trading Window prescribed hereunder and shall not execute any Trade or deal in any transaction involving the purchase or sale of the Company’s Securities in their own name or in the name of their Immediate Relatives during the period when the Trading Window is closed or any other period as may be specified by the Company from time to time.

The Trading Window for Trading in Securities of the Company shall be closed for the following purposes:

- (i) Declaration of financial results (quarterly and annual), standalone and consolidated, of the Company;
- (ii) Intended declaration of dividends (both interim and final);
- (iii) Issue of Securities by way of public, bonus, rights issue etc. or buy-back of Securities and changes in capital structure;
- (iv) Change in Key Managerial Personnel;
- (v) Mergers, demergers, amalgamations, acquisitions, delisting, disposals, expansion of business

and such other transactions; and

(vi) Material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In addition to the items specified above, the Trading Window shall also be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such Securities to which such Unpublished Price Sensitive Information relates.

In case of declaration of financial results, the Trading Window shall be closed during the period beginning from the first day of every quarter for which results are required to be announced and ending 48 (forty eight) hours after the public release of such results. In all other circumstances, the time for commencement of closing of Trading Window shall be as determined by the Compliance Officer in consultation with the Board of Directors. The gap between clearance of accounts by the Audit Committee and the Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

The Compliance Officer after taking into account various factors including the Unpublished Price Sensitive Information in question becoming Generally Available Information and being capable of assimilation by the market, shall decide the timing for re-opening of the Trading Window, which however shall not in any event be earlier than 48 hours after the information becoming Generally Available Information.

Trading Window may be closed by the Company during such time in addition to the above period, as may be deemed fit by the Compliance Officer.

The notice of closure of the Trading Window intimated to the stock exchanges, if any, wherever the Securities of the Company are listed.

The Compliance Officer shall maintain a register containing the details of the period of closure of Trading Window in the format prescribed in **Annexure- 2**.

5. PRE-CLEARANCE OF TRADES:

Designated Persons who intend to deal in the Securities of the Company when the trading window is opened, should pre-clear the transaction from the Compliance Officer. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in the possession of unpublished price sensitive information even if the trading window is not closed.

When a person who has traded in securities has been in possession of unpublished price sensitive information, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession.

Procedure for Pre-Clearance of Trades

(i) An application for pre-clearance alongwith undertaking and declaration of Trade shall be made to the Compliance Officer in the format attached as **Annexure 3** hereto, indicating the estimated number of Securities that the Designated Person making such application intends to deal in and such other details as may be required by the Company in this regard, if the value of the securities beyond the threshold limit specified below,.

(ii) In case of the Compliance Officer intending to deal in the Securities of the Company beyond the threshold limit specified below, the pre-clearance of the Wholetime Director or in his absence, the Chairman of the Board, will have to be obtained.

- (iii) The Compliance Officer shall on receiving an application, provide the Designated Persons with an acknowledgement on the duplicate of the application or in any electronic form.
- (iv) The Compliance Officer shall grant approval, in the format set out in **Annexure 4**, within 2 days from the date of acknowledgement.
- (v) The Compliance Officer shall retain copies of all applications and acknowledgements either in physical or electronic mode.
- (vi) In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed deal is on the basis of possession of any Unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent.

Threshold Limit for Pre-clearance

The pre-clearance shall not be necessary, if the value of the Securities Traded, whether in one transaction or a series of transactions over a calendar quarter, aggregates to a traded value not in excess of Rs.5,00,000.

Validity of Pre-Clearance Period

Designated Persons shall complete execution of their pre-cleared Trades in respect of Securities of the Company no later than 7 Trading Days after the approval of preclearance is given failing which fresh pre-clearance would be required for the Trades to be executed.

Reporting

Designated Persons executing pre-cleared Trades shall file within 2 working days of the execution of the Trade, the details of such Trade, with the Compliance Officer in the format set out in **Annexure 5** of this Code. In the event such Trade is not executed, a report to that effect shall be filed with the Compliance Officer also in the format set out in **Annexure 5** of this Code.

