SIMPLEX INFRASTRUCTURES LIMITED

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

CHAPTER – I

INTRODUCTION:

(i) The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations / Regulations") on January 15, 2015, which provides framework on matters relating to Insider Trading.

(ii) Pursuant to Regulation 4(2)(c)(iv) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("LODR Regulations"), SIMPLEX INFRASTRUCTURES LIMITED (the "Company" or "SIL") is required to formulate a framework to avoid insider trading and abusive self-dealing ("Insider Trading Policy").

(iii) This Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("Code") has been prepared pursuant to Regulation 9(1) of the PIT Regulations, 2015 by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by Designated Persons and their immediate relatives towards achieving compliance with the Regulations. All the Designated Persons and immediate relatives of the Designated Persons of SIL are governed by the Code and they are advised to carefully go through and familiarize themselves with and adhere to the Regulations and the Code. This Code shall be applicable to all the Designated Persons and immediate relatives of Designated Persons of the Company and its subsidiaries, if any.

(iv) This code has been adopted by the Board of Directors (the "Board") at its meeting held on 13.08.2025 superseding the earlier code as approved by the Board vide its meeting held on 14.08.2021 and as subsequently amended from time-to-time. This Code of Conduct may be modified by the Board of Directors from time to time to adopt best practices and to comply with the Regulations.

1. THE POLICY:

A. The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information ("UPSI") and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. The Company is committed towards:

i) preserving the confidentiality and preventing misuse of any unpublished price sensitive information about the Company or any of its securities;

ii) adherence to transparency and fairness in dealing with all stakeholders of the Company; and

iii) strict compliance with applicable regulations of the Securities and Exchange Board of India and the relevant provisions of the Companies Act, 2013.

B. No Designated Persons and immediate relatives of designated persons - when in possession of any unpublished price sensitive information about, or in relation to the Company or any of its securities shall:

- Trade or have dealings in the securities of the Company, either on his/her behalf or on behalf

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of any other person;

- Communicate, provide or allow access to, or counsel, directly or indirectly, any unpublished information relating to the Company or any of its securities, to any other person, except on a need-to-know basis in furtherance of legitimate purposes in relation to the Company.

C. All Directors, Key Managerial Personnel and /or Designated/Connected Persons or their Immediate Relatives shall conduct their trading in the securities of the Company only during or in a valid trading window strictly in compliance with this Code.

D. 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.

2. DEFINITIONS

I. **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992) (including any amendment or re- enactment thereof);

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

III. **"Body corporate"** means a body corporate as defined under the Companies Act, 2013

IV. **"Company" or "the Company"** means **"SIMPLEX INFRASTRUCTURES LIMITED".**

V. **"Compliance Officer"** means the Company Secretary of the Company. However, any senior officer, may be designated as Compliance Officer as such by the Board of Directors of the Company, 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 this Code and other codes as specified in the Regulations under the overall supervision of the Board.

For the purpose of this Code, "financially literate" shall mean a person who has the ability to read and understand basic financial statement, i.e., balance sheet, profit and loss account, and statement of cash flows.

VI. **"Connected Person"** means—

(i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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) a relative of connected persons specified in clause (i); or

(b) a holding company or associate company or subsidiary company; or

(c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or

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(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 a company or his relative or banker of the company, has more than ten per cent. of the holding or interest; or

(k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or

(l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

VII. **Designated Persons**" shall mean persons specified as such by the Board of Directors of the Company in consultation with the Compliance Officer and shall include:

a) All Directors on the Board of Directors of the Company;
b) All promoters of the Company;
c) All connected persons of the Company;
d) All Key Managerial Personnel of the Company and its material subsidiaries:
e) All Officers at two grade below the Directors of the Company and its material subsidiaries;
f) All executives working in Secretarial department of the Company and its material subsidiaries;
g) All executives at General Manager & above in Accounts & Finance department of the Company and its material subsidiaries;
h) All executives in Public Relation Department of the Company and its material subsidiaries;
i) All executives at General Manager & above in Internal Audit department of the Company and its subsidiaries;
j) All Secretaries (Executives) to all functional Directors of the Company and its material subsidiaries;
k) Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information;
l) Any other employee of the Company and its material subsidiaries, as may be approved by the Board of Directors of the Company.

Note 1: Depending on the change in the scope of responsibility of an employee, the Compliance Officer with the approval of the Managing Director of the Company may exclude or include any employee from the list of Designated Person.

Note 2: In case any Designated Person separates from the services of the Company due to superannuation/ resignation/termination etc. he/she shall continue to be considered as a Designated Person for a further period of 6 (six) months subsequent to the date of his/her separation from the Company as envisaged under the Regulations.

Note 3: "Material Subsidiary" shall have the same meaning as defined in the Regulations.

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

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

X. **"Insider"** means any person who is:

(i) a connected person, or

(ii) in possession of or having access to such unpublished price sensitive information.

Further, anyone in possession of or access to UPSI should be considered as an insider regardless of how one came in the possession of or had access to such information. Furthermore, any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

XI. **"Insider trading"** means—

a) an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of a company either as principal or agent if such director or key managerial personnel or any other officer of the company is reasonably expected to have access to any non- public price sensitive information in respect of securities of company; or

b) an act of counselling about procuring or communicating directly or indirectly any non-public price-sensitive information to any person;

XII. **"Prohibited Period"** means;

- Period as defined in clause 7.3 of this code
- Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman and Managing Director of the Company.

XIII. **"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.

XIV. **"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;

XV. **"Relative"** shall mean the following:

(i) spouse of the person;
(ii) parent of the person and parent of its spouse;
(iii) sibling of the person and sibling of its spouse;
(iv) child of the person and child of its spouse;
(v) spouse of the person listed at sub-clause (iii); and
(vi) spouse of the person listed at sub-clause (iv)

XVI. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

XVII. **"Trading"** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities and "trade" shall be construed accordingly.

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

XIX. **"Trading Window"** shall have the meaning ascribed thereto in clause 7 of the Code.

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XX. **"Unpublished Price Sensitive Information"** shall have the meaning assigned to it under the section 2(n) of the PIT Regulations or any modification thereof.

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

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CHAPTER – II

3 Compliance Officer

The Company has appointed the Company Secretary as Compliance Officer who shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board but not less than once in a year. In the absence of the designated/ appointed Compliance Officer, the Chairman shall be authorised to appoint a person to act as the Compliance Officer in the period of absence.

3.1 Duties of Compliance Officer:

1. He shall maintain a record of Designated Persons and any changes made to the list of Designated Persons.

2. He may in consultation with the Chairman and Managing Director and shall as directed by the Board, specify Prohibited Period from time to time and immediately make an announcement thereof.

3. He shall maintain a record of Prohibited Period specified from time to time.

4. He shall maintain records of all the declarations submitted in the appropriate form given by the Directors, Designated Persons, officers and connected persons for a minimum period of five years. The declarations may be taken and preserved in either physical form or electronic form.

5. He shall place before the Chairman/ Managing Director, at regular intervals, all the details of the dealing in the securities by Directors, Designated Persons, officers and connected persons of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules.

6. He shall assist all the employees/ directors in addressing any clarifications regarding Regulations and the Company's code of conduct.

7. He shall be responsible for overseeing and coordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman/ Managing Director of the Company.

8. He shall ensure that prohibited period is intimated to all concerned at least 48 hours before the commencement of the said period.

9. If the Company/ compliance officer observes that there has been a violation of the Regulations, SEBI must be informed by the Compliance Officer.

3.2 Maintenance of Records and Registers

The Compliance Officer shall maintain:

i. Register of Pre-clearance of trading of Securities and record therein the name and designation of the Designated Persons and their immediate relatives submitting the application, date of the application, date & time of receipt of the application, nature of the transaction, number of securities, consideration value, name of the dependent family member if the transaction is in the name of the dependent family member and date & details of the actual transaction.

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ii. Records of all the declarations in the appropriate form given by the Directors, Officers designated persons and their dependents for a minimum period of five years.

iii. Reporting of Decisions not to trade after securing pre-clearance.

4 Preservation of "Unpublished Price Sensitive Information"

4.1 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 legitimate purposes, performance of duties or discharge of legal obligations. Further, Designated Persons and immediate relatives of designated persons in the Company may be governed by internal code of conduct governing dealing in securities of the Company, if any.

4.2 Need to Know

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the company who need the information for legitimate purposes, performance of duties or discharge of his legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

4.3 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted/ destroyed after its use.

4.4 Chinese Wall

4.4.1 To prevent the misuse of Unpublished Price Sensitive Information the Company has adopted a "Chinese Wall" policy whereby those areas of the Company which routinely have access to Unpublished Price Sensitive Information, considered "inside areas" are separated from areas which deal with sale/marketing/investment advise or other departments providing support services, considered "public areas".

4.4.2 The Designated Persons in the inside area shall not communicate any Unpublished Price Sensitive Information to any one in public area.

4.4.3 The Designated Persons in inside area may be physically segregated from Designated Persons in public area and the Company may choose to demarcate various departments as inside area.

4.4.4 Only in exceptional circumstances Designated Persons from the public areas may be brought "over the wall" and given Unpublished Price Sensitive Information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

Provided that nothing contained above shall be applicable to any communication of or access to Unpublished Price Sensitive Information required in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

However, the "Code of Practices and Procedures for fair disclosure of unpublished price sensitive information" and the Policy for determination of "Legitimate Purposes" as enumerated therein need to be adhered.

5 Prohibition on Dealing, Communicating or Counseling on Matters Relating to Insider Trading:

No insider shall communicate, provide, or allow access to any unpublished price sensitive information, 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

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or discharge of legal obligations

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or its securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

For the purpose of this Policy, 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 professional or other advisors or consultants, which sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company; or

- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the listed Company is of informed opinion that sharing of such information 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 to be adequate and fair to cover all relevant and material facts.

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.

The Board of Directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation 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.

The Board of Directors or head(s) of the organisation of every person required to handle unpublished price sensitive information 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 SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

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TRADING RESTRICTION & PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

All Directors, Designated Persons, officers and connected persons of the Company including their immediate relatives shall be subject to trading restriction as enumerated below:

6 Trading Plan

An insider shall be entitle to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.1 Trading Plan shall:

(i) 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;

(ii) not entail overlap of any period for which another trading plan is already in existence;

(iii) set out following parameters for each trade to be executed:

- either the value of trade to be effected or the number of securities to be traded;
- nature of the trade;
- either specific date or time period not exceeding five consecutive trading days;
- 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.

(iv) not entail trading in securities for market abuse.

6.2 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

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

Further, 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 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.

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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. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

6.4 The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

7 Trading Window

7.1 The period prior to declaration of Unpublished price sensitive information is particularly sensitive for transaction in the Company's securities. This sensitivity is due to the fact that the Directors, Designated Persons, officers and connected persons will, during that period, often possess unpublished price sensitive information.

The Directors, Designated Persons, officers, connected persons and their immediate relatives shall not trade in the company's securities when the trading window is closed. The period during which the trading window is closed shall be termed as Prohibited Period. The intimation of closure shall be made through email and/ or through the website of the Company. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.

7.2 Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes-

a. Financial results
b. dividends
c. change in capital structure
d. mergers, de- mergers, acquisitions, delistings, disposals and expansion of business and such other transactions
e. changes in key managerial personnel

7.3 The Trading Window shall remain closed from the end of every quarter till 48 hours after the declaration of financial results, in case of declaration of financial results and during such time when the Compliance Officer determine, in other cases.

The closure of Trading Window for purposes other than declaration of financial results and for which a specific notice/ intimation is required to be given to stock exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any such Price Sensitive Information is given to Stock Exchange.

However, if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance Officer with the approval of Chairman/ Managing Director of the Company.

The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

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7.4 The timing for re-opening of the trading window for the information referred in 7.2 shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

7.5 All Directors, Designated Persons, officers and connected persons of the company shall conduct all their dealings in the securities of the Company only during the valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.

7.6 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

7.7 All other time of the year, when the Trading Window does not remain closed in accordance with this clause, shall be called "Notional Trading Window".

8 Pre-clearance of trades

8.1 All Directors, Designated Persons, officers and connected persons of the Company and their immediate relatives who intend to deal in the securities of the company in excess of Rs. 10,00,000/- whether in one or a series of transactions over any calendar quarter shall require prior clearance from the Compliance Officer.

8.2 The Clearance shall be obtained as per the procedure prescribed below:

a) An application is to be made to the compliance officer as per the enclosed format **(Form-I)** indicating the estimate number of securities that the Directors, Designated Persons, officers and connected persons intends to deal in, the details of securities held in physical form as to folio no., the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this regard.

b) Each Directors, Designated Persons, officers and connected persons shall execute in favour of the Company an undertaking in the enclosed format **(Form-I)** for getting the trades cleared.

The Compliance Officer shall on receiving an application provide the Directors, Designated Persons, officers and connected persons with an acknowledgement on the duplicate of the application.

The Compliance Officer shall grant approval within 2 working days from the date of acknowledgement.

The Compliance Officer shall retain copies of all applications and acknowledgements.

In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is on the basis of possession of any unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent.

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If so, requested by the Compliance Officer, Directors, Designated Persons, officers and connected persons must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his share dealings.

8.3 The Directors, Designated Persons, officers and connected persons and their dependents shall execute their transactions within one week after the pre- clearance failing which they have to pre-clear the transactions again.

9 Minimum Period for holding of Securities

a. All Directors, Designated Persons, officers, connected persons or their dependents who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e., sell or buy any number of shares during the next six months following the prior transaction. All Directors, Designated Persons, officers and connected persons shall also not take positions in derivative transactions in the shares of the Company at any time.

b. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

c. If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for credit remittance to the Investor Protection and Education Fund administered by the SEBI under the Act. However, this shall not be applicable for trades pursuant to exercise of stock options.

d. In the case of subscription under ESOP Scheme(s) of the Company, the above-mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted. However, in case the sale of securities is necessitated by personal emergency, the holding period may be waived by Compliance Officer after recording in writing reasons in this regard. The application for this approval should be made to the Compliance Officer in Form 'I' (as attached to this code).

The aforesaid restrictions on entering into opposite transaction shall not apply to acquisition of securities in the primary market or pursuant to exercise of options vested under any ESOP Scheme(s) of the Company.

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CHAPTER – IV

REPORTING AND DISCLOSURE REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

10 Reporting Requirements for transaction in securities

10.1 All Directors, Designated Persons, officers and connected persons shall forward to the Compliance Officer following details of their securities transactions including the statement of their immediate relatives:

a) All holdings in securities of the company, at the time of joining the company in **Form -II**;

b) Annual statement of all holdings in securities of the Company in **Form –III** within 15 days.

10.2 Every person on appointment as key managerial personnel or a director of the Company shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter or member of the promoter group, to the company within seven days of such appointment or becoming a promoter

10.3 Every promoter or member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees.

10.4 The Compliance Officer shall maintain records of all the declarations/ undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.

10.5 The Compliance Officer shall place before the Board of Directors of the Company at its next meeting all the details of the dealing in the securities by Designated Persons/ Director/ Officer of the company and the accompanying documents that such persons had executed under the pre- dealing procedure as envisaged in this Code.

10.6 Designated persons shall be required to disclose 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) 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.

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

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11 Disclosure by Company to Stock Exchange

Pursuant to Regulation 7(2)(b) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, within 2 trading days of the receipt of the disclosure or from becoming aware of such information under Clause 10.1, 10.2 and 10.3 above, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

CHAPTER – V

MISCELLANEOUS

12 Institutional Mechanism for Prevention of Insider Trading

(i) The Compliance Officer in consultation with the Managing Director of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

(ii) The internal controls shall include, *inter alia,* the following:

a. Identification of the designated employees from time-to-time who may have the unpublished price sensitive information.

b. Identification of unpublished price sensitive information from time-to-time and maintenance of its confidentiality.

c. Placement of adequate restrictions on communication or procurement of unpublished price sensitive information.

d. Maintenance of structured digital database containing the names of such persons or entities as the case may be with whom unpublished price sensitive information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available, with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

e. Execution of confidentiality or non-disclosure agreements with all the persons with whom unpublished price sensitive information has been shared.

f. Process review at regular intervals to evaluate effectiveness of such internal controls.

(iii) The Board shall ensure the compliance of the provisions of the Code by the Compliance Officer from time-to-time.

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

13 Voluntary Information Disclosure by Informant

13.1 In compliance with the provisions of Chapter IIIA of the Regulations, this Code provides total protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure Form under these regulations, irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a Reward under these regulations, by reason of:

(i) filing a Voluntary Information Disclosure Form under these regulations;

(ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the SEBI in this regard; or

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(iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI in any manner.

Explanation 1. - For the purpose of this Chapter, "employee" means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under Chapter IIIA these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

Explanation 2. - Nothing in this regulation shall require the employee to establish that, -

(i) the SEBI has taken up any enforcement action in furtherance of information provided by such person; or

(ii) the information provided fulfils the criteria of being considered as an Original Information under these regulations.

13.2 The employee will be having no obligation to notify the Company or the Board or any of its officers, of any such Voluntary Information Disclosure Form filed by him with the SEBI or to seek the prior permission or consent or guidance of the Company or the Board or any of its officers, before filing any such Form with the SEBI.

13.3 Any Clause of this Code, will tantamount to be void, whether directly or indirectly, in so far as it purports to preclude any person, other than an advocate, from submitting to the SEBI information relating to the violation of the securities laws that has occurred, is occurring or has a reasonable belief that it would occur.

14 Penalty for breach of code of conduct

a) The Designated Persons and their immediate relatives who violate the code of conduct shall be subject to disciplinary actions by the Company that may include wage freeze, suspension, recovery, etc. as may be imposed by the Company.

b) Any amount collected under this clause shall be credited to the Investor Protection and Education Fund as administered by SEBI under the Act.

c) The action by the Company shall not preclude SEBI or other Regulatory authorities from taking any action against those who are found guilty of Insider Trading and such action may be in the form of imprisonment for a term which may extend to ten years or with fine which shall not be less than ten lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher, or with both.

15 Information to SEBI in case of violation of the Regulations

In case it is observed by the Company and/ or Compliance Officer that there has been a violation of the Regulations, the stock exchange(s) where the concerned securities are traded will be promptly informed, in such form and such manner as may be specified by SEBI from time to time.

16 Clarifications

For all queries concerning this Code, all employees of the Company may please contact the Compliance Officer.

17 Amendment

The Board of Directors reserves its right to amend or modify the Code in whole or in part, at any time without assigning any reason whatsoever.

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18 Conclusion

This Code is one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under this Code and SEBI (Prohibition of Insider Trading) Regulations, 2015 to familiarize themselves with the provisions of the said regulations and comply with the same. For any assistance or clarifications, kindly contact the Compliance Officer of the Company.

FORM I

SIMPLEX INFRASTRUCTURES LIMITED

(Under SIMPLEX INFRASTRUCTURES LIMITED Code of Conduct for Prevention of Insider Trading)

The Compliance Officer
SIMPLEX INFRASTRUCTURES LIMITED
"Simplex House",
27, Shakespeare Sarani, Kolkata - 700 017

Internal use
Recd date and time:
Sign:

SUB: APPLICATION FOR TRADING IN SHARES OF THE COMPANY AND UNDERTAKING

Dear Sir,

I, _____, a Designated Employee/ Director/ Officer of _____(Name of the Company), propose to trade in the Shares of the Company as per details hereunder:

Name of person proposing to trade in shares of the Company and relationship with Designated employee/Director/ Officer:	

No. of Shares of the Company held by the person as on date of the application:

_____

Sr. No.	Physical Form	Demat Form		No. of shares Presently held
	Folio No.	DPID	Client ID	

Particulars of proposed transaction in Shares of the Company:

Number of Shares held in the Company (A)	Number of Shares of the Company proposed to be Sold (B)	Number of Shares of the Company proposed to be acquired (C)	Balance holding (A) +(C)/ (A) –(B)

Name of Depository:	

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DP ID No.:	Client ID No.:

Number of Shares of the Company that would be held by the person after this application (if approval granted):	

Reason for sale of shares held for less than six months (If applicable)	

I confirm that:

i) I shall execute the trade of Shares within 7 days of your approval failing which we shall apply again to you for your approval. I shall submit a 'NIL' report if the transaction is not undertaken.

ii) I shall hold Shares of the Company for a minimum period of six months from the date of acquisition.

I hereby undertake and confirm that,

1) I do not have any access or have not received "Unpublished Price Sensitive Information" up to the time of signing this undertaking

2) In case I have access to or have received "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction I will inform the Compliance officer of the change in my position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.

3) I have not contravened the prevailing Code of Conduct for Prevention of Insider Trading.

4) I have made a full and true disclosure in this matter.

We further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company.

You are requested to provide the pre-clearance of trade for the above transaction.

Thanking you,
Yours sincerely,

Place:
Date:

Signature:

Name :
Designation :
Department :

SIMPLEX INFRASTRUCTURES LIMITED KOLKATA

FORM – II

Statement of holding of Securities at the time of joining the company by Director/ Designated Employee/ Officer

(Under SIMPLEX INFRASTRUCTURES LIMITED Code of Conduct for Prevention of Insider Trading)

Disclosure on becoming a Key Managerial Personnel/Director/Promoter/ Member of the promoter group

The Compliance Officer
SIMPLEX INFRASTRUCTURES LIMITED
"Simplex House",
27, Shakespeare Sarani, Kolkata - 700 017

Name of the company: SIMPLEX INFRASTRUCTURES LIMITED
ISIN of the company: INE059B01024

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN / DIN, & Address with Contact Nos.	Category of Person (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 securities (For e.g. Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of 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 at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
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

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

Signature	:
Name	:
Designation	:
Department	:
Date	:

FORM III

ANNUAL DISCLOSURE OF SHAREHOLDING

(Under SIMPLEX INFRASTRUCTURES LIMITED Code of Conduct for Prevention of Insider Trading)

The Compliance Officer
SIMPLEX INFRASTRUCTURES LIMITED
"Simplex House",
27, Shakespeare Sarani, Kolkata - 700 017

Reg. : Annual Disclosure of Shareholding

I wish to inform you that I along with my immediate relatives are holding equity shares/other securities of the Company as follows:

Name	Relation	Address	PAN	Folio / DP Id / Client Id	No. of securities held on 01.04.____	No. of securities bought during the year	No. of securities sold during the year	No. of securities held on 31.03___

I/ We declare that the shares sold have been held by me / us for six months.
I/ We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Signature :

Name :

Designation :

Department :

Date

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