

Date: February 11, 2025

To, National Stock Exchange of India Limited ("NSE") Listing Department Exchange Plaza, C-1 Block G, Bandra Kurla Complex Bandra [E], Mumbai – 400051	To, BSE Limited ("BSE") Listing Department Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
NSE Scrip Symbol: AWFIS	BSE Scrip Code: 544181
ISIN: INE108V01019	ISIN: INE108V01019

**Subject: Intimation under Reg 8(2) of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT REGULATION")**

Dear Sir/Ma'am,

Pursuant to Regulation 8(2) of the SEBI PIT Regulations please find attached herewith the Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company by Designated Persons framed under Regulation 8 (1) of SEBI PIT Regulations as amended by the Board of Directors in their meeting held today on February 11, 2025

The above information is being made available on the website of the Company <https://www.awfis.com/investor-relations>

We request you to kindly take this on your record.

**Thanking You,**

**For Awfis Space Solutions Limited**

**Amit Kumar**  
**Company Secretary and Compliance Officer**  
**M. No. A31237**  
**Address: C-28 and 29 Kissan Bhawan, Qutub Institutional Area New Delhi 110016**

**Corporate and Regd. Office**

Awfis Space Solutions Limited  
C-28-29, Kissan Bhawan, Qutab Institutional Area, New Delhi – 110016  
**www.awfis.com | Email: info@awfis.com | Phone: 011- 69000657**

CIN: L74999DL2014PLC274236



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**CODE OF CONDUCT FOR**  
**PREVENTION OF INSIDER**  
**TRADING**

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**Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company  
by Designated Persons**

## **1. INTRODUCTION**

Insider trading means trading in Securities of a company by its Directors, Employees or other Insiders while in possession of Unpublished Price Sensitive Information (“UPSI”). Such trading by Insiders affect the investor’s confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulation”) under the powers conferred on it by The Securities and Exchange Board of India (SEBI) Act, 1992, and were made applicable to all companies whose shares were listed on Indian stock exchanges.

The Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company by Designated Persons become effective from May 30, 2024 and same is amended by Board of Directors in their meeting held on February 11, 2025.

## **2. PURPOSE**

This code embodies the Code of Conduct to regulate, monitor and report trading by Designated Persons and their immediate relatives, as adopted by the Company for Prevention of Insider Trading. The Code is prescribed to ensure that the Designated Persons and/or their immediate relatives do not trade in the Securities of the Company when in possession of UPSI, and to prevent any speculative dealings, knowingly or unknowingly, by the Designated Persons or their immediate relatives.

The Company has no tolerance for any form of Insider Trading or similar unlawful security related trade practices.

## **3. DEFINITIONS**

In these regulations, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:

- (a) **“Act”** means the Securities and Exchange Board of India Act, 1992
- (b) **“Board”** means the Securities and Exchange Board of India
- (c) **“Company”** means Awfis Space Solutions Limited.
- (d) **“Compliance Officer”** means any 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 Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished

price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company;

Explanation – For the purpose of this definition, “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

- (e) **“Connected Person”** shall have the meaning given to it under Regulation 2(d) of the Regulations.
- (f) **“Generally available information”** shall have the meaning given to it under Regulation 2(d) of the Regulations.
- (g) **“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.
- (h) **“Insider”** means any person who is:
  - (i) a connected person; or
  - (ii) in possession of or having access to unpublished price sensitive information.
- (i) **“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.
- (j) **“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.
- (k) **“Regulations” or “Insider Trading Regulations”** means SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time.
- (l) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”) except units of a mutual fund.
- (m) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- (n) **“Trading day”** means a day on which the recognized stock exchanges are open for trading.
- (o) **“Takeover Regulations”** means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, or any modification thereof.

- (p) **“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, de-listings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel
  - (vi) such other information as communicated by the Compliance Officer

All terms used but not defined herein shall have the meaning ascribed to such term under the Insider Trading Regulations. In case of any discrepancy between the Insider Trading Regulations and the terms defined herein, the meaning as ascribed under the Insider Trading Regulations, shall prevail.

#### **4. APPLICABILITY**

This Code shall be applicable to Promoters including member(s) of Promoter group, all the Directors, Designated Persons and their immediate relatives, and Concerned Advisers/ consultants / retainers of the Company and Connected Persons as defined herein above.

#### **5. COMPLIANCE OFFICER**

- a) The Board of the Company shall appoint the Company Secretary as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.
- b) The Compliance Officer shall report to the Board of the Company.
- c) In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his/her duties, the

Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

- d) The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.
- e) The Compliance Officer duly authorized by Board shall maintain a Structured Digital Database containing the names of such persons or entities as the case may be with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available.
- f) The Compliance Officer shall maintain database for data to be collected from Designated Person with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

## **6. DUTIES OF COMPLIANCE OFFICER**

The Compliance Officer shall be responsible for:

- a) Setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board/Audit Committee.
- b) Prescribing procedures for various activities referred to in the Code.
- c) Compliance with the policies and procedures referred hereinabove.
- d) Monitoring adherence to the rules for the preservation of UPSI.
- e) Grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
- f) Implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.
- g) Timing for re-opening of the trading window taking into account various factors.

The Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their Immediate Relatives (see **Annexure-1**) and changes thereto from time-to-time.

The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.

The Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons along with

the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly basis.

## **7. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPS)**

- i) All information shall be handled within the Company on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal and other official duties and obligations.
- ii) Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
  - (a) an obligation to make an open offer under the Takeover Regulations 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; or
  - (b) not attracting 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.
- iii) 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 and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information Need to Know:
  - (a) **"Need to Know"** basis means that the 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.
  - (b) All non-public price sensitive information directly received by any employee should immediately be reported to the head of the department.

### **LIMITED ACCESS TO CONFIDENTIAL INFORMATION:**

Specified Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- 1) files containing confidential information shall be kept secure.
- 2) computer files must have adequate security of login through a password.
- 3) follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

List of Employees -

The Compliance Officer shall maintain a list of Designated Persons or any other persons with whom UPSI is shared along with the purpose for which such information was shared.

## **8. CHINESE WALL**

To prevent the misuse of UPSI, the Company has adopted a “Chinese Wall” policy which separates those departments 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”.

As per the said policy:

- a) The Employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas.
- b) The Employees in inside area may be physically separated from the Employees in public area.
- c) The demarcation of various departments as inside area shall be determined by the Compliance Officers in consultation with the Board.
- d) Only in exceptional circumstances, Employees from the public areas are brought “over the wall” and given UPSI on the basis of “need to know” criteria, under intimation to the Compliance Officer.

## **9. TRADING PLAN**

- 1) Compliance Officer shall approve the trading plan for dealing in securities of the Company as formulated by insider for public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- 2) Trading Plan shall;
  - a) not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
  - b) not entail overlap of any period for which another trading plan is already in existence;
  - c) set out following parameters for each trade to be executed:
    - (i) either the value of trade to be effected or the number of securities to be traded;
    - (ii) nature of the trade;
    - (iii) either specific date or time period not exceeding five consecutive trading days;
    - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:



- a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
- b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
- (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
- (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

d) not entail trading in securities for market abuse.

- 3) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Insider Trading 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.
- 4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. .

*Provided that* the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation

- 5) 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 Trading Plan 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 as announced by the Compliance Officer.
- 6) Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

## **10. TRADING WINDOW AND TRADING CLOSURE**

- i) Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the Securities of the Company.
- ii) Unless otherwise specified by the Compliance Officer, the Trading Window for Trading in Securities of the Company shall be closed for the Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons are reasonably expected to have UPSI, including for the following purposes-
  - (a) declaration of financial results,
  - (b) declaration of dividends,
  - (c) change in capital structure,
  - (d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions
  - (e) changes in key managerial personnel, and
- iii) In respect of declaration of financial results, the Trading Window shall remain closed from the end of the every quarter, till 48 hours after the declaration of financial results.
- iv) As regards declaration of dividend and other matters referred to in (c) to (f) above, the Managing Director/ Chief Executive Officer shall, well before initiation of such activity/ project, form a core team of Employees who would work on such assignment. The Managing Director/ Chief Executive Officer shall also designate a senior Employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the UPSI regarding the activity /project is made generally available or the activity/project is abandoned and the Trading Window would be regarded as closed for them. Such core team may share information related to the activity/project with any Connected Person only on a need-to-know basis for any advice or guidance required from such Connected Person, provided that such person are bound by confidentiality and undertake not to breach the Regulations. Further, where the activity/project relates to a listed company, the name of such listed company will be deemed to be included in the "restricted list" which is confidentially maintained by the Compliance Officer. The Compliance Officer shall use the restricted list as the basis for approving or rejecting applications for pre-trading.
- v) The Trading Window shall be opened 48 (Forty-Eight) hours after the information referred to above becomes generally available.
- vi) All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

## **11. PRE-CLEARANCE OF TRADES BY DESIGNATED PERSONS**

- (1) To provide assistance in preventing inadvertent violations of applicable SEBI PIT Regulations, any trading in Company's Securities (which includes without limitation, purchase or sale of Company's Securities) by the Designated Persons must be pre-cleared.
- (2) In case of stock options (ESOPs), exercise of options is allowed without pre-clearance. However, the sale of shares allotted on exercise of stock options would require pre-clearance.
- (3) The pre-clearance needs to be approved and obtained as under:
  - a) All Pre-clearances needs to be applied to the Compliance Officer;
  - b) The Pre-clearances will be approved by Compliance Officer of the Company.
- (4) The Designated Persons may trade in the Company's Securities only after obtaining pre-clearance of the proposed transactions from the Compliance Officer by submitting an application as per Annexure 2 and declaring that they are not in possession of any price sensitive information.
- (5) Any oral request from the Designated Persons under this Code and/or oral confirmation for trading in Securities of the Company is not acceptable and shall not be regarded as a valid request or approval for trading in Securities of the Company.
- (6) The approval/rejection would be conveyed through e-mail. If a request to trade is refused, the Compliance Officer may provide a written statement of the reasons, to the extent possible, for withholding consent.
- (7) Unless the concerned Designated Person receives a formal communication from the Compliance Officer granting clearance to trade, no approval shall be deemed to have been granted and the Designated Person cannot trade in Securities of the Company.
- (8) While granting permission, the Compliance Officer may impose certain conditions or restrictions, as may be necessary.
- (9) Designated Person can trade only upto the number of Securities for which the approval is granted by the Compliance Officer. Any trade which is in excess of number of Securities for which approval has been granted or undertaking trade in different kind from what has been approved, is not permissible. The same will require a fresh approval as provided in the Code.

As an example, if approval has been granted to employee "A" for buying 100 shares, then subject to other conditions of the Code, "A" can buy maximum upto 100 shares and only for buying shares.
- (10) The pre-clearance, once approved, shall be valid for a period of 7 days from the date of approval;

- (11) The Designated Person shall file within 2 (two) working days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form as per **Annexure 3**;
- (12) If the trade, as approved, is not executed within 7 days, the Designated Person must pre-1 the transaction again, if he wish to undertake trade. The Designated Person shall also be required to provide reasons to the Compliance officer in case no trades are executed or the trades executed are for lower quantity than the quantity for which the approval was sought.
- (13) The Designated Persons shall not enter into a Contra-Trade i.e. an opposite trade/transaction (sell or buy) any number of Securities during the next 6 (six) months following the previous transaction. Provided that this shall not be applicable for trades pursuant to exercise of stock options;
- (14) The restriction of contra Trade will not apply in respect of subscription to shares/convertibles in Follow-on Public Offer (FPO); Offer for Sale (OFS); Rights Issue or tendering of Shares in open offer; share buy-back or delisting offer, exit offers etc. The restriction of contra Trade will also not apply to Trades carried out in accordance with a Trading Plan as may be approved;
- (15) The Compliance Officer may grant relaxation from strict application of such restriction on an application made in this behalf by the concerned Designated Person and after recording in writing the reasons in this regard; provided that such relaxation does not violate the SEBI PIT Regulations. The Designated Person can make an application for waiver of restriction on undertaking Contra Trade Transaction in the format provided as **Annexure 4**.
- (16) In case a contra Trade is executed, inadvertently or otherwise, in violation of the aforesaid 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;
- (17) The Designated Person shall also not take positions in derivative transactions in the Securities of the company at any time;
- (18) In case the Compliance Officer of the Company intends to trade in the Securities of the Company, he/she shall seek pre-clearance of trade from the Managing Director & CEO of the Company. All other provisions of the Code will mutatis-mutandis apply in respect of transactions by the Compliance Officer;

## **12. REPORTING AND DISCLOSURES REQUIREMENTS**

- i) All Directors /officers /designated employees shall be required to forward the following details of their securities transactions to the Compliance Officer:
  - (a) All holdings in securities of the Company by directors/ officers/ designated employees at the time of joining the Company;

- (b) Trading in derivatives of securities and the traded value of the derivatives, if any
  - (c) Periodic statement of any transactions in securities and the Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors/ officers / designated employees for a minimum period of five years.
  - (d) The disclosures to be made hereunder shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- ii) The Compliance Officer shall notify the trading plan to the stock exchanges on which securities are listed upon approval of trading plan.
  - iii) Initial Disclosure  
Every Key Managerial Personnel or a Director or Promoter or member of Promoter Group of the Company on his appointment shall disclose in prescribed format **(Form A)** his holding of Securities of the Company as on the date of appointment or becoming a promoter, to the company within 7 (seven) days of such appointment or becoming a promoter.
  - iv) Continual Disclosure  
Every Promoter, member of the promoter group, designated person and Director of the Company shall disclose to the Company **(Form B)** the number of such securities acquired or disposed of within 2 (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.10,00,000/- (Rupees Ten Lakh) or such other value as may be specified.
  - v) Disclosure by Company to the stock exchanges:  
Notify the particulars of trading as defined in point (iv) above to the stock exchange on which the Securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information. The Compliance Officer shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.
- Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by regulation 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) Phone, mobile and cell numbers which are used by them

In addition, 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

vi) Disclosure by Connected Persons

The Company may, at its discretion, require any other Connected Person(s) to make disclosure of holdings and trading in securities of the Company in the prescribed form **(Form C)** and at such frequency as may be determined by the Compliance Officer.

**13. STRUCTURED DIGITAL DATABASE OF RECIPIENT OF UPSI**

As required under Regulation 3(5) and 3(6) of the Regulations, Compliance Officer as duly be authorized by the Board, shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared and also name of such person or entities who shared, along with the following information pertaining to the recipients;

- (a) Name of such recipient of UPSI;
- (b) Postal Address and E-mail ID of such recipient
- (c) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such database shall be maintained internally in accordance with the Regulations from time to time, including through adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

The Compliance officer duly authorised by Board shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings

**14. INTERNAL CONTROL SYSTEM**

There shall be adequate and effective system of internal controls to ensure compliance with the requirements given in this Code and Regulations to prevent Insider Trading. The internal controls shall include:-

- (a) Identifying employees who have access to, or are expected to have access to UPSI, as Designated person;
- (b) Identifying UPSI and maintaining its confidentiality as required under

- applicable laws;
- (c) Putting in place adequate restrictions on communication, or procurement of UPSI;
  - (d) Maintaining a list of all employees and persons with whom UPSI is shared and making them aware other obligations under the Code or signing of the confidentiality agreements;
  - (e) Periodic review the measures and internal controls implemented to evaluate their effectiveness.
  - (f) The Audit Committee of company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

The Company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information

Every Company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by board of directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

#### **15. PENALTY FOR CONTRAVENTION:**

Every Director, Promoter, member of Promoter Group and Designated Person shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension or termination of employment.

Action taken by the Company for violation of the Regulations and the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs. 25 crores or three times the amount of profits made out of insider trading, whichever is higher.

Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs. 25 crores or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.

In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

The Compliance Officer shall also maintain a database of the violation of the Code by Designated Persons and immediate relatives of Designated Persons that would entail initiation of appropriate action against them.

The Compliance Officer shall always abide by the provisions of the Regulations and the Code.

Where there is a violation by the Compliance Officer, the Chief Executive Officer or the Managing Director of the Company shall perform the functions of the Compliance Officer.

#### **16. CLARIFICATIONS:**

For all queries concerning this Code, please contact the Compliance Officer.





**ANNEXURE-2****APPLICATION FOR PRE - DEALING APPROVAL**

To,  
The Compliance Officer,  
AWFIS Space Solutions Limited

Date:

**APPLICATION FOR PRE-DEALING 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 for \_\_\_\_\_[TYPE OF TRADE] of the Securities of the Company as per the details given below:

Name: \_\_\_\_\_  
Employee No.: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Department: \_\_\_\_\_  
Location: \_\_\_\_\_  
Pan Number: \_\_\_\_\_

*Name of Proposed Buyer/Seller	Nature of transaction(Buy/sell/ subscribe)	No. of Securities to be Bought/Sold	Date of purchase /allotment	DP/BEN ID of the account / folio no. where the securities will be credited/debited

\* applicable for off market transaction

I enclose herewith the form of Undertaking

**ANNEXURE - 2A**  
**UNDERTAKING ACCOMPANIED WITH THE APPLICATION FOR PRE-DEALING  
APPROVAL**

To,  
The Compliance Officer,  
Awfis Space Solution Limited

I, \_\_\_\_\_, resident of \_\_\_\_\_, hereby declare that I am \_\_\_\_\_  
(Employee/Director/Promoter/KMP) of Awfis Space Solution Limited. I am currently  
designated a \_\_\_\_\_.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for Prevention of Insider Trading (the "Code") up to the time of signing this Undertaking.

In case I have access to or I receive any Price Sensitive Information after signing this Undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would, and ensure that my dependents would completely refrain from Dealing in the Securities of the Company till the time such Price Sensitive Information becomes public. I declare that I have not contravened the Code as notified by the Company from time to time.

I undertake to disclose to the Company and to the stock exchange the execution of the transaction within 2 (two) trading days of such execution.

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I declare that I have made full and true disclosure in the matter.

Name: \_\_\_\_\_

**ANNEXURE-3****CONFIRMATION OF TRANSACTION EXECUTED /NOT EXECUTED PURSUANT TO PRE-CLEARANCE**

To,  
The Compliance Officer,  
Awfis Space Solutions Limited

I \_\_\_\_\_, hereby inform you that I/my immediate relative

**have not executed the trade in Securities of the Bank, pursuant to pre-clearance approval dated \_\_\_\_\_ due to \_\_\_\_\_ (reason)**

OR

**have executed the trade in securities of the Bank, as mentioned below pursuant to pre-clearance approval dated \_\_\_\_\_:**

Name of the Holder	Relationship with Designated Person	No. of Securities dealt with	Bought / Sold/ Subscribed	Date	DP ID/Client ID / Folio No.	Price/Securities (INR)	Total Value of trade

I declare that the above information is correct and that no provisions of the Share Dealing Code of the Bank and/or applicable laws/regulations have been contravened the above said transactions(s).

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

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

**Employee No.:**

**ANNEXURE - 4****Application for Waiver of Restriction on undertaking Contra Trade Transactions**

Date :

To,  
The Compliance Officer,  
Awfis Space Solution Limited

Dear Sir,

I request you to grant me waiver from:

- a) the restriction of undertaking an 'opposite transaction' of sale of securities;
- b) the minimum holding period of 6 months;

to SALE \_\_\_\_\_ shares of Awfis Space Solution Limited; as required under clause 1.10 (ii) of the Code with respect to the following securities held by me:

Name	Relation	Folio No, / DP ID / Client IDNo.	Type of Security	No. of Securities	Date of Acqn.

The reasons for seeking this waiver are given below:

I hereby state that I do not have any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code or the Insider Trading Regulations up to the time of signing this undertaking on the basis of which, the proposed transaction is to be executed;

Thanking You,  
Yours faithfully,

\_\_\_\_\_

Name:

Designation:

**FORM B**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6(2) - Disclosure on becoming a Director/KMP]**

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 No., CIN/DIN & address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of Security (For e.g. - Shares, Warrants, Convertible Debentures, Rights entitlements etc)	No.	
<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>	<u>6</u>

**Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of 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).**

Open Interest of the Future contracts held as on the date			Open Interest of the Future contracts held as on the date		
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
<u>7</u>	<u>8</u>	<u>9</u>	<u>10</u>	<u>11</u>	<u>12</u>

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

Date:  
Place:

Signature:  
Name:  
Designation:

## Annexure to Form B

Name:

Employee Code:

Sr. No.	Particulars	Name	PAN & Address	Phone and mobile number used by persons	No. and % of total shareholding	Whether financially dependent or consults you for trading decisions (Y/N)
1.	Spouse					
2.	Father					
3.	Mother					
4.	Spouse's Father					
5.	Spouse's Mother					
6.	Son					
7.	Son's Wife					
8.	Daughter					
9.	Daughter's husband					
10.	Brother					
11.	Sister					
12.	Spouse's Brother					
13.	Spouse's Sister					
14.	If you are member of Hindu Undivided					
15.	Name of persons with whom material financial relationship* is shared					

***\*"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 12 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.

**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 s/immediate 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/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (market/public/rights/preferent offer/off market Inter-se transfer, ESOPs, etc.)
		Type of securities (For eg. – Shares Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (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

**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).**

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)	
16	17	18	19	20	21	22

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

Name:

Signature:

Designation:

Date:

Place:

**FORM D**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**Regulation 7(3) – Transactions by other connected persons as identified by the Company**

**Details of trading in securities by other connected persons as identified by the company**

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connect ion with company	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 securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation / Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	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 by other connected persons as identified by the Company**

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)	
16	17	18	19	20	21	22

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

Name:

Signature:  
Designation:

Date:  
Place:

## PRE- CLEARANCE APPROVAL

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 Seven (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 filed.

For **Awfis Space Solution Limited**

\_\_\_\_\_  
**Compliance Officer**

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

**APPENDIX D**  
**ANNUAL STATEMENT**

**To,**  
**The Compliance Officer**  
**Awfis Space Solutions Limited**  
**Address:**

Dear Sir/ Madam,

In terms of Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I,

\_\_\_\_\_ of the Company/  
connected with the Company in the capacity of \_\_\_\_\_ hereby inform you about  
the securities / voting rights held by me / Immediate relatives as on March 31<sup>st</sup> as per particulars  
give under:

**A. DETAILS OF SECURITIES HELD IN MY NAME**

Name	Designation	No. of Securities held	Folio No./Client ID/DPID	PAN

**B. DETAILS OF SECURITIES HELD BY IMMEDIATE RELATIVES AND ANY OTHER PERSON(S) FOR WHOM I TAKE TRADING DECISIONS**

Name	Relationship	No. of Securities held	Folio No./Client ID/DP ID	PAN, Education Cert., Contact No.,	persons with whom I share a (material financial relationship)*

\*“(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 transaction.

I do hereby declare that what is stated above is true to the best of my knowledge and belief.

**Signature:**

**Designation:**

**Date:**

**Place:**

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

To ensure fair disclosure of events and occurrences that could impact price discovery in the market, the Board of Directors of the Company shall adhere to the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information envisaged in Schedule A of SEBI (Prohibition of Insider Trading) Regulation, 2015:

1. It shall be ensured that prompt public disclosure of unpublished price sensitive information is made to make it generally available, once it is discovered that credible and concrete information having the potential of effecting the price of securities of the Company exists or comes into being.
2. It shall be ensured that uniform and universal dissemination of unpublished price sensitive information is promptly made to avoid selective disclosures.
3. The Company Secretary of the Company is designated as a Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. In case unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise, action shall be taken by Chief Investor Relations Officer to make prompt dissemination of such information to make such information generally available.
5. Chief Investor Relations Officer shall make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Chief Investor Relations Officer shall further ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Company shall develop 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. All unpublished price sensitive information shall be disclosed on a need-to-know basis.
9. Posting of this code on company's website