Holding Period of Securities

- (i) All Designated Persons who are permitted to Trade shall not enter into a contra Trade during the next 6 months following the prior Trade.
- (ii) In case the contra trade is necessitated by emergency, the Compliance Officer may waive the holding period after recording in writing reasons in this regard provided such waiver does not amount to violation of the SEBI Regulations or this Code. Similarly in the case of emergency of Trade by a Compliance Officer, the Compliance Officer may obtain the waiver from the Wholetime Director or in his absence, the Chairman of the Board, provided that such waiver does not violate this Code or the SEBI Regulations. The application for waiver shall be made in the format prescribed in **Annexure 6** hereto.
- (iii) In case a contra Trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Provided that (i), (ii) and (iii) above shall not be applicable for Trades pursuant to exercise of stock options. The Compliance Officer shall maintain record of Pre-Clearance of Trade in securities in **Annexure-7**. The Compliance officer shall report trading in securities of the Company by Designated Persons and/or their immediate relatives to the Board of Directors and the Chairman of the Audit Committee, on a quarterly basis.

6. CHINESE WALLS:

Access to Unpublished Price Sensitive information shall be on a “need-to-know” basis and no

Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, in the course of performance of duties or in discharge of legal obligations. Files containing Unpublished Price Sensitive Information shall be kept secure and Computer files shall have adequate security of login and passwords.

To prevent the misuse of UPSI, the Company adopts the “Chinese Wall” policy which separates those areas of the Company which routinely have access to UPSI, considered —”inside areas” from those departments which deal with sale/marketing or other departments providing support services, considered—”public areas”.

The employees in the inside area, if any, shall not communicate any UPSI to any one in public area.

7. DISCLOSURE REQUIREMENTS:

a) Initial Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Promoter/ Member of the Promoter Group/ Director/ KMP and/or their Immediate Relatives to the Compliance Officer	Holding of securities of the Company as on date of appointment as Director/KMP or becoming Promoter / Member of the Promoter Group	Within seven days of such appointment as Director/KMP or of becoming Promoter / Member of the Promoter Group	FORM “B”

b) Continual Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Promoter, Member of the Promoter Group, Designated Person or Director And/or their Immediate Relatives to the Compliance Officer	Number of such securities acquired or disposed off.	Within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh. NOTE: <i>*disclosure of incremental transactions during a quarter shall also be made when transactions effected after the prior disclosure cross the threshold limits of Rs. 10 Lakh specified above.</i>	FORM “C”

Company	Details of above Disclosure (if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh.)	Within two trading days of receipt of disclosure or becoming aware of such disclosure (if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh)	FORM "C" or to be sent to Stock exchanges (if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh.)
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8. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The Wholetime Director or the Chief Financial Officer or such analogous person as determined by the Board shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these Code and SEBI Regulations to prevent insider trading.

The internal controls shall include the following:

- a) all Employees who have access to Unpublished Price Sensitive Information are identified as designated Employee;
- b) all the Unpublished Price Sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of the SEBI Regulations;
- c) adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the SEBI Regulations;
- d) lists of all Employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained or confidentiality agreements shall be signed or notice shall be served to all such Employees and persons;
- e) all other relevant requirements specified under the SEBI Regulations shall be complied with; and;
- f) Periodic process review to evaluate effectiveness of such internal controls

The Board of Directors shall ensure that the Wholetime Director or the Chief Financial Officer or such other analogous person ensures compliance with this Code.

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

The Board has formulated a written policy for initiating appropriate inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information, and informing SEBI promptly of such leaks, inquiries and results of such inquiries.

The Company has formulated a whistle-blower policy, that, inter-alia, enables employees to report instances of leak of UPSI.

If an inquiry has been initiated by the Company in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

9. PRESERVATION OF DISCLOSURES

All undertakings, disclosures and applications made/submitted under these regulations shall be maintained by the Compliance Officer, for a minimum period of 5 years.

10. PENALTY FOR CONTRAVENTION

Any Designated Person or Insider who trades in Securities or communicates, provides or allows access to any information for Trading in Securities in contravention of the Code, shall be penalized and appropriate action taken shall be taken against him/her by the Company basis his/her seniority, number and nature of contraventions.

The penalty imposed/action by the Company may include but shall not be restricted to:

- a) Reprimanding of defaulting Designated Person/Insider;
- b) Ban from engaging in any trade of the securities of the Company (including
- c) exercise of stock options);
- d) Suspension from employment;
- e) Ban from participating in all future employee stock option schemes including lapse
- f) of all existing options;
- g) No increment and/or bonus payment; and/or
- h) Termination from employment;
- i) Disgorgement of the gain accrued through the transactions in violation of the Code.

If it is observed by the Board that there has been violation of SEBI Regulations, it shall inform SEBI promptly.

11. AMENDMENTS AND MODIFICATION:

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

ANNEXURE- 1
DISCLOSURE BY DESIGNATED PERSON

Date:

To,
The Compliance Officer,
Newtime Infrastructure Limited
Lotus Green City Sector 23 & 24,
Bhiwadi Alwar Bypass 75 Mtr. Road
Dharuhera Rewari HR 123401

Sub: Disclosure under Clause 14 of Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Ma'am/Sir,

Kindly note that in pursuance of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter 'Regulations'), I am a 'Designated Person' (DP) of Newtime Infrastructure Limited. In this respect, I undertake to adhere to the 'Code of Conduct formulated by the Company to regulate, monitor and report trading by its Designated Persons and their immediate relatives'.

In this connection, please find below the list of my immediate relatives, for your record.

I confirm that I understand the meaning of the term 'Immediate Relative' as provided under the Regulations, such that my Immediate Relative would mean my spouse, and would include my parents and my spouse's parents, sibling, and child, any of whom is financially dependent either on me or on my spouse, or consults me or my spouse in taking decisions relating to trading in securities.

In respect of the above confirmation, I disclose the relevant details with respect to myself, my immediate relatives and persons with whom I shared a material financial relationship during the Financial Year _____.

I. Self-Details

S. No	Particulars	Details
1.	Name	
2.	PAN	
3.	Any other identifier, in case PAN is not available	
4.	Phone/mobile/cell Number	
5.	Educational Institutions from which I graduated	
6.	Names of Past Employers	

II. Details of my Immediate Relatives

S. No.	Name	Relation with the DP	PAN	Any other identifier, in case PAN is not available	Phone/mobile/cell number

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III. Details of persons with whom I shared a material financial relationship* during the Financial Year

S. No.	Name	Relation with the DP	PAN	Any other identifier, in case PAN is not available	Phone/mobile/cell number

*(Material Financial Relationship means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or a gift from a designated person during the immediately preceding 12 months, equivalent of at least 25% of the annual income of such designated person, but shall exclude relationships in which the payment is based on arm's length transactions)

I confirm that the information in this disclosure is true and correct and there is no untrue statement or omission which would render the contents of this disclosure misleading in its form or context.

I confirm that I will immediately inform the Company of any **change** to the above information. In the absence of any such communication from me, the above information should be taken as updated information.

Sincerely,

Name:
 Designation:
 Employee Code:
 Address:

ANNEXURE- 2

REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW

S. No.	DATE OF NOTIFYING CLOSURE OF TRADING WINDOW, IF ANY	START DATE OF CLOSURE OF TRADING WINDOW	PURPOSE FOR WHICH TRADING WINDOW CLOSED	DATE OF OPENING OF TRADING WINDOW	REMARKS, IF ANY

ANNEXURE 3

FORMAT OF APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL

To,
The Compliance Officer,
Newtime Infrastructure Limited
Lotus Green City Sector 23 & 24,
Bhiwadi Alwar Bypass 75 Mtr. Road
Dharuhera Rewari HR 123401

Dear Sir,

Sub: Pre Clearance of trading in the securities of the Company (“Pre Clearance

I, _____[Name], _____[Designation] of the Company/connected with the Company in the capacity of _____ seek approval for subscribing/ buying/ selling/ agreeing to subscribe buy, sell, deal (“Trade”) in the securities of the Company pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code, as per details given below:

DETAILS OF PROPOSED TRADE	
1. Name and residential address of the Applicant	
2. Relationship with the Company	Designated Person <input type="checkbox"/> Designation (if employee):
3. Trade to be done by/ on behalf of (including that of the Spouse)	Applicant <input type="checkbox"/> Spouse <input type="checkbox"/> Mother <input type="checkbox"/> Father <input type="checkbox"/> Brother <input type="checkbox"/> Sister <input type="checkbox"/> Son <input type="checkbox"/> Daughter <input type="checkbox"/> Others <input type="checkbox"/>
4. Trade is for	Sale <input type="checkbox"/> Purchase <input type="checkbox"/> Subscription <input type="checkbox"/> Others <input type="checkbox"/>
5. Proposed Trade is	Off Market <input type="checkbox"/> Through Stock Exchange <input type="checkbox"/>
6. Name of the other party (purchase/seller) in case Trade is an off market trade	
7. Proposed date of dealing in securities	
8. No. of securities proposed to be Traded	
9. Price at which the Trade is proposed	
10. Price of securities of the Company on BSE/NSE proposed to be Traded (As on the date of application)	
11. Folio No/ DP ID/Client ID No.	

DETAILS OF PRESENT HOLDING					
1.	No. of securities held by the applicant as on date				
2.	No. of securities held by applicant's Immediate Relatives (including that of the Spouse)	Relative	Name of Relative	No. of shares held	Folio No./Client ID/DP ID
		Spouse			
		Father			
		Mother			
		Brother			
		Sister			
		Son			
		Daughter			
3.	No. of securities held by person(s) for whom I take trading decisions	Name	Relation	No. of Shares held	Folio No./Client ID /DP ID

DECLARATION AND UNDERTAKING

In relation to the above application I hereby declare and undertake the following:

1. That I am desirous of trading in the securities of the Company as per the details mentioned in this Pre-Clearance Application.
2. That I am not in possession & also declare that I do not have any access and have not received or had access to any Unpublished Price Sensitive Information (as defined in the Code) up to the time of signing this Undertaking.
3. That in the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of undertaking but before executing the Trade, for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes generally available to the public.
4. That if approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval failing which I shall seek pre-clearance again.
5. That I undertake to submit the necessary report within two working days of execution of the trade, in case trade is executed and within two working days from the date of expiry of seven days from the date of pre clearance approval, in case trade is not undertaken.
6. That I will not enter into an opposite/contra transaction during the next six months following the transaction under this approval, without previous approval of the Compliance Officer.
7. That I have not contravened any provisions of the Code as notified by the Company from time to time.

That I have made full and true disclosure in the matter.

Thanking You

Yours truly

Signature Name
Employee Code:
Designation:

ANNEXURE- 4

LETTER OF INTIMATION OF PRE-CLEARANCE

Name:

Employee Code:

Designation:

Dear Ma'am/Sir,

With reference to your application dated _____ seeking approval for undertaking transactions in _____ (Securities) detailed therein please be informed that you are hereby authorized / not authorized to undertake the transaction(s) as detailed in your said application.

Kindly note that in terms of the "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" of the Company, the above mentioned transaction is to be completed within seven trading days of the approval.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. for seven trading days). If you do not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities. Further, you are required to file the details of the executed transactions in the attached format (Annexure 5) within two trading days from the date of transaction/deal. In case the transaction is not undertaken, a "Nil" report shall be given.

Kindly note that in terms of the above mentioned Code you shall not execute a contra-trade for a minimum period of six months from the date of the prior transaction, without following due process as mentioned in the Code.

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For & on behalf of

Compliance Officer/Authorised Officer

ANNEXURE- 5

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within two trading days of transaction/dealing in Securities of the Company or upon expiry in case the transaction is not executed)

Date:

To

The Compliance Officer,
Newtime Infrastructure Limited
Lotus Green City Sector 23 & 24,
Bhiwadi Alwar Bypass 75 Mtr. Road
Dharuhera Rewari HR 123401

I, _____ of the Company/connected with the Company in the capacity of _____ have received pre clearance approval for purchase/ sale/ subscription (“Trade”) of the securities of the Company vide pre clearance approval letter dated _____. In this regard, I hereby submit that I: (strike off which is not applicable)

- i. Have not Traded in the securities of the Company.
- ii. Have Traded in the securities of the Company as per the following details:

Name of the Applicant (who applied for pre clearance)	Traded by/on behalf of (including that of the Spouse)	No. of securities traded	DP ID/Client ID/Folio No. of the person in whose name trading is done	Price								
	Applicant <input type="checkbox"/> Spouse <input type="checkbox"/> Mother <input type="checkbox"/> Father <input type="checkbox"/> Brother <input type="checkbox"/> Sister <input type="checkbox"/> Son <input type="checkbox"/> Daughter <input type="checkbox"/> Others <input type="checkbox"/>	<table border="1"> <tr> <td>Purchased</td> <td></td> </tr> <tr> <td>Sold</td> <td></td> </tr> <tr> <td>Subscription</td> <td></td> </tr> <tr> <td>Others</td> <td></td> </tr> </table>	Purchased		Sold		Subscription		Others			
Purchased												
Sold												
Subscription												
Others												

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 of the following documents:

- a. Broker’s contract note.
- b. Proof of payment to/from brokers.
- c. Extract of bank passbook/statement (to be submitted in case of demat transactions)
- d. Copy of delivery instruction slip (applicable in case of sale transaction)

I further agree to not to execute a contra-trade for a minimum period of six months from the date of this transaction. In case there is any urgent need, I shall approach the Compliance Officer for necessary approval.

I hereby declare that the above information is correct and that no provisions of the Code and/or the applicable laws/regulations have been violated in effecting the aforesaid trade.

Thanking you

Signature:
Name:

Employee Code:
Designation:

ANNEXURE- 6

**REGISTER OF WAIVER OF RESTRICTION FOR ENTERING INTO A CONTRA TRADE
WITHIN SIX MONTHS OF PRIOR TRANSACTION**

S.No.	NAME	DESIGNATION & EMPLOYEE CODE., PAN	DEPT.	NAME & PAN OF THE IMMEDIAT E RELATIVE S,IF THE SECURITI ESARE HEL DIN THE NAME OF IMMEDIAT E RELATIVES	NUMBER OF SECURITIE S
1.	2.	3.	4.	5.	6.
CONSIDERATI ON VALUE	REASONS FOR WAIVER	DATE OF WAIVER	REMARKS		
7.	8.	9.	10.		

ANNEXURE- 7

REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES

S. No	NAME	DESIGNATION & EMPLOYEE CODE.	DEPT.	DATE & TIME OF RECEIPT OF PRE-CLEARANCE APPLICATION	NATURE OF TRANSACTION (PURCHASE OR SALE or SUBSCRIPTION OF THE SECURITIES)	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1.	2.	3.	4.	5.	6.	7.

ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME OF THE IMMEDIATE RELATIVES IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVES	DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER	REASONS FOR NON CLEARANCE, IF NOT CLEARED	NUMBER OF SECURITIES ACTUALLY TRADED, IF INTIMATED	REMARKS
8.	9.	10.	11.	12.	13.

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, members of the Promoter Group, 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/ members of the Promoter Group/ KMP/Directors/immediate relative to/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For e.g.,–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, members of the Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2): Not Applicable

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

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming
a Director/KMP/Promoter/Member of the promoter group]**

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 or Member of the Promoter Group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ Member of the Promoter Group/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter/ Member of the promoter group/	Securities held at the time of appointment of Director/ KMP / upon becoming Promoter/ Member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, 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 on the securities of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of the Promoter Group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2): Not Applicable

Name & Signature:

Designation:

Date:

Place:

FORM C

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

Name of the Company:

ISIN of the Company:

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoter/Member of the Promoter Group/Designated Person/Director/immediate relative /others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal 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.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge / Revocation/ Invocation)	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company by Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2): Not Applicable

Name & Signature:

Designation:

Date:

Place: