



CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES BY INSIDERS

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GLASS WALL SYSTEMS (INDIA) LIMITED

Code of Conduct to Regulate, Monitor and Report Trading in Securities by Insiders

Glass Wall Systems (India) Limited (the “Company”) is a public company whose equity shares will be listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) (the “**Stock Exchanges**”) and subject to the rules and regulations issued by the Securities and Exchange Board of India (“**SEBI**”).

The Board of Directors of the Company has adopted this Code of Conduct to Regulate, Monitor and Report Trading in Securities by Insiders (the “**Policy**”) to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI PIT Regulations**”).

This policy shall be applicable to all Insiders (as defined herein) of the Company including designated persons and immediate relatives of designated persons as defined in this Policy.

The SEBI PIT Regulations prohibit an Insider from trading in the securities of a Company listed on any stock exchange when in possession of any unpublished price sensitive information.

Unpublished Price Sensitive Information (“**UPSI**”) means any information, which relates, directly or indirectly, to the Company or its securities, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company.

The SEBI PIT Regulations prohibit the communication of UPSI to any person except in compliance with applicable law. Further, procuring any person to trade in the securities of any Company when in possession UPSI is also prohibited under the SEBI PIT Regulations and the Securities laws.

Violations of the SEBI PIT Regulations and the Securities laws subject Insiders to severe penalties including disgorgement proceedings, fines and imprisonment as per the applicable law.

In accordance with the requirement, the Company has formulated the following Insider trading Rules:

‘Rules for Trading in the securities of Glass Wall Systems (India) Limited by an Insider’ (“Rules”)

1. RULES

The rules shall be called ‘Rules for Trading in the securities of Glass Wall Systems (India) Limited by an Insider’ (“Rules”). These Rules shall come into force with immediate effect.

2. DEFINITIONS

- a. **‘Act’** shall mean the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.
- b. **‘Audit Committee’** shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c. **‘Board’** shall mean the Board of Directors of Glass Wall Systems (India) Limited.
- d. **‘Code’** means this Code of Conduct for Prohibition of Insider Trading in the Securities, as amended by the Board from time to time.
- e. **‘Company’** means Glass Wall Systems (India) Limited.

- f. **‘Compliance Officer’** means the Company Secretary or such other senior officer designated so, reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and implementation of the codes specified under the SEBI PIT Regulations under the overall supervision of the Board.

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

- g. **‘Connected Person’** includes –

- i. A Director of the Company;
- ii. A Key Managerial Personnel of the Company;
- iii. An Officer of the Company;
- iv. Any person who is or has been in a contractual, fiduciary or employment relationship at any time in the six-month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
- v. Any person who is or has been in frequent communication with an Officer of the Company at any time in the six-month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
- vi. An employee of the Company who has access to UPSI or is reasonably expected to have access to UPSI; and
- vii. Any person who has a professional or business relationship with the Company and that relationship directly or indirectly, allows access to UPSI or is reasonably expected to allow access to UPSI.

The persons enumerated below shall be deemed to be Connected Persons if such person has access to UPSI or is reasonably expected to have access to UPSI –

- i. a relative of connected persons; or
- ii. a holding company, associate company or subsidiary company; or
- iii. An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof;
- iv. an investment company, trustee company, asset management company or an employee or director thereof; or
- v. an official of a stock exchange or of clearing house or corporation; or
- vi. a member of the board of trustees of a mutual fund, a member of the board of directors of the Asset Management Company of a mutual fund or in each case, an employee thereof; or
- vii. 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
- viii. an official or an employee of a self-regulatory organization recognized or authorized by the SEBI;
- ix. a banker of the Company; or
- x. a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten percent of the holding or interest; or

- xi. a firm or its partner or its employee in which a connected person specified in sub-clause (iv), (v), (vi), (vii) of clause (g) is also a partner; or
 - xii. a person sharing household or residence with a connected person specified in sub-clause (iv), (v), (vi), (vii) of clause (g).
- h. **‘Contra trade’** means a trade or transaction which involves buying or selling any number of shares of the Company within 6 (six) months of trading or transacting in an opposite transaction involving sell or buy following the prior transaction.
- i. **‘Designated Person’** shall consist of:
- i. Promoters and Promoter Group of the Company;
 - ii. Directors and Key managerial personnel of the Company and its subsidiaries;
 - iii. Employees of the Company in the cadre of vice presidents and above;
 - iv. Chief Executive Officer and employees up to two levels below Chief Executive Officer of the company irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
 - v. All employees in the Finance, Accounts, treasury, taxation, Secretarial & Legal, and any other departments of the Company and its material subsidiaries, if any on the basis of their functional role or access to unpublished price sensitive information;
 - vi. Chief Executive Officer, Chief Financial Officer and employees in the cadre of vice presidents and above of Material Subsidiaries of the Company;
 - vii. IT staff who have administrative right to access the systems/servers of the Company having unpublished price sensitive information;
 - viii. Internal Auditors, Statutory Auditors, Secretarial Auditors, Consultants and Advisors of the Company as determined by the concerned Head of Department in consultation with the Compliance Officer
 - ix. Any other personnel designated by the Board in consultation with the Compliance Officer, either for a specific period of time or for an indefinite period of time, based on their role, function, designation and seniority in the Company and the extent to which such person may have access to Unpublished Price Sensitive Information.
 - x. Executive Secretaries of Directors, Key Managerial Personnel and the persons specified in (iii) and (iv) above, and any support staff of the Company such as, secretarial staff who have access to unpublished price sensitive information.
 - xi. Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI;
- j. **‘Dealing in Securities’** means an act of subscribing to, buying, selling, or agreeing to subscribe to, buy, sell or deal in Securities of the Company either as Principal or Agent.
- k. **‘Director’** shall have the meaning assigned to it under Section 2(34) of the Companies Act, 2013.
- l. **‘Employee’** means any individual, who during employment in the Company, may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under SEBI PIT Regulations and is a director, partner, regular or contractual employee.

- m. **‘generally available information’** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media. Information published on the website of a stock exchange, would ordinarily be considered generally available.
- n. **‘Immediate Relative’** of a person means a spouse of a person, and includes parent, sibling and child of that person or his or her spouse, if they are either dependent financially on such person or consults such person in taking decisions relating to trading in securities.
- o. **‘Insider’** means a Designated Person, Connected Person or any other person who is in possession of or having access to UPSI; and includes all such personnel with whom the Company or its official shares UPSI for legitimate purpose.

Anyone in possession of or having access to unpublished price sensitive information will be considered as an "insider" regardless of the manner in which one came into possession of or had access to such information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

- p. **‘Key Managerial Personnel’** shall have the meaning assigned to it under Section 2 (51) the Companies Act, 2013.
- q. **‘Leak of UPSI’** shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

- r. **‘Legitimate purpose’** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- s. **‘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".
- t. **‘Material Subsidiary’** shall be as defined under the SEBI Listing Regulations and shall mean a subsidiary of the Company whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
- u. **‘Officer’** shall have the meaning assigned to it under Section 2 (59) of the Companies Act, 2013.

v. **‘Promoter and Promoter Group’** shall have the meaning assigned to them under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

w. **‘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).

The relatives of a “connected person” too become connected persons for the purpose of these regulations as it is presumed that a connected person had UPSI.

x. **‘Securities’** shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof.

y. **‘Trading’** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, pledge, unpledge, deal in the Company’s securities either directly or through portfolio management services, and “trade” shall be construed accordingly.

z. **‘Trading Day’** means a day on which the recognized stock exchanges are open for trading.

aa. **‘Trading Plan’** has the meaning ascribed to in Clause 5 of the SEBI PIT Regulations.

bb. **‘Trading Window’** means a trading period for dealing in the Company’s shares during which Designated Persons and their Immediate Relatives can deal in the shares of the Company.

