



Code of Conduct
for
Prevention of Insider Trading
Corporate Office
Arkade House, Next to Children's
Academy,
A.S. Marg, Ashok Nagar, Kandivali
(E), Mumbai 40 0101





1. Preface

- 1.1. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has adopted this Code of Conduct for prevention of Insider Trading ("the Code"). Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.
- 1.2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, inter alia, mandates all listed companies to establish a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information and a code to regulate monitor and report trading by Connected Persons.
- 1.3. Accordingly, this Code has been formulated with a view to provide a mechanism for regulating, monitoring and reporting of trading and for fair disclosure of Unpublished Price Sensitive Information.

2. Definitions

- 2.1. "**Act**" means the Securities and Exchange Board of India Act, 1992, as amended.
- 2.2. "**Board**" or "**Board of Directors**" means the Board of Directors of the Company.
- 2.3. "**Code**" this Code of Conduct for prevention of Insider Trading.
- 2.4. "**Companies Act**" shall mean the Companies Act, 2013 and the rules made thereunder, as amended.
- 2.5. "**Company**" means Arkade Developers Limited.
- 2.6. "**Compliance Officer**" means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI PIT Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board;



**2.7. "Connected Person" means:**

- i) any person who is or has been 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 (i) above; 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) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i) a banker of the Company; or
 - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
 - k) Statutory/Internal/Secretarial/Tax Auditors of the Company
 - l)) Such other person as deemed fit by the Board of Directors and/or Executive Director

2.8. "Designated Person(s)" shall include:



- a. All the Promoters, Directors of the Company;
 - b. All the Functional Heads and employees of the Company at the designation of Assistant General Manager and above.
 - c. All Employees of the Company working in Finance & Accounts, Taxation, and Secretarial Department.
 - d. Any support staff of the Company including Secretarial staff, IT Staff who have access to Unpublished Price Sensitive Information;
 - e. employees of the Company's material subsidiaries (if any), intermediary and fiduciary, if any, designated on the basis of their functional role or access to UPSI in the organization by their board of directors
 - f. Any other Connected Person (including representatives of the auditors, accountancy firms, law firms, analysts, consultants, etc.) designated by the Company in consultation as identified by the Compliance Officer in consultation with the Board in line with the objectives of the Code.
- 2.9. "**Director**" means the director of the Company.
- 2.10. "**Generally available Information**" means information that is accessible to the public on a non-discriminatory basis.
- 2.11. "**Immediate Relative**" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- 2.12. "**Insider**" means any person who is:
- i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information."

2.13. "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof:

2.14. "**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;





- 2.15. "**SEBI PIT Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 2.16. "**SEBI**" means the Securities and Exchange Board of India.
- 2.17. "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof;
- 2.18. "**SEBI Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 2.19. "**Trading**" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- 2.20. "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;
- 2.21. "**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; and
 - (v) changes in key managerial personnel.
 - (vi) such other information as may be specified by the Compliance Officer for this purpose.

Words and expressions used and not defined in this Code but defined in the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act shall have the meanings respectively assigned to them in those legislation.

3. Role of Compliance Officer

- 3.1. The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee,





- at such frequency as may be stipulated by the Board of Directors, but not less than once in a year.
- 3.2. The Compliance Officer shall administer the code of conduct and other requirements under the SEBI PIT Regulations.
 - 3.3. The Compliance Officer shall determine the timing for re-opening the trading window taking into account various factors including the UPSI becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available.
 - 3.4. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of SEBI PIT Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
 - 3.5. The Compliance Officer shall help all departmental/ functional heads gain a better understanding of the SEBI PIT Regulations and the Company's Code of Conduct and shall help them address any queries raised by their respective subordinates.
 - 3.6. Any other role and responsibility that the Compliance Officer is required to undertake as per the provisions of the SEBI PIT Regulations.

4. Preservation of "Unpublished Price Sensitive Information"

- 4.1. No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company or its Securities to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. No person shall procure from or cause communication by any Insider of UPSI, relating to the Company or securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Any person/ Insider with whom UPSI is shared for legitimate purpose, shall keep the information so received confidential, except for legitimate purpose and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information

Explanation - The term "legitimate purpose" shall include sharing of unpublished price sensitive information 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 has not been carried out to evade or circumvent the prohibitions of these regulations.

Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which would:





- (a) entail an obligation to make an open offer under the SEBI Takeover Regulations where the Board of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or
- (b) not attract the obligation to make an open offer under the SEBI Takeover Regulations but where the Board of the Company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute UPSI 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 may determine to be adequate and fair to cover all relevant and material facts.
- (c) (i) For the purpose of (a) and (b) above, the Board 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 purpose of (a) and (b) above, and shall not otherwise trade in securities of the company when in possession of UPSI.

(ii) The Board or head(s) of the organisation of every person required to handle UPSI shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the SEBI PIT Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

(iii) The Board or head(s) of the organisation of every person required to handle UPSI shall ensure that the structured digital database is preserved for a period of not less than 8 years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

4.2. Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an Insider for purposes of this Code and the SEBI PIT Regulations and





due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the SEBI PIT Regulations.

- 4.3. The Compliance officer, or such other officer as authorized by the Board in this matter, shall conduct periodic process review to evaluate the effectiveness of the procedure established under this Code.
- 4.4. The Company shall maintain a lists of all employees and other persons with whom Unpublished Price Sensitive Information is shared and confidentiality agreements shall be signed or notice shall be served to all such employees and persons.
- 4.5. The Audit Committee of the Board shall review the compliance with the SEBI PIT Regulations at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.
- 4.6. Need to Know: The Designated Persons and / or Insiders who are privy to UPSI, shall handle the same strictly on a 'Need to Know' basis. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.
- 4.7. Chinese Wall Procedure
- (a) To prevent the misuse of UPSI, the Company shall separate those areas of the Company which routinely have access to UPSI, considered "inside areas" from other areas including operations or other departments providing support services, considered "public areas".
 - (b) In exceptional circumstances employees from the public areas may be brought "over the wall" and given UPSI on the basis of "need to know" criteria. In such an event, such employees will be bound by the same restrictions and obligations as the employees in the "inside areas" till the UPSI becomes generally available.
 - (c) All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer
- 4.8 Maintenance of Structured Digital Database : A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under this Code or the Regulations along with the permanent account number ("PAN") or any other identifier authorized by law where PAN is not available.





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

5. Mechanism for Prevention Insider Trading

The Company has adopted adequate and effective system of internal controls which mainly consist of the following, to prevent Insider Trading:

- 5.1. Identifying the UPSI and maintaining its confidentiality;
- 5.2. Maintaining a list of all employees and other persons with whom UPSI is shared and executing confidentiality agreement or serving notice to all such employees and persons;
- 5.3. All employees who have access to UPSI are identified as Designated Persons;
- 5.4. Designated Persons and immediate relatives of Designated Persons of the Company are governed by this Code;
- 5.5. Review of the process to evaluate effectiveness of these internal controls by audit committee at least once in a financial year;
- 5.6. Verification by the Audit Committee that the system for internal controls are adequate and are operating effectively;
- 5.7. Checking Compliance with the provisions of this Code and with the SEBI PIT Regulations by the Audit Committee at least once in a financial year
- 5.8. Restriction on Insider from trading in securities of the Company that are listed on a stock exchange when in possession of Unpublished Price Sensitive Information:

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

Provided that the insider may prove his innocence by demonstrating the circumstances as laid down under the SEBI PIT Regulations.

- 5.9. 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.

6. Trading Plan

An insider shall be entitled 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.





6.1. 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 overlap of any period for which another trading plan is already in existence;
- (iii) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (iv) not entail trading in securities for market abuse.

6.2. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of the SEBI PIT Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

6.3. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either 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. The commencement of the Plan shall be deferred until such Unpublished Price Sensitive Information becomes generally available information.

6.4. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities of the Company are listed.

7. Trading Window and Window Closure

7.1. The Compliance officer shall notify a “trading window” during which the insiders may trade in the Company’s Securities in accordance with the SEBI PIT Regulations.





- 7.2. Insiders, Designated Persons and their immediate relatives shall not trade in the Company's Securities when the trading window is closed.
- 7.3. Unless otherwise specified by the Compliance officer, the trading window would be closed in the following events:
- Declaration of financial results (quarterly, half yearly and annually), standalone and consolidated, of the Company;
 - Intended declaration of dividend, whether interim or final;
 - Change in capital structure;
 - Merger, demerger, acquisition, delisting, disposal of whole or substantially the whole of the undertaking and major expansion of business;
 - Any change in key managerial personnels or members of senior management of the Company;
 - Material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - Issue of Securities by way of public, bonus, right etc. or buy-back of Securities; and
 - Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect prices of the Securities of the Company.
- 7.4. The trading window shall be closed for the board meeting in which matters related to UPSI or the matters for which trading window is to be closed may be discussed and decided.
- 7.5. The trading window shall be closed when Compliance Officer determines that a Designated Person or Class of Designated Persons can reasonably be expected to have possession of UPSI.
- 7.6. The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.
- 7.7. The details of Closure of Trading Window will be informed through email whenever it is closed.
- 7.8. The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the Company when he / she determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

8. Pre-clearance of trades

- 8.1. All Designated Persons, who intend to deal in the securities of the Company when the trading window is open, shall do so only after obtaining pre-clearance from the Compliance officer, when the value of the proposed trade taken together with the other trades executed in a calendar quarter exceeds 50,000





Securities or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less. The pre-clearance procedure shall be hereunder:

- i) The application for Pre-clearance shall be made in the prescribed Form (Annexure 1) to the Compliance Officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which the applicant has a security account, the details as to the securities in such depository mode and such other details as may be required.
 - ii) An undertaking in the prescribed format (Annexure 2) shall be executed by the applicant in favor of the Company.
 - iii) The order for pre-clearance shall be granted in Annexure 3, which the compliance officer may grant upon scrutiny of the application and on the basis of the undertaking furnished by the applicant.
 - iv) Upon receipt of pre-clearance the applicant shall execute the transaction within 7 (seven) trading days of the receipt of the order, failing which the applicant will have to make fresh application for pre-clearance.
 - v) The applicant shall:
 - a. where the trade is executed, within 2 (two) working days of execution of the trade in the prescribed form (Annexure 4); or
 - b. where the trade is not executed, within 7 (seven) working days from the date of the approval, file a report with the Compliance Officer in the prescribed form (Annexure 4).
- 8.2. The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even through the trading window is open.
- 8.3. The Compliance Officer may grant the pre-clearance in after:
- a. seeking such information as may be necessary from the applicant;
 - b. confirming the accuracy of declaration submitted by applicant that he is not in the possession of Unpublished Price Sensitive Information;
 - c. confirming that the applicant has not done any prior contra trade within the period of six months; and
 - d. confirming that the Securities for which pre-clearance has been sought is not covered under the restricted list.
- 8.4. A Designated Person who trades in Securities without complying with the pre-clearance procedure as envisaged in the policy or give false undertaking and /or makes misrepresentations in the undertaking executed by him/ her while





complying with the pre-clearance procedure shall be subject to the penalties as envisaged in the policy

8.5. **Prohibition on Contra Trade within six months**

- a. A Designated Person who is permitted to trade (buy or sell) shall not execute a contra trade (sell or buy) any number of Securities for the next six months following the prior transaction unless permission in this regard has been obtained from the Compliance Officer. This restriction is not applicable for trades carried out in accordance with the approved trading plan. In case a contra trade is executed within 6 months inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act. This provision shall not be applicable for trades pursuant to exercise of employee stock option.

8.6 Restricted List : The Company prohibits trading in Securities of other listed companies and shall maintain a list of such listed companies (“Restricted List”). A Designated Person and its Immediate Relative shall not be permitted to trade in Securities of other listed companies that are on the Restricted List.

The Restricted List shall comprise of Securities of listed companies in which the company is considering / discussing a proposal of investing or providing credit facility, which will make the Company or any Designated Person privy to UPSI of such listed company.

The Compliance Officer shall prepare and maintain Restricted List of listed companies. The Restricted List shall be kept confidential with the Compliance Officer and shall be used as the basis for approving or rejecting applications for pre-trading approval.

9. **Other Restrictions**

- 9.1. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 9.2. 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.
- 9.3. The disclosures made under this Code shall be maintained for a minimum period of five years, in such form as may be specified.

10. **Reporting Requirements for transactions in securities**





10.1 Initial Disclosure

Every person shall upon being appointed as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed form (Annexure 5).

10.2 Continual Disclosure

Every Designated Person and member of promoter group of the Company shall disclose to the Company in the prescribed form (Annexure 6) the 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 in a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs.

The disclosure shall be made within 2 trading days from:

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

10.3 Annual Disclosure

Every Director, Key Managerial Personnel and Designated Person of the Company shall at the end of the Financial Year disclose the details of their trading in the Securities of the Company during the Financial Year and their position in the Securities of the Company as at the end of the Financial Year in the prescribed Form (Annexure 7). The disclosure shall be presented at the first meeting of the Board of Directors held in the subsequent Financial Year.

10.4 Disclosure by designated persons

All the Designated persons of the Company shall disclose in the prescribed Form (Annexure 8), names and Permanent Account Number or any other identifier authorized by law, of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives;
- b) persons with whom such designated person(s) shares a material financial relationship;
- c) Email, PAN, mobile numbers, etc as specified in format which are used by them.





The Designated Persons shall submit a one-time disclosure in the prescribed Form (Annexure 8A), containing the above information and additionally, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from 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 the payment is based on arm’s length transactions.

11. Disclosure by the Company to the Stock Exchange(s)

11.1. The Company shall notify the particulars of the trade mentioned in 10.2 above to all Stock Exchanges on which the Company is listed within 2 trading days of, either the receipt of intimation or of becoming aware of the transaction. The disclosures shall be made in such form and such manner as may be specified by the SEBI from time to time.

11.2. The Compliance officer shall maintain records of all the declarations in the appropriate form given under this code, for a minimum period of five years.

12. Dissemination of Price Sensitive Information

12.1. No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

12.2. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response be given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.





13. Procedure to be followed in case of contravention/ suspected contravention of the code of conduct

- 13.1. The Company may conduct an enquiry suo-moto or on the basis of a complaint received from a whistle blower, upon leak / suspected leak of unpublished price sensitive information or instances /suspected instances of contravention of this code.
- 13.2. The procedure for the enquiry as referred in 13.1 above shall be same as prescribed under the whistle blower policy adopted by the Company.
- 13.3. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her immediate relatives).
- 13.4. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- 13.5. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, ineligibility for future participation in employee stock option plans, etc. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- 13.6. In case, any instance of violation of this Code is observed by the Company, prompt reporting of such violation shall be made to the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time (Annexure 9) and the disciplinary action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI PIT Regulations.
- 13.7. The Company shall also maintain a database of the violation of code of conduct by designated persons and their immediate relatives that would entail initiation of appropriate action against them.





Schedule I

Code of Fair Disclosure and Conduct

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.




ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:

To,
 The Compliance Officer,
Arkade Developers Limited,
 Arkade House, Opp. Bhoomi Arkade,
 Near Children's Academy, A S Marg,
 Ashok Nagar, Kandivali (East),
 Mumbai 400101,
 Maharashtra, India

Dear Sir/Madam,

Application for Pre-clearance approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below: I enclose herewith the form of Undertaking signed by me.

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.)		
5.	The proposal is for		(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Price at which the transaction is proposed		





9.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-market deal		
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

Yours faithfully,

(Name signature and Employee ID)



ANNEXURE 3**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR
PRE-CLEARANCE****UNDERTAKING**

To,
Arkade Developers Ltd,
Arkade House, Opp. Bhoomi Arkade,
Near Children's Academy, A S Marg,
Ashok Nagar, Kandivali (East),
Mumbai 400101,
Maharashtra, India

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I confirm on my own behalf and on behalf of my relative that:

- (i). I am not in possession of any UPSI up to the time of signing this undertaking.
- (ii). In the event that I have access to or receive any UPSI after the signing of this declaration but before executing the transaction 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 public.
- (iii). (iii). I have not contravened the provisions of the policy as notified by the Company from time to time.

In the event of this transaction being in violation of the policy or the applicable laws, a) I will, unconditionally release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the "indemnified persons") for all losses, damages, fines, expenses, suffered by the indemnified persons, b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transactions and c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

- (iv). I undertake to submit the necessary report within two days of execution of the





transaction/ a "NIL" report if the transaction is not undertaken.
(v). If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall pre-clearance afresh.
I declare that I have made full and true disclosure in the matter.

Date : _____

(Name signature and Employee

ID) * Indicate number of shares



ANNEXURE 5

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name : _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

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

Yours faithfully,
for **Arkade Developers Limited**

COMPLIANCE OFFICER
Date : _____

Encl: Format for submission of details of transaction



ANNEXURE 4**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

(To be submitted within 2 days of transaction / dealing in securities of the Company or seven working days from the date of the order, whichever is later)

To,
 The Compliance Officer,
Arkade Developers Ltd,
 Arkade House, Opp. Bhoomi Arkade,
 Near Children's Academy, A S Marg,
 Ashok Nagar, Kandivali (East),
 Mumbai 400101,
 Maharashtra, India

Pursuant to the pre-clearance order dated _____ I hereby inform that:

I have bought/ sold/ subscribed to _____ securities as mentioned below on _____
 (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

OR





I have not bought / sold/ subscribed, securities of the Company as per the pre-clearance availed by me.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature : _____

Name :

Designation:



CIN: U45200MH1986PLC039813



ARKADE DEVELOPERS LTD.

(Formerly known as Arkade Developers Pvt. Ltd.)

ANNEXURE 5

Disclosure on becoming a director/KMP/Promoter or member of 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 Promoter group of a listed company and other such persons as mentioned in Regulation 6(2). 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)

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	No	

CIN: U45200MH1986PLC039813



ARKADE DEVELOPERS LTD.

(Formerly known as Arkade Developers Pvt. Ltd.)

		Debentures etc.)		

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

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

Name & Signature: Designation:

Date: Place:

CIN: U45200MH1986PLC039813



ARKADE DEVELOPERS LTD.

(Formerly known as Arkade Developers Pvt. Ltd.)

ANNEXURE 6

Continual disclosure

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Designated Persons of a listed company or their immediate relatives 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)	Securities held prior to acquisition/ disposal	Securities acquired/ Disposed	Securities held post acquisition/disposal	Date allotment advice/ acquisition shares/ sale shares specify	Date of intimation to company	Mode of acquisition / disposal (on market/public rights/ preferential offer / off market/ Inter-se transfer,
---	--	--	-------------------------------	---	--	-------------------------------	--

CIN: U45200MH1986PLC039813



ARKADE DEVELOPERS LTD.

(Formerly known as Arkade Developers Pvt. Ltd.)

	to others etc.)													ESOPs etc.)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	
		Type security (For eg. Shares, Warrant Convertible Debentures etc.)	No. a % shareholding	Type security (For eg. Shares, Warrants, Convertible Debentures etc.)	No	Valu	Trans t Type	Type isecurity (Fand eg. - Shar of (Buy/Warrants Sale/ Converti Pledge Debentur Revoketc.) Invok	No. shar hold ng	From	To			

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).

CIN: U45200MH1986PLC039813



ARKADE DEVELOPERS LTD.

(Formerly known as Arkade Developers Pvt. Ltd.)

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)	

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

Name & Signature: Designation:

Date: Place:


ANNEXURE 7

Annual Disclosure of Securities Holdings/ trading in as per SEBI (Prohibition of Insider Trading) Regulations, 2015

To,
The Compliance Officer,
Arkade Developers Ltd
Arkade House, Opp. Bhoomi Arkade,
Near Children's Academy, A S Marg,
Ashok Nagar, Kandivali (East),
Mumbai 400101,
Maharashtra, India

Dear Sir,

I, _____, hereby declare that securities held by me and my immediate relatives in the Company as on 31st March, 20__ and the transactions during the period 1st April, 20__ to 31st March, 20__ are as per details furnished below:

Name & PAN	Relation	Type of Security	No. of Securities held as on 1 st April, 20__	No. of Securities acquired during the year	No. of Securities Sold during the year	No. of Securities held as on 31 st March, 20__	Folio No./ DP ID/ Client ID No.
Name							
PAN:							

I declare that the information furnished herein is complete and correct.

Yours Sincerely,

Signature : _____

Name :

Designation :

Place : Date :




ANNEXURE 8
Disclosure by Designated Persons to the company

To,
Arkade Developers Ltd
 The Compliance Officer, Arkade House, Opp. Bhoomi Arkade,
 Near Children's Academy, A S Marg,
 Ashok Nagar, Kandivali (East),
 Mumbai 400101,
 Maharashtra,
 India.

Dear Sir,

Pursuant to the Regulations quoted above and the Code of Conduct for Prevention of Insider Trading adopted by the Company, I hereby submit the following details:

Name of Designated Person	
Employee Code, if applicable	
Designation	
Date of Joining / Promotion	

Details of Immediate relatives* and other people with whom the Designated person shares a material financial relationship.#

Sr. No.	Name	Relation	Permanent Account Number/ Any other identifier authorized by law^s	Phone, mobile and cell numbers used by them	Demat A/c No. / Folio No.	No of Shares held in the Company*

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





- **“material financial relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

\$- only in absence of PAN

Signature:

Name:

Designation:




ANNEXURE 8A
Disclosure by Designated Persons to the company

To,
The Compliance Officer,
ARKADE DEVELOPERS LTD
Arkade House, Opp. Bhoomi Arkade,
Near Children's Academy, A S Marg,
Ashok Nagar, Kandivali (East),
Mumbai 400101,
Maharashtra, India

Dear Sir,

Pursuant to the Regulations quoted above and the Code of Conduct for Prevention of Insider Trading adopted by the Company, I hereby submit the following details:

Name of Designated Person	
Employee Code, if applicable	
Designation	
Date of Joining / Promotion	
Educational Institution from which Graduated	
Name of Past employer	

Details of Immediate relatives* and other people with whom the Designated person shares a material financial relationship #

Sr. No.	Name	Relation	Permanent Account Number/ Any other identifier authorized by law ^s	Phone, mobile and cell numbers used by them	Demat A/c No. / Folio No.	No of Shares held in the Company*





Sr. No.	Name	Relation	Permanent Account Number/ Any other identifier authorized by law ^{\$}	Phone, mobile and cell numbers used by them	Demat A/c No. / Folio No.	No of Shares held in the Company*

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

- **"material financial relationship"** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

\$- only in absence of PAN

Signature:

Name:

Designation:




ANNEXURE 9
Report by Arkade Developers Ltd for violations related to Code of Conduct adopted by the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015.
[Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Sr. No	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	<p>A. Details of Designated Person (DP) i Name of the DP ii PAN of the DP iii Designation of DP iv Functional Role of DP v Whether DP is Promoter or belongs to Promoter Group</p> <p>B. If Reporting is for immediate relative of DP</p> <p>i. Name of the immediate relative of DP ii. PAN of the immediate relative of DP</p> <p>C. Details of transaction(s)</p> <p>i. Name of the scrip ii. No of shares traded and value (Rs.) (Date- wise)</p> <p>D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter</p> <p>i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015 ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015</p>	





4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	
6	Reasons recorded in writing for taking action stated above	
7	Details of the previous instances of violations, if any, since last financial year	
8	<p>If any amount collected for Code of Conduct violation(s)</p> <p>i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)</p> <p>ii. Details of transfer/payment</p> <p><u>In case of online:</u> Name of the transferor Bank Name, branch and Account number UTR/Transaction reference Number Transaction date Transaction Amount (in Rs.)</p> <p><u>In case of Demand Draft (DD)</u> Bank Name and branch DD Number DD date DD amount (in Rs.)</p>	
9	Any other relevant information	

Date and Place:

Name and signature of Compliance Officer

PAN:

Email id:

Date of Approval	05 th September 2024
Effective Date	05 th September 2024
Version	2

