

**CODE OF CONDUCT
FOR INSIDER
TRADING
[GHCL
INSIDER CODE]**

(Approved by Board of Directors on 13th May,
2015 and applicable w.e.f. 15th May, 2015)

For Ganesh Housing Corporation Ltd


Chairman

INTRODUCTION:

SEBI vide its Notification No. LAD-NRO/GN/2014-15/21/85, dated 15th January, 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 15th May, 2015. Regulation 9 of Chapter-IV of SEBI (Prohibition of Insider Trading) Regulation, 2015, provides for the formulation of a "Code of Conduct" (hereinafter referred to as the "Code") to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the Regulation.

Ganesh Housing Corporation Limited (hereinafter referred to as "the Company" or "GHCL") endeavors to preserve the confidentiality of un-published price sensitive information and to prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, the Company hereby notifies this Code.

Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulation, 2015 shall automatically apply to this Code.

OBJECTIVE:

This document embodies the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ("Code") to be adopted by GHCL and to be followed by the Designated Persons. The Code is based on the principle that Designated Persons of Ganesh Housing Corporation Limited owe a fiduciary duty to, among others, the shareholders of the Company to place the interest of the shareholders above their own and conduct their personal Securities transactions in a manner that does not create any conflict of interest situation. The Code is also intended to serve as a guiding charter for all concerned persons associated with the functioning of listed companies and their dealings in Securities of such companies. Further, the Code also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

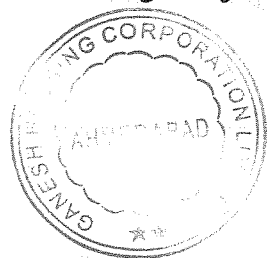
1. APPLICABILITY:

The Code of Conduct for Prevention of Insider Trading of Ganesh Housing Corporation Limited ("hereinafter referred to as ***GHCL Insider Code***") shall be applicable to the Company w.e.f. ***15th May, 2015***, to be applicable and followed by ***Designated Persons***.

2. DEFINITIONS:

As used in this Code:

- (a) "**Act**" means the Securities and Exchange Board of India Act, 1992;
- (b) "**Board**" means the Board of Directors of the Company;
- (c) "**Code**" or "**GHCL Insider Code**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Ganesh Housing Corporation Limited as amended from time to time;



For Ganesh Housing Corporation Ltd

D. K. Pali
Chairman

(d) "**Company**" means Ganesh Housing Corporation Limited;

(e) "**Compliance Officer**" means Company Secretary or any senior officer designated so from time to time and reporting to the Board of Directors or head of the organisation in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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 Company or the Head of an Organisation or as the case may be;

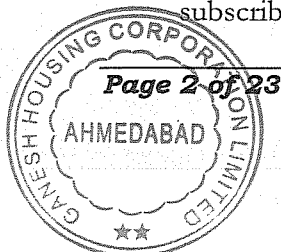
(f) "**Connected Person**" means:

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

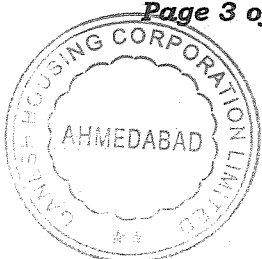
(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

- an immediate relative of connected persons specified in clause (i); or
- a holding company or associate company or subsidiary company; or
- an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- an investment company, trustee company, asset management company or an employee or director thereof; or
- an official of a stock exchange or of clearing house or corporation; or
- 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
- 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
- an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- a banker of the Company; or
- a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

(g) "**Dealing in Securities**" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy or sell in the Securities of the Company either as principal or agent;



- (h) **“Designated Connected Person”** means: -
- (i) A concern, firm, trust, Hindu Undivided Family, Company or association of persons wherein a director of a Company or his immediate relative has more than ten per cent of the holding or interest;
 - (ii) entities include professional firms such as auditors, accountancy firms, law firms, analysts, consultants, etc. market intermediaries and other person declared as designated person by the Company from time to time.
- (j) **“Designated Employee”** means: -
- (i) Directors and Key Managerial Personnel of the Company;
 - (ii) Employees comprising the top two tiers viz. Presidents and Vice Presidents;
 - (iii) Every Employee in the corporate finance & accounts department and secretarial department having access to price sensitive information as may be determined by Compliance Officer in consultation with Managing Director and respective department Heads of the Company and informed to the Board of Directors; and
 - (iv) Any other Employee including Employee of Subsidiary Companies, if any, as may be designated by the Compliance Officer in consultation with Managing Director and respective department Heads of the Company from time to time.
- (k) **“Designated Persons”** means Promoters, Directors, Designated Connected Persons, the Designated Employees and their immediate relatives
- (l) **“Director”** means a member of the Board of Directors of the Company;
- (m) **“Employee”** means every employee of the Company including the Directors in the employment of the Company;
- (n) **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis;
- (o) **“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;
- (p) **“Insider”** means any person who is,
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- (q) **“Key Managerial Personnel”** means person as defined in Section 2(51) of the Companies Act, 2013;
- (r) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 including modification and ratification or enactment thereof;

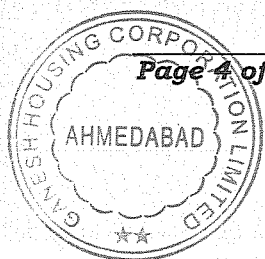


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- (s) "**Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
- (t) "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- (u) "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (v) "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal (including but not limited to Pledge/ Hypothecation) in any securities of the Company which are listed on Recognized Stock Exchange/s, and "trade" shall be construed accordingly;
- (w) "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;
- (x) "**Unpublished Price Sensitive Information**" or "**UPSI**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) material events in accordance with the listing agreement

Words and expressions used and not defined in these Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015; Securities and Exchange Board of India Act, 1992 (15 of 1992); the Securities Contracts (Regulation) Act, 1956 (42 of 1956); the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

3. COMPLIANCE OFFICER:

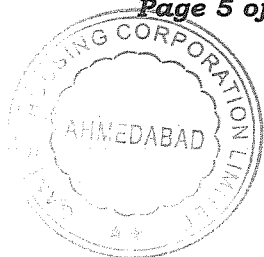
3.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors. The Compliance Officer shall be responsible for setting forth policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of designated persons and their immediate relatives' trade, monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of Directors of the Company.



- 3.2 The Compliance Officer shall hold the position so long as he/she is in the employment of the Company. Till such time a successor is appointed, the Head of Secretarial Department or in case Head of Secretarial Department was the Compliance Officer, Managing Director shall, in the interim period act as the Compliance Officer.
- 3.3 The Compliance Officer shall also have authority to demand various supporting documents, declarations, undertakings, etc. from the designated persons and other insiders as he/she may deem fit.
- 3.4 It shall be duty and responsibility of designated persons and insiders to inform the Compliance Officer that they are holding the position as such and are in possession of unpublished price sensitive information from time to time in writing. The Compliance Officer shall not be responsible for adherence to the code and regulations if he/she is not aware of the UPSI and the insider have not made disclosure relating to the same.
- 3.5 The Compliance Officer shall assist all designated employees or other connected persons, as and when they approach, in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the GHCL Insider Code.
- 3.6 The Compliance Officer shall maintain a record of the designated persons and place the same at the immediately next Board of Directors of the Company for consideration. Any changes made in the list of designated persons shall be intimated to the Board on annual basis from time to time.

4. **PRESERVATION OF PRICE SENSITIVE INFORMATION:**

- 4.1 Designated Persons and insiders, shall maintain the confidentiality of all Price Sensitive Information (“PSI”) coming into their possession or control. Further, such persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
- 4.2 The above persons, having access to UPSI, shall handle the same strictly on a “Need to Know” basis. This means the UPSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance of duties or discharge of legal obligations.
- 4.3 In preserving the confidentiality of information, and to prevent its wrongful dissemination the following safeguards shall be adopted:
- files containing confidential information shall be kept secure.
 - computer files must have adequate security of login through a password.
 - 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.



5. CHINESE WALL:

5.1 To prevent misuse of confidential information the company shall adopt a "Chinese Wall" policy which separates those areas of the organization which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing or other departments providing support services, considered "public areas".

"Inside Areas" shall mean Finance, Accounts, Secretarial including Director, Chief Financial Officer, Company Secretary and Presidents.

"Public Areas" shall mean area other than Inside Areas.

5.2 The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area or any one.

5.3 The employees in inside area when required may be physically or otherwise segregated from employees in public area.

5.4 Demarcation of the various departments as inside area will be implemented appropriately when and where required.

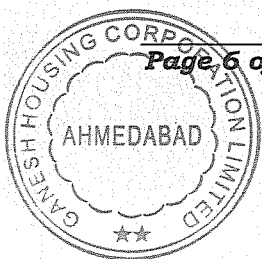
5.5 In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the compliance officer.

6. TRADING PLAN:

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

6.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (v) not entail overlap of any period for which another trading plan is already in existence;
- (vi) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vii) not entail trading in securities for market abuse.



6.3 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.

6.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the 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 announced by the Compliance Officer.

6.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

7. **TRADING WINDOW:**

7.1 The Designated Persons shall not deal in the securities of the Company when the Trading Window is closed.

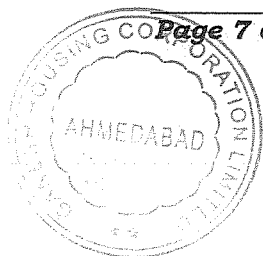
7.2 All the Persons, to whom the code is applicable, shall strictly conduct all their dealings in the Securities of the Company only when the Trading Window is open and no Designated Person shall deal in the Securities of the Company during the period the Trading Window is closed.

7.3 **Closure of Trading Window:** The Trading Window for Dealing in Securities of the Company shall be closed for the following purposes-

- (a) declaration of financial results (quarterly, half-yearly and annual);
- (b) declaration of dividends (interim and final);
- (c) Change in capital structure;
- (d) mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions;
- (e) material events in accordance with the listing agreement

The Trading Window may be closed by the Compliance Officer in consultation with Managing Director of the Company during such time in addition to above period, as he/she may deem fit from time to time and also on notification by designated person or insider about the possession of Unpublished Price Sensitive Information.

7.4 **Starting of Closure:** The period of closure shall be effective from the date of intimation to Stock Exchange pertaining to the subject referred above or date on which agenda for the board meeting containing above item of business is circulated, whichever is earlier.



7.5 Re-opening of Closure: The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

7.6 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

7.7 Treatment for ESOP: The Directors/Designated Employees who have participated in the Company's Employee Stock Option Plan (ESOP) **shall not sell** the Securities of the Company allotted to them on exercise of ESOPs when the Trading Window is closed (however, the exercise of option shall be permitted when the Trading Window is closed).

8. PRE-CLEARANCE OF DEALS IN SECURITIES:

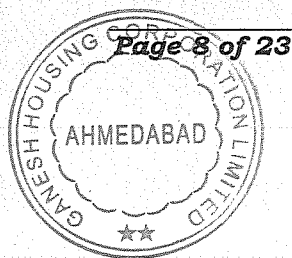
8.1 Applicability: Every Person, to whom the code is applicable, who intends to deal in any Securities of the Company shall obtain a pre-dealing approval for the proposed transaction as per the procedure prescribed hereunder. In respect of Designated persons such pre-dealing approval would be necessary, only 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 lakhs.

8.2 Pre-dealing Procedure: For the purpose of obtaining a pre-dealing approval, the concerned Designated Person shall carry out following procedure:

- (a) Make an application in the prescribed form (see Annexure 1) to the Compliance Officer. (The Compliance Officer should submit his/her application for pre-dealing approval to the Managing Director.)
- (b) Such application should be complete and correct in all respects and should be accompanied by such undertakings (see Annexure 2) declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time-to-time.
- (c) Such application for pre-dealing approval with enclosures shall preferably be sent through electronic mail followed by hard copies of all the documents. The e-mail for this purpose should be sent to the address specifically mentioned dedicated for this purpose.

8.3 Approval:

- (a) The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he/she is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. If no such approval/intimation of rejection is received within a period of 2 (two) working days, the applicant can presume that the approval is deemed to be given.



(b) Every approval letter shall be issued in such format (see Annexure 3) as may be prescribed by the Company from time-to-time. Every approval shall be dated and shall be valid for a period of 7 (Seven) clear trade days from the date of approval.

(c) In the absence of the Compliance Officer due to leave etc., the Officer designated by him/her from time-to-time shall discharge the function referred to in (a) above.

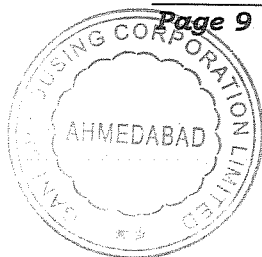
9. OTHER RESTRICTIONS:

9.1 Completion of Pre-cleared Dealing:

- (a) All such Persons shall ensure that they complete execution of every pre-cleared deal in the Company's Securities as prescribed above and no later than 7 (seven) trading days from the date of the approval. Such Persons shall file within 2 (two) trading days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (see Annexure 4).
- (b) If a deal is not executed by the concerned Designated Person pursuant to the approval granted by the Compliance Officer within 7 (seven) trading days, the Designated Person shall apply once again to the Compliance Officer for pre-clearance of the transaction covered under the said approval.

9.2 Holding Period:

- (a) The said persons 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 (6) months** following the prior transaction. They shall also not take position in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- (b) In case of subscription in the primary market (IPOs), the above mentioned entities/ designated employees shall hold their investments for a minimum period of 30 days. In case of IPOs, the holding period would commence when the shares are actually allotted.
- (c) In case the sale of Securities of the Company is necessitated due to personal reasons or emergency situations, the holding period referred to above may be waived by the Compliance Officer after recording the reasons in this regard. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.



9.3 Advice regarding Pre-Clearance: In case of doubt, the Designated Person shall check with the Compliance Officer or the Officer designated by him/her from time-to-time whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Company's Securities.

10. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

10.1 Disclosures required under Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 :

A. Initial Disclosure:

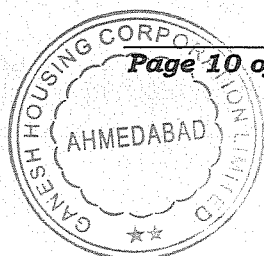
Disclosure By Whom?	Disclosure To Whom?	What To Be Disclosed	When To Be Disclosed	Form*
Every Promoter, Key Managerial Personnel and Director	Company	Holding of securities as on 15 th May, 2015	within 30 days i.e. 14 th June, 2015	As prescribed by SEBI
Any person on appointment as key managerial personnel or a director of the Company or upon becoming a promoter	Company	Holding of securities as on date of appointment or becoming a promoter	within 7 days of appointment or becoming a promoter of the company.	As prescribed by SEBI

**available on the website of BSE Limited from time to time*

B. Continual Disclosure:

Disclosure By Whom?	Disclosure To Whom?	What To Be Disclosed	When To Be Disclosed	Form*
Every promoter, employee and director	Company	Number of securities acquired or disposed of if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregate to a traded value in excess of ten lakhs rupees or such other value as may be specified	within 2 trading days of such transactions	As prescribed by SEBI

** available on the website of BSE Limited from time to time*



10.2 Disclosures required to be made under GHCL Insider Code:

All the Designated Persons shall file with the Compliance Officer, inter alia, the following details of their/their immediate relatives holdings and/or dealings in the Securities of the Company within 30 (thirty) days of the date of adoption of the Code and thereafter within 7 (seven) days from the date of event.

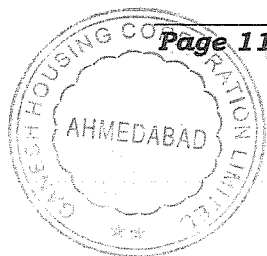
- (a) All holdings in Securities of the Company as on the effective date of the said Code i.e. 15th May, 2015 or the date of joining the Company, whichever is later. (see Annexure 5);
- (b) Any changes in shareholding since last disclosure made (see Annexure 6); and
- (c) Annual statements of all holdings in Company's Securities as on end of each quarter in such form and manner (see Annexure 7) as may be prescribed by the Compliance Officer from time-to-time.

The Compliance Officer shall maintain records of all the above declarations including pre-clearance and trading plan documents in an appropriate form for a minimum period of 5 (Five) years from the date of the filing thereof.

The Compliance Officer shall place before the Board of Directors all the details of the dealing in the securities by Designated Persons of the Company and accompanying documents, if any, that such persons had executed under the pre-dealing procedure as envisaged in this code. Moreover, the Compliance Officer shall also place before the Board, disclosures received from designated persons and insiders within the time prescribed, if any, at the immediately next Board Meeting.

11. PENALTY FOR CONTRAVENTION:

- 11.1** Every Designated Person shall be personally responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
- 11.2** In the event a Designated Persons or his/her immediate relatives, trade in securities or communicates any information for trading in securities in contravention of this code or otherwise violates the provisions of this code, on becoming aware of the fact, such person shall be referred to the Audit Committee by the Compliance Officer. The Board may, on the recommendations of the Audit Committee, decide appropriate disciplinary actions (which may include salary freeze, suspension, termination, etc.) or other penal action.
- 11.3** Action taken by the Company for violation of the Regulations as and the Code against any Designated Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.



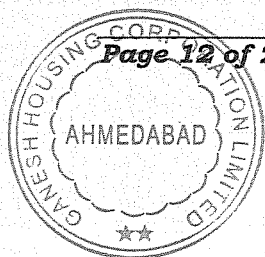
12. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:

In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any Designated Person, he/she shall forthwith inform the Audit Committee and Board of Directors of the Company as the case may be about the violation. The penal action will be initiated on obtaining suitable directions from the Board/Committee, as the case may be. The Board of Director may also inform SEBI about such violation. The Designated Person against whom information has been furnished by the Company 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.

13. MISCELLANEOUS PROVISIONS:

13.1 For all queries concerning this Code, the Designated Persons may please contact the Compliance Officer.

13.2 GHCL Insider Code shall be circulated to all the designated persons as defined under the said code. Further, it shall also be provided to HR Department for circulation amongst the existing employees and new employees of the Company as and when they join the Company.



ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE - DEALING APPROVAL

Date: _____

To
The Compliance Officer
Ganesh Housing Corporation Limited

Internal Use:

Recd. date and time:

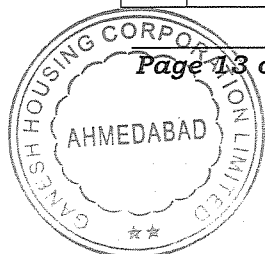
Sign:

Dear Sir/Madam,

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 purchase/ sale/subscription of the _____ Securities (give description) of the Company as per the details given below:

1.	Name of the applicant	
2.	Designation, if any	
3.	Number of securities held as on date	
4.	Category: Promoter / Director / Designated Employee / Designated Connected Person / Others (specify)	
5.	Folio No. or DP ID / Client ID No	
6.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
7.	Proposed date of dealing in securities (in case of allotment date of allotment)	
8.	Estimated number of securities proposed to be acquired/subscribed/sold	
9.	Price at which the transaction is proposed	
10.	Current market price (as on date of application)	



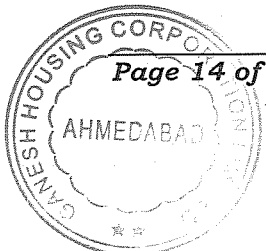
11.	Whether the proposed transaction will be through stock exchange or off-market deal. In case of Off market deal name of the buyer/seller	
12.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature)

Note: This application shall preferably be submitted through electronic mail at the dedicated e-mail priti@ganeshhousing.com and followed by a hard copy.



ANNEXURE 2
FORMAT OF UNDERTAKING TO BE ACCOMPANIED
WITH THE APPLICATION FOR PRE-DEALING

UNDERTAKING

To,
Ganesh Housing Corporation Limited

I, _____, resident of _____,
hereby declare that I am Director/Employee/Promoter/Connected Person of the Company.

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)] upto 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 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 submit the necessary report within two trading days of execution of the transaction/ a 'Nil' report if the transaction is not undertaken.

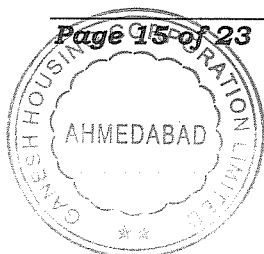
I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I hereby agree to indemnify and keep the Company and its Directors and Compliance Officer indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Code prescribed by the Company.

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

(Signature)

Date:



GHCL INSIDER CODE

ANNEXURE 3
FORMAT FOR PRE-DEALING APPROVAL LETTER

Date: _____

Approval No: _____ of _____

To,
Mr. /Mrs. _____

Emp No. : _____

Designation: _____

PRE-DEALING APPROVAL/DISAPPROVAL

Ref: -Your application dated _____

Dear Mr. /Mrs. _____

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

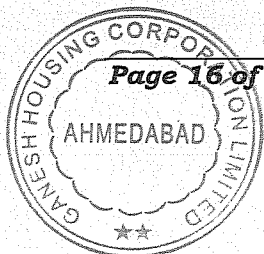
This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. for 7 trading days). If you do not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within Two {2} trading days from the date of transaction/deal. In case the transaction is not undertaken a "Nil" report shall be necessary.

Yours truly,

Compliance Officer

Encl: Format for submission of details of transaction



ANNEXURE 4
FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 trading days of transaction of the Company)

Date: _____

To,
The Compliance Officer
GANESH HOUSING CORPORATION LIMITED

Dear Sir,

DETAILS OF TRANSACTION:

Ref: Your Approval letter No. _____ dated _____
(in case of Pre-approved transaction)

I hereby inform you that I

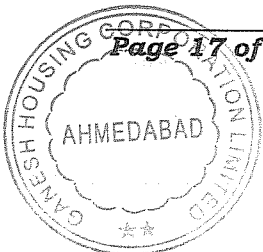
- have not bought/sold/subscribed any Securities of the Company.
- have bought/sold/subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date).

Name of holder	First or joint holder**	No. of Securities dealt with	Bought/ Sold Subscribed	DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Price (Rs)

** "F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any of the following documents:

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



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

I agree to hold the above Securities for a minimum period of six months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Signature: _____

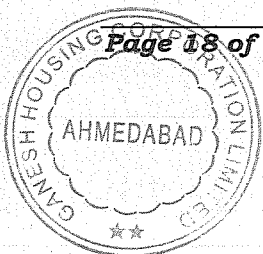
Name: _____

*Category: Director / Promoter / Designated Employee / Designated Connected Person

**Strike off whichever is not applicable*

Emp. No: _____

Department: _____



ANNEXURE 5
FORMAT FOR DISCLOSURE OF PARTICULARS BY DESIGNATED PERSONS

Date: _____

To
The Compliance Officer,
GANESH HOUSING CORPORATION LIMITED

Dear Sir,

Internal use

Recd date and time:

Sign :

I/We _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____ (date of applicability of Code or date of becoming Designated Person, as may be applicable)

1 Details of securities held by me:

Type of Securities	*No. of securities held	DP ID/Client ID/Folio No.	Beneficiary A/c Client ID

2 Details of Immediate Relatives:

Pursuant to the provision of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Procedure and Conduct for Prevention of Insider Trading, I hereby declare that I have the following Immediate Relatives:

Sr. No.	Name of the Immediate Relatives	Relation with Designated Persons

3 Details of securities held by Immediate Relatives:

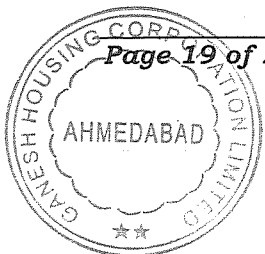
Name of Relative	Relationship	Type of securities	*No. of Securities held	Folio No.	Beneficiary A/c Client ID

Date _____

Signature _____

Name _____

**Note: Number of Securities held as a Joint Holder shall also be disclosed*



I hereby undertake to inform the changes in the above details from time-to-time.

I hereby declare that the above details are true, correct and complete in all respects.

Signature: _____

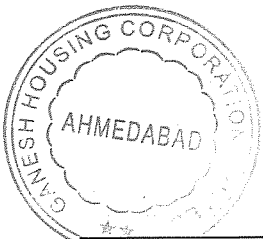
Name: _____

*Category: Director / Promoter / Designated Employee / Designated Connected Person

**Strike Off whichever is not applicable*

Emp. No: _____

Department: _____



ANNEXURE 6
DISCLOSURE OF CHANGE IN SHAREHOLDING

To,
The Compliance Officer,
Ganesh Housing Corporation Limited,
Ahmedabad

I, _____, in my capacity as _____ of the Company hereby submit the following details of change in holding of securities of the Company:

<i>Name, PAN No. & address of shareholder</i>	<i>No. of securities held before the transaction (including Joint holding)</i>	<i>Receipt of allotment advice/ acquisition of /sale of securities</i>	<i>Nature of transaction & quantity</i>			<i>Trading member through whom the trade was executed with SEBI Registration No. of the</i>	<i>Exchange on which the trade was executed</i>
			<i>Purchase</i>	<i>Sale</i>	<i>Others</i>		

Details of change in securities held by dependent family members :

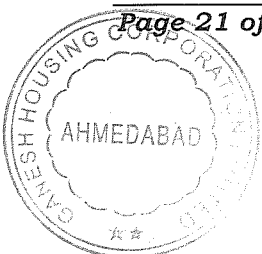
<i>Name, PAN No. & address of shareholder and relationship</i>	<i>No. of securities held before the transaction (including Joint holding)</i>	<i>Receipt of allotment advice/ acquisition of /sale of securities</i>	<i>Nature of transaction & quantity</i>			<i>Trading member through whom the trade was executed with SEBI Registration</i>	<i>Exchange on which the trade was executed</i>
			<i>Purchase</i>	<i>Sale</i>	<i>Others</i>		

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I further declare that I was not in possession of any Unpublished Price Sensitive Information during the said period.

OR

I further declare that I was in possession of Unpublished Price Sensitive Information during the said period, however, I have neither communicated, provided or allowed access to the Unpublished Price Sensitive Information to any person except where such communication was in furtherance of legitimate purposes, performance of duties or discharge of legal obligations nor traded in the Securities of the Company at the time of such possession.



I hereby declare that the above details are true, correct and complete in all respects.

Signature: _____

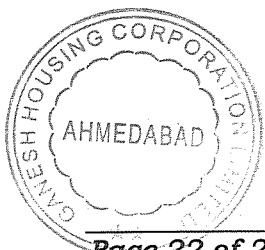
Name: _____

*Category: Director / Promoter / Designated Employee / Connected Person

** Strike Off whichever is not applicable*

Emp. No: _____

Department: _____



ANNEXURE 7
FORMAT OF ANNUAL STATEMENT OF HOLDINGS BY SPECIFIED PERSONS
[Under Point No. 10.2(c)]

Date:

To,
The Compliance Officer
Ganesh Housing Corporation Limited

Dear Sir,

REF: ANNUAL DISCLOSURE FOR THE FINANCIAL YEAR ENDED _____

I along with my immediate relatives hold the Securities of the Company, details whereof are as under:

Description of Security:

Name of Holder	Physical Holdings		Electronic Holdings		
	Folio No.	Total Holdings	DP ID	Client ID	Total Holdings

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

Further, I have not enter into an opposite transaction i.e. sell or buy any number of shares during the Six (6) months following the prior transaction and have also not taken position in derivative transactions in the shares of the Company at any time.

I further declare that I was not in possession of any Unpublished Price Sensitive Information during the said period.

OR

I further declare that I was in possession of Unpublished Price Sensitive Information during the said period, however, I have neither communicated, provided or allowed access to the Unpublished Price Sensitive Information to any person except where such communication was in furtherance of legitimate purposes, performance of duties or discharge of legal obligations nor traded in the Securities of the Company at the time of such possession.

Yours truly,

Signature: _____

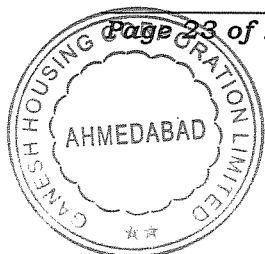
Name: _____

*Category: Director / Promoter / Designated Employee / Connected Person

** Strike Off whichever is not applicable*

Emp. No: _____

Department: _____



GHCL INSIDER CODE
For Ganesh Housing Corporation Ltd
Sh. P. K.
Chairman