cc. **‘UPSI’** includes, without limitation, information relating to the following:

- a. Financial results, financial condition, projections or forecasts;
- b. Dividends (both interim and final);
- c. Change in capital structure;
- d. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- e. Known but unannounced future earnings or losses;
- f. Significant corporate events, such as a pending or proposed acquisition or joint venture;
- g. Changes in Statutory Auditors or Secretarial Auditors as per statutory requirement or otherwise;
- h. Events regarding the Company’s securities (such as repurchase plans, stock splits or changes in dividends, changes to the rights of security holders, public or private sales of additional securities or information related to any additional funding);
- i. Any changes to the Company’s Board of Directors or the Company’s Key Managerial Personnel and key agreements with them;
- j. change in rating(s), other than ESG rating(s);
- k. fund raising proposed to be undertaken;
- l. agreements, by whatever name called, which may impact the management or control of the Company;
- m. fraud or defaults by the Company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the Company, whether occurred within India or abroad;

- n. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- o. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the Company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- p. initiation of forensic audit, by whatever name called, by the Company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- q. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, promoter or subsidiary, in relation to the Company;
- r. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the Company not in the normal course of business; and/or
- s. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- t. such other information as communicated by the Compliance Officer.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

Words and expressions used and not defined herein but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, SEBI PIT Regulations or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

3. COMPLIANCE OFFICER – APPOINTMENT AND DUTIES

- a) The Company Secretary is the Compliance Officer of the Company to ensure compliance with and for effective implementation of the Regulations, as well as this Code, across the Company.
- b) The Compliance Officer shall assist all Employees in addressing any clarifications regarding the Insider Trading Regulations and the Code.
- c) The Compliance Officer shall, under the overall supervision of the Board of Directors of the Company, ensure compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades as per the Code and implementation of the Code, maintaining records of the designated persons and their immediate relatives and any changes made in the list of Designated Persons and their Immediate Relatives and providing guidance and clarifications sought by Designated Persons regarding the Regulations and the Code.

- d) Compliance officer shall be responsible for maintenance of records required in terms of the policy, including the following:
 - a) Structured Digital Database of persons or entities with whom UPSI is shared as per the policy;
 - b) Details of Trades pre-cleared and executed pursuant to pre-clearance, subject to thresholds;
 - c) Holdings of Designated Persons in the securities of the Company;
 - d) Disclosure of trades furnished by Designated Persons;
 - e) Notification of trading plans to the concerned Stock Exchanges;
 - f) Closure and Opening of Trading Window;
 - g) Details of violations under the Code and Regulations by Designated Persons and their immediate relatives.

4. NEED TO KNOW BASIS AND CHINESE WALL PROCEDURES

UPSI is to be handled on a “need to know” basis, i.e., should be disclosed only to those within and outside the Company who need to know such information, in furtherance of a legitimate purpose, performance of duties, discharge of legal obligation and whose possession of such information will not give rise to a conflict of interest or appearance of misuse thereof.

- a. To prevent the misuse of UPSI, the Company shall adopt a Chinese Wall system in such departments which routinely have access to UPSI (“Inside Areas”) and they shall be separated from departments dealing in sales/marketing, or any other such department providing support services to customers and clients (“Public Areas”).
- b. The following shall act as a guideline in the implementation of a Chinese Walls policy:
 - I. The employees in the Inside Areas are not allowed to communicate any UPSI to anyone in the Public Areas;
 - II. The employees in the Inside Areas may be physically separated from the employees in Public Area;
 - III. Employees from the Public Areas may be ‘brought over the wall’ and allowed the possession of UPSI only in exceptional circumstances and on a strict ‘need to know’ basis, as per the intimation and under the supervision of the Compliance Officer.

5. PROHIBITION ON COMMUNICATING OR PROCURING UPSI

- a) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
- b) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a Company or securities listed except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
- c) Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with this Code.

- d) In case an Insider or any other person notices any leak of UPSI/ suspects leak of UPSI, a complaint may be raised under the Whistle-blower Policy and same shall be investigated as per the Policy and Procedure for Enquiry in case of leak or suspected leak of UPSI framed by the Company.
- e) Insiders shall not trade in the securities of the Company or counsel any person to trade in the securities of the Company while in possession of UPSI. If covered persons had traded securities while in possession of the UPSI, such trades will be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- f) Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - (i) an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company; or
 - (ii) not attracting the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.
- g) For the purposes of Clause 5(d), the parties with whom UPSI is shared, shall enter into confidentiality / non-disclosure agreements with the Company and be required to keep the UPSI confidential and shall not trade in the Securities of the Company when in possession of UPSI.
- h) The Board shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- i) 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 8 (eight) years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

6. TRADING WHEN IN POSSESSION OF UPSI

- a) An Insider shall not, directly or indirectly trade in securities of the Company
 - i) When in possession of UPSI;

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:

- a) the transaction is an Off-market inter-se transfer transactions between Insiders who were in possession of the same UPSI, without breaching the Code and both parties had made a conscious and informed trade decision. Provided such UPSI was not obtained through the manner specified under Clause 5(f);

Further, such transactions shall be reported by the Insider to the Company within 2 (two) working days and Company shall notify the particulars of such trades to the stock exchanges on which the securities are listed within 2 (two) trading days from receipt of the disclosure of from becoming aware of such information.

- b) transactions were carried out through block-deal window mechanism between persons who were in possession of UPSI, without being in breach of Regulation 3 of SEBI PIT Regulations and both parties had made a conscious and informed trade decision. Provided that such UPSI was not obtained through the manner specified under Clause 5(f);
- c) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d) the transaction in question was carried out pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- e) in the case of non-individual insider, the individuals who were in possession of UPSI were different from the individuals taking the trading decision and such decision making individuals were not in possession of UPSI when they took the decision to trade and appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- f) the trades were pursuant to a trading plan set up in accordance with this Code.

ii) When the Trading Window of the Company is closed.

b) Designated Persons shall be governed by this Code for dealing in securities.

c) In the case of connected persons, the onus of establishing, that they were not in possession of UPSI, shall be on such connected persons and in other cases, the onus would be on SEBI.

d) While trading in securities of other listed companies on other Exchanges, the designated persons shall declare that they are not in possession of any UPSI in relation to the said securities.

e) However, if they come into possession of any UPSI, they shall strictly comply with the Code of Conduct under SEBI PIT Regulations.

f) Further the person will be liable to face penal consequences including disciplinary action as set forth in the Code of Conduct for Prevention of Insider Trading, service and conduct rules of the exchange and such other applicable policies/rules/regulations, as amended from time to time, in case the aforementioned declarations were found to be misleading or incorrect at any time.

7. TRADING PLAN

1. An insider shall be entitled to formulate a Trading Plan 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.

2. 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:
 1. either the value of trade to be effected or the number of securities to be traded;
 2. nature of the trade;
 3. either specific date or time period not exceeding five consecutive trading days;
 4. 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. And

Explanation:

(i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.

(ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.

(iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

- iv. not entail trading in securities for market abuse.

3. The Compliance Officer shall review the Trading Plan made as above to assess whether the plan would have any potential for violation of the Code and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan in accordance with the Code.

However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Further, the trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

4. The Trading Plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

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 UPSI and the said information has not become generally available at the time of the commencement of implementation.

If the Insider has set a price limit for a trade under sub-paragraph (iii)(4) of paragraph 7 (2) of this Policy, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- i. The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
 - ii. Upon receipt of information from the Insider, the Compliance Officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
 - iii. The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
 - iv. In case the Audit Committee does not accept the submissions made by the Insider, then the Compliance Officer shall take action as per this Policy.
5. 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.
6. In absence of Compliance Officer, the trading plan will be presented to the Managing Director / Chief Executive Officer for approval.

8. TRADING WINDOW

- a. The Designated Person and their immediate relatives shall trade in shares of the Company only if the Trading Window is open. The Designated Persons and their immediate relatives shall not trade in securities when the Trading Window is closed.
- b. The Trading Window for trading in securities of the Company shall be closed for the following events: — Declaration of financial results (quarterly, half yearly, and annual); — Declaration of dividends (interim and final); — Issue of securities by way of public/ rights/ bonus/ buy-back or any change in capital structure; — Change in key managerial personnel; — Any major expansion plans or execution plans or execution of new projects; — Mergers, de-mergers, acquisitions, delisting, disposals and expansions of business amalgamations, mergers, takeovers; — Disposal of whole or substantially whole of the undertaking; and — Such other information as may be specified by the Compliance Officer for this purpose.
- c. In addition to the items specified above, the Trading Window shall also be closed when the Compliance Officer determines that Designated Person(s) or class of them can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such Securities to which such UPSI relates. Designated Persons and their Immediate Relatives shall not trade in Securities when the Trading Window is closed.
- d. In case of declaration of financial results, the Trading Window shall be closed during the period from the end of each quarter till 48 (forty-eight) hours after the declaration of financial results. In all other circumstances, the time for commencement of closing of Trading Window shall be as determined by the Compliance Officer in consultation with the Board. The Compliance Officer after taking into account various factors including the UPSI in question becoming Generally Available Information and being capable of assimilation by the market, shall decide the timing for re-opening of the Trading Window, which however shall not in any event be earlier than 48 (forty-eight) hours after the information becoming Generally Available Information.
- e. Trading window may be closed by the Company during such time in addition to the above period, as may be deemed fit by the Compliance Officer.

- f. Trading window restrictions shall not be applicable in respect of any transactions exempted under the SEBI PIT Regulations or circulars issued by the SEBI.
- g. The trading window restrictions shall not apply in respect of –
 - (a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of SEBI PIT Regulations.
 - (b) a pledge of shares for a bona fide purpose such as raising of funds, subject to pre- clearance by the compliance officer and compliance with the respective regulations made by the SEBI from time to time;
 - (c) transactions which are undertaken in accordance with respective regulations made by the SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.

9. PRE-CLEARANCE OF TRADING

- a. Designated Persons and their immediate relatives who wish to trade in the Company's Securities, when the trading window is open and where the value of the proposed trades, whether in one transaction or a series of transactions over any calendar quarter, aggregate to a traded value is Rs. 10 Lakhs and above, such trades shall be subject to pre-clearance by the Compliance Officer and shall intimate the intention to trade in the Company's Securities in the format specified in **Annexure 1** and shall pre-clear the trade from the Compliance Officer, prior to undertaking the transaction.
- b. Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations in **Annexure 2** to the effect that the Designated Person and their immediate relatives applying for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- c. The Compliance Officer shall consider the application made as above and shall approve/reject it within a period of 4 (four) trading days in **Annexure 3**, unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code or the Regulations. While considering the application, the Compliance Officer shall have due regard to whether the declaration provided is reasonably capable of being rendered inaccurate.
- d. All Designated Persons and immediate relatives, as applicable shall execute their trade in respect of securities of the Company within 7 (seven) trading days from the date of receipt of pre-clearance for the same, failing which fresh pre-clearance would be needed for the trades to be executed.
- e. The Designated Persons and immediate relatives, as applicable shall file within 2 (two) trading days of execution of the trade, the details of such trade, with the Compliance Officer in **Annexure 4**. In case the transaction is not undertaken, a report to that effect shall be filed in the said Form within 2(two) trading days from the expiry of the pre-clearance order.
- f. Designated Persons in possession of UPSI are not eligible to apply for pre-clearance of any proposed trade even if trading window is open.
- g. In case of Compliance Officer, such application for pre-clearance shall be considered by the Managing Director / Chief Executive Officer.

- h. It shall be the responsibility of Designated Persons to ensure compliance in case of their immediate relatives also.

It is the responsibility of the Designated Person to disclose such trading to the Compliance Officer within the stipulated timeline. The reporting to the Stock Exchange shall be made within two trading days from the date of receipt of such information.

10. ADDITIONAL TRADING RESTRICTIONS ON DESIGNATED PERSONS

- a. No Insiders shall enter into derivative transactions in respect of the securities of the Company.
- b. Designated Persons and their immediate relatives are restricted from entering into opposite transactions (contra trade) i.e., sell or buy any number of shares during next six months following the prior transaction.

Explanation: if a Designated Person has bought shares of the company, he can continue to buy the shares (when the Trading Window is open and subject to Pre-clearance) but cannot sell any number of shares for a period of 6 (six) months from the last date when he bought the shares. Similarly, if he sells the shares of the company, he can continue to sell any number of shares but cannot buy any shares for a period of 6 months from the last date when he sold the shares.

- c. Notwithstanding the above, should the Designated Persons execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Provided that the contra trade restrictions shall not be applicable to the following:

- a) Trades pursuant to exercise of stock options; b) Buy back offers, open offers, rights issues, FPOs, bonus, exit offers, etc. of the Company are available to designated persons; and c) Trades carried out in accordance with the approved trading plan.

11. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:

The Managing Director & Chief Executive Officer (“MD & CEO”) of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in this Code to prevent insider trading.

The internal controls shall include the following:

- a) all employees who have access to UPSI are identified as Designated Persons;
- b) all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of this Code;
- c) adequate restrictions shall be placed on communication or procurement of UPSI as required by this Code;
- d) lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e) all other relevant requirements specified under this Code shall be complied with;
- f) periodic process review to evaluate effectiveness of such internal controls.

The Board of Directors shall ensure that the MD & CEO ensures compliance with regulation 9 and sub-regulations (1) and (2) of the SEBI PIT Regulations.

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

If an inquiry has been initiated by the Company in case of leak of UPSI or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company. The Company shall inform instances of leak or suspected leak of UPSI, and the inquiries and results thereof to SEBI promptly.

12. DISCLOSURE REQUIREMENTS

a. Initial Disclosure:

- i. Every person, on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a Promoter or member of the promoter group, shall disclose his / her and Immediate Relatives' holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter, as per set out in **Annexure 5**.

b. Continual Disclosure:

- i. Every promoter, member of the promoter group, designated person and director of the Company shall disclose in **Annexure 6**, to the Company the number of such securities acquired or disposed of by him, his immediate relatives and by any other person for whom he takes trading decisions, within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakhs only).
- ii. The Company shall notify the particulars of the above-mentioned trading to the stock exchange on which the Securities are listed, within 2 (two) trading days of receipt of disclosure or becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in this Clause.

- iii. The Company may, at its discretion, require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company by him, his immediate relatives and by any other person for whom he takes trading decisions in **Annexure 7**, and at such frequency as may be determined by the Company in order to monitor compliance with the Code.
- iv. Designated Persons shall disclose Names and Permanent Account Number or any other identifier authorized by law of the following persons and details of securities transacted by him, his immediate relatives and by any other person for whom he takes trading decisions to the Company on an annual basis within 30 days from the end of the financial year. In case of any changes in such information, the Designated Person shall inform the Company of such change promptly in **Annexure 8**:

Immediate Relatives, persons with whom such designated person(s) shares a Material Financial Relationship, Phone numbers including mobile numbers which are used by the above persons

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 to the Company.

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.

- v. Where the Designated Person does not hold any Securities in the Company either in his/her name or in the names of his/ her immediate relatives, he/ she shall furnish the report in the format prescribed, stating the shareholding as NIL.
- vi. Every person on becoming as a designated person (other than Director and Key Managerial Personnel) of the Company shall disclose in **Annexure 9**, the number of securities of the Company held by him, his immediate relatives and by any other person for whom he takes trading decisions, as on the date of appointment as a designated person, to the Company within seven days of such appointment.
- vii. Every person on becoming a Designated Person of the Company shall disclose in **Annexure 10**, the names of educational institutions from which the Designated Persons have graduated and names of their past employers within seven days of such appointment.
- viii. Where it is subsequently found that the Designated Person was holding securities of the Company (either directly or in the name of his/ her immediate relatives) and the same was not duly reported, the Designated Person shall be treated as violating the Code of Conduct and the Company may forthwith proceed to take penal action prescribed in serial number 14 of this Code.

The provisions of this Code pertaining to seeking pre-clearance for trades, restriction on trading, disclosures to be made by any person, etc. shall also be applicable to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

The provisions of this Code pertaining to seeking pre-clearance for trades, restriction on trading, disclosures of trading in securities of the Company shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

The disclosures made under this Code shall be maintained for a period of five years.

13. STRUCTURED DIGITAL DATABASE OF RECIPIENT OF UPSI

As required under Regulation 3(5) and 3(6) of the SEBI PIT Regulations, Compliance Officer, as duly authorized by the Board, shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared and also name of such person or entities who shared, along with the following information pertaining to the recipients; (a) Name of such recipient of UPSI; (b) Postal Address and E-mail ID of such recipient (c) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available. Such database shall be maintained internally in accordance with the SEBI PIT Regulations from time to time, including through adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database. Provided that entry of information, not emanating from within the organisation, in

structured digital database may be done not later than 2 (two) calendar days from the receipt of such information. The Compliance Officer duly authorized by Board shall ensure that the structured digital database is preserved for a period of not less than 8 (eight) years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

14. PENALTY FOR CONTRAVENTION:

Every Director, Promoter, member of Promoter Group and Designated Person shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives). The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension or termination of employment. Action taken by the Company for violation of the Regulations and the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations. Under Section 15G of the SEBI Act, 1992, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs. 25 crores or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs. 25 crores or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both. In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection. The Compliance Officer shall also maintain a database of the violation of the Code by Designated Persons and immediate relatives of Designated Persons that would entail initiation of appropriate action against them. The Compliance Officer shall always abide by the provisions of the Regulations and the Code. Where there is a violation by the Compliance Officer, the Chief Executive Officer or the Managing Director of the Company shall perform the functions of the Compliance Officer.

Annexure 1

APPLICATION FOR PRE-CLEARANCE

The Compliance Officer,
Glass Wall Systems (India) Limited
Mumbai

Dear Sir/Madam,

Application for Pre-clearance of trade in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
2A.	Relationship with the Applicant (Self/Immediate Relative)	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market trade	
10.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

The aforesaid transaction is proposed to be undertaken by me/ my immediate relatives/ any other person for whom I take trading decisions.

Name:

Signature: _____

Designation:

Date: _____

Annexure 2

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- CLEARANCE

To,
The Compliance Officer,
Glass Wall Systems (India) Limited
Mumbai

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

As required by the Code for Conduct of Company, I hereby state that:

I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Rules as notified by the Company from time to time.

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

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

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

Date :

Signature:

* Indicate number of shares

Annexure 3

PRE- CLEARANCE ORDER

To,
Name :
Designation :
Place :

With reference to your application dated _____ seeking approval for undertaking certain transactions in securities of the Company detailed therein, please be informed that you are hereby 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 from date hereof). If the approved transaction is not executed within the aforesaid timeline, fresh pre-clearance would be required for trades to be executed.

Further, you shall file within two {2} trading days of the execution of the trade, the details of such trade, with the Compliance Officer. In case the transaction is not undertaken, a report to that effect along with the reasons for the same shall be filed in the said Form within two {2} trading days from the expiry of the pre-clearance order.

Yours faithfully,

For Glass Wall Systems (India) Limited

Compliance Officer

Date :

Annexure 4

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer
Glass Wall Systems (India) Limited

Sub: Details of Pre-Approved Transaction

I hereby give intimation pursuant to the Company's Code of Conduct and according to approval of pre-clearance dated _____, that I have executed a trade / transaction on _____. The detail of said trade / transaction is as under:

Name of holder	Type of securities	No. of Securities purchased /Sold	Name of Company	Name in which Bought/Sold	Average Gross Price per Securities Contracted	DP & Client ID / Folio No.

Further I enclose herewith copy of Contract Note for your ready reference.

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

I also declare that I have complied with the requirements of minimum period of 6 (six) months for entering into an opposite transaction in respect of said securities and agree not to buy/sell _____ the securities (including derivatives) for a period of [six months] from the date of the aforesaid transaction.

Or

According to approval of pre-clearance dated _____, I have not executed a trade /transaction due to (reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in securities of the Company. Yours faithfully,

Name: __, Employee No.: _____ CIN/DIN _____

Designation: _____, PAN No.:

Date:

Signature:

Annexure 5

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter/ Member of the promoter group]

Name of the Company: _____

ISIN of the Company: _____

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter /Member of the Promoter Group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the Company held on appointment of 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
7	8	9	10	11	12

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

Name & Signature:
Designation:

Date:
Place:

Annexure 6

FORM B

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

Name of the Company: _____

ISIN of the Company: _____

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

Name, PAN, CIN/DIN & Addresses with contact nos.	Category of Person (Promoter/ member of the promoter group/designated person/Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name & Signature:
Designation:

Date:
Place:

Annexure 7

**FORM C (Indicative format)
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Name of the Company:

ISIN of the Company:

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition/disposal (on market/ public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge/ Revocation / Invocation / Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

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

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name & Signature:

Date:

Place:

Annexure 8

FORM E

[Clause 11(h) of Code of Conduct to Regulate, Monitor and Report Trading in Securities of Glass Wall Systems (India) Limited by Insiders]

Date:

**The Compliance Officer
Glass Wall Systems (India) Limited**

ANNUAL DISCLOSURE

I. STATEMENT OF SHAREHOLDING IN GLASS WALL SYSTEMS (INDIA) LIMITED OF DESIGNATED PERSONS:

Name, Designation, Dept.	Category of Person (Directors/KMP/ Senior Managerial Personnel/Employees/ immediate relatives/ others, etc.)	No. of shares held on 1st April 201....	No. of shares Bought during the year	No. of shares sold during the year	No. of shares held on 31st March 201....	Folio No./ DP ID/ Client ID

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

Basic Information:

Category	Name	PAN	Phone/ mobile/ cell numbers
Designated Person			
Immediate Relatives			
Persons with whom designated person(s) shares a material financial relationship			

I/We declare that my/our holding of the shares is in compliance with the Code of Conduct of the Company.

I hereby undertake to inform the Compliance Officer whenever any change take place in the details provided hereinabove.

Name & Signature:

Date:

Place:

Annexure 9

FORM J

[Clause 11(c) of Code of Conduct to Regulate, Monitor and Report Trading in Securities of Glass Wall Systems (India) Limited by Insiders]

Name of the Company:

ISIN of the Company:

Name, PAN No., CIN/DIN & address with contact nos	Category of Person (Designated Persons/immediate relatives/others etc)	Date of appointment of Designated Persons	Securities held at the time of appointment Of Designated Persons		% of Shareholding	Open Interest of the Future contracts held at the time of appointment of Designated Persons		Open Interest of the Option Contracts held at the time of appointment of Designated Persons	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of Units (contracts * lot size)	Notional Value in Rupee terms
1	2	3	4	5	6	7		8	

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

Name & Signature:

Designation:

Date:

Place:

Annexure 10

FORM K

[Clause 11(d) of Code of Conduct to Regulate, Monitor and Report Trading in Securities of Glass Wall Systems (India) Limited by Insiders]

INITIAL DISCLOSURE BY DESIGNATED PERSON UNDER SEBI (PREVENTION OF INSIDER TRADING) REGULATIONS, 2015

A. Names of educational institutions from which designated persons have graduated:

B. Names of past employers of designated persons:

Name & Signature:

Designation:

Date:

Place: