

INSIDER TRADING POLICY OF 3P LAND HOLDINGS LIMITED

1. Preamble:

3P Land Holdings Limited is a public limited company whose equity shares are listed on BSE Limited and National Stock Exchange of India Limited. 3P Land Holdings Limited is therefore, subject to rules and regulations issued by Securities and Exchange Board of India ('SEBI').

The Board of Directors of 3P Land Holdings Limited, have adopted the Insider Trading Policy ('the Policy') on 30.05.2015 as per SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Policy has been revised and adopted on 27th March, 2019, as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The provisions of the Policy have to be read along with the SEBI (Prohibition of Insider Trading Regulations) 2015, ('SEBI Regulations') and if there is any inconsistency/contradiction between the two, the provisions of the SEBI Regulations shall prevail.

This Policy is applicable to all Designated Persons with effect from 1st April, 2019.

2. Definitions:

(a) "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

(b) "Board" means the Board of Directors of the Company for the time being in office;

(c) "Company" means 3P Land Holdings Limited;

(d) "Compliance Officer" means Company Secretary or any senior officer, who is designated so and reporting to the Board of Directors and who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Policy and SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Policy and SEBI regulations under the overall supervision of the Board of Directors of the Company;

(e) "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:

- (a) an immediate relative of connected persons specified in clause (i); or
- (b) a holding company or associate company or subsidiary company; or
- (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or

(d) an investment company, trustee company, asset management company or an employee or director thereof; or
(e) an official of a stock exchange or of clearing house or corporation; or
(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
(g) a member of the Board of Directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
(h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
(i) a banker of the Company; or
(j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

(f) **"Dealing in Securities"** means and includes subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company, either as principal or agent;

(g) **"Designated Person"** shall include :

(i) a Director of the Company;
(ii) every employee in the grade of Managers and above;
(iii) every employee in the finance, accounts, secretarial and legal department;
(iv) Insiders as defined in Clause (m) herewith;
(v) Promoters and Promoter Group;
(vi) Connected Persons as defined in Clause (e) herewith;
(vii) Fiduciaries as defined in Clause (j) herewith;
(viii) any other employee, fiduciary and Connected Person, as may be determined/identified and informed by the Compliance Officer from time to time.
(ix) Immediate Relatives of Designated Person referred in (i) to (viii) above.

(h) **"Director"** means a member of the Board of Directors of the Company;

(i) **"Employee"** means every employee of the Company including the Directors in the employment of the Company;

(j) **"Fiduciaries"** mean Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising listed companies;

(k) **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.

(l) **"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;

(m) **"Insider"** means,

(i) any person who is a connected person; or
(ii) any person who is in possession of or having access to unpublished price sensitive information;
(iii) any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose".

(n) **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013;

(o) **"Legitimate Purpose"** shall mean sharing of unpublished price sensitive information in the ordinary course of business and in accordance with the "Policy for determination of Legitimate Purposes" 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 the Policy and SEBI Regulations.

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

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

(r) "**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;

(s) "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

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

(u) "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;

(v) "**Unpublished Price Sensitive Information**" means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

(i) financial results;

(ii) dividends;

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and

(v) changes in key managerial personnel and in accordance with the "Policy for Procedure of Inquiry in case of leak of unpublished price sensitive information";

Words and expressions used and not defined in this Policy but defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, 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 legislations.

3. Role of Compliance Officer

3.1 The Company Secretary shall be the Compliance Officer for the purpose of this Policy.

3.2 The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board of Directors at such frequency, as may be stipulated by the Board of Directors, but not less than once in a year.

3.3 The Compliance Officer shall assist all employees in addressing any clarifications sought by them regarding the Policy and SEBI Regulations, as amended from time to time and the "Minimum Standards for Code of Conduct to regulate, monitor and report trading by Designated Persons". (Schedule A)

3.4 The Compliance Officer 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 Policy and SEBI

Regulations, subject to the overall supervision of the Board of Directors of the Company.

3.5 The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list thereto.

4. Preservation of "Unpublished Price Sensitive Information"

4.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, as per the "Policy for determination of Legitimate Purposes", as part of "Code of Fair Disclosure and Conduct"(Schedule B).

4.2 Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would: - entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;

- not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements

to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

4.3 The Board of Directors has formulated a written policy for initiating appropriate inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information (Schedule C).

4.4 The Board of Directors has formulated a vigil mechanism/whistle-blower policy to enable employees to report instances of leak of unpublished price sensitive information.

4.5 Need to Know:

- "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those persons who need the information in furtherance of a legitimate purpose, the course of performance or discharge of their duty/legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

- any non-public information directly received by any Designated Person should immediately be reported to the head of the department or Compliance officer of the Company.

4.6 Limited access to confidential information Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Access to such information shall be allowed to concerned Designated Persons only on need to know basis in furtherance of a legitimate purpose, the course of performance or discharge of their duty/legal obligations.

5. Prevention of misuse of "Unpublished Price Sensitive Information"

5.1 Trading when in process of unpublished price sensitive information.
No Insider shall trade in security of the Company when in possession of unpublished price sensitive information, provided that the Insider may prove his innocence by demonstrating circumstances including the following;
a) the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of Clause 4 above and both parties had made a conscious and informed trade decision.

Provided that

- such unpublished price sensitive information was not obtained under 4.2 of this Policy;

- such off-market trades shall be reported by the Insiders to the Company within two working days and the Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from the receipt of the disclosure or from becoming aware of such information;

b) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of Clause 4 of this Policy and both the parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under 4.2 of this Policy;

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 undertaken 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 insiders: -

the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information 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;

the trades were pursuant to a trading plan.

5.2 Chinese Wall:

To prevent the misuse of unpublished price sensitive information/confidential information, the company has adopted a "Chinese Wall" policy which will separate all those areas of the organisation which routinely have access to unpublished price sensitive information/confidential information, considered "inside areas", from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas". The Inside areas are defined as under.

- Accounts department
- Secretarial department
- Legal department
- Costing department
- Audit department

The Compliance Officer shall review this list and update it from time to time in line with the Company's activities.

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

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.

In such an event, such employees will be bound by the same restrictions and obligations as the employees in the "Inside Areas" till the unpublished price sensitive information becomes generally available.

5.3 Trading Plan:

An Insider shall be entitled to have option for formulation of a trading plan to enable him/her to plan for trades to be executed in future 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/her behalf in accordance with such plan.

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;

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

(v) 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

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

The Compliance Officer shall review the Trading Plan made as above and shall approve it forthwith. Further, the Compliance Officer 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.

The pre-clearance of trades shall not be required for a trade executed as per approved Trading Plan.

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.

In such an event, 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.

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

6. Institutional Mechanism for Prevention of Insider Trading

6.1 The Board of Directors, have put in place adequate and effective system of internal controls to ensure compliance with the requirements given in Policy and SEBI Regulations to prevent insider trading.

6.2 The internal controls shall include the following:

(a) all employees who have access to unpublished price sensitive information are identified as designated employee;

(b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of the Policy and SEBI Regulations;

(c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by the Policy and SEBI regulations;

(d) lists of all employees and other persons with whom unpublished price sensitive information 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 the Policy and SEBI regulations shall be complied with;

(f) periodic process review to evaluate effectiveness of such internal controls.

(g) The Chairman or the Managing Director of the Company ensures compliance with this Clause 6.

(h) The Audit Committee shall review compliance with the provisions of the Policy and SEBI regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

7. Trading Window and Window Closure

7.1 The trading period, i.e. the trading period of the stock exchanges, called "trading window", is available for trading in the Company's securities.

7.2 Designated Persons shall be governed by this Policy, while trading in the Company's securities;

7.3 The trading window shall be closed -

(a) for the meeting of the Board of Directors in which Quarterly/ Half Yearly/ Annual Financial Results

- from the first day of end of every quarter, upto 48 hours after declaration of the results.

(b) for any other matter, from the date of circulation of Notice for the Board Meeting considering the said matter upto 48 hours after the information becomes or is made generally available.

(c) when the Compliance Officer determines that a Designated Person or class of Designated Persons can be reasonably be expected to have possession of Unpublished Price Sensitive Information.

In this case, the Compliance Officer shall determine the period of closure of trading window, in consultation with Chairman/Managing Director/Whole-time Director of the Company.

7.4 When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.

7.5 All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point above or during any other period as may be specified by the Company from time to time.

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

7.7 The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the Company when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

7.8 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 reopening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

8. Pre-clearance of trades

All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the proposed trade(s) is above 50,000 number of shares or Rs. 10,00,000/- (Rupees Ten Lacs Only) in transaction value, whichever is lower, should pre-clear the transaction from the Compliance Officer.

If the Compliance Officer intends to deal in the securities of the Company when the trading window is opened and if the proposed trade(s) is above 50,000 number of shares or Rs. 10,00,000/- (Rupees Ten Lacs Only) in transaction value, whichever is lower, he/she should pre-clear the transaction from the Chairman of the Audit Committee.

However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is already in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade.

The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the Prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such

other details as may be required by any rule made by the company in this behalf.

(ii) An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:

(a) That the Designated Person does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.

(b) That in case the Designated Person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

(c) That Designated Person has not contravened the Policy as notified by the Company from time to time and SEBI Regulations.

(d) That Designated Person has made a full and true disclosure in the matter.
(iii) All Designated shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given.

The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. (**Annexure 4**).

(iv) In case Designated Person to whom preclearance order issued in accordance with **Annexure 5**, subsequently intended and decided not to execute trade (after securing preclearance order), the same shall be intimated to the Company at earliest, as per the format specified in **Annexure 3**, with proper reasons.

(v) If the order is not executed within seven trading days after the approval is given, the Designated Person must pre-clear the transaction again.

(vi) All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell and buy any number of shares during the next six months following the prior transaction.

All Designated Persons shall also not take positions 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 under the Companies Act, 2013.

However, this shall not be applicable for trades pursuant to exercise of stock options.

(vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency. However, no such sale will be permitted when the Trading window is closed.

9. Other Restrictions

9.1 The disclosures to be made by any person under this Policy shall include those relating to trading by Designated Person's immediate relatives and by any other person for whom such person takes trading decisions.

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

9.3 Disclosure by Designated Persons:

Every Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorised by law, of the following persons to the Company on an annual basis/continual basis within 30 days from the end of the every Financial Year and as and when the information changes within 15 days of such change:-

- a) Immediate Relatives;
- b) Persons with whom such Designated Person(s) shares a material financial relationship;
- c) Phone, mobile and cell numbers which are used by them;
- d) The name of educational institutions from which Designated Person(s) have graduated and names of their past employers shall also be disclosed on a one time basis.

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

10. Reporting Requirements for transactions in securities:

The disclosures to be made by any person under this part shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.

a) Initial Disclosure

- Every Designated Person, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed **Form-A (Annexure 6)**.

- 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 holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed **Form – B (Annexure 7)**.

b) Continual Disclosure

- Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs, in **Form B (Annexure 7)**

- The disclosure shall be made within 2 trading days of:

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

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

Within 2 days of the receipt of intimation under Clause 9, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received, in **Form C (Annexure 8)**

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

12. Disclosures by other connected persons

The Compliance Officer may, at his/her discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined, in order to monitor compliance with the Policy and SEBI regulations **Form D (Annexure 9)**.

13. Dissemination of Price Sensitive Information

No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

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

- Only public information to be provided.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

14. Penalty for contravention of the Policy

Every Designated Person shall be independently responsible for complying with the provisions of the Policy (including to the extent the provisions hereof are applicable to his/her dependents).

Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Policy may be penalised and appropriate action may be taken by the Company.

Designated Persons, who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, recovery, clawback etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the same shall be promptly informed to the SEBI.

#For this purpose the Company shall inform stock exchange(s) where the concerned securities are traded, if there is any violation of the Code and Regulations.

#Any amount collected in connection with violation of the Code from the Designated Person shall be remitted to SEBI for credit to the Investor Education and Protection Fund administered by SEBI.

(#Inserted by an amendment approved by Board of Directors at their Meeting held on 29th October, 2020.)

15. Protection against retaliation and victimization:

Any employee (regular or contractual) or director (i.e. informant) who during employment may become privy to information in respect of the violation of the insider trading code of 3P Land Holdings Limited or insider trading laws/regulations, that has occurred, is occurring or has a reasonable belief that it is about to occur, may file a Voluntary Information Disclosure Form with SEBI in the format and manner set out in Schedule D to SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019.

The Company shall not discharge, terminate, demote, suspense, threat, harass directly or indirectly or discriminate against any informant who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by SEBI or informant is eligible for a reward under the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, by reason of:

- filing a Voluntary Information Disclosure Form
 - testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI
 - breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI in any manner.
- If any informant who believes that he or she has been subject to retaliation or victimisation by the Company, then the said informant may approach the competent court or tribunal for appropriate relief.

(inserted by an amendment approved by Board of Directors of the Company at their meeting held on 18.01.2020).*

16. Amendment to this Policy:

The Board of Directors of the Company is authorised to change / amend this Policy, from time to time pursuant to any amendments made in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Disclaimer

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY DESIGNATED PERSON IS REQUIRED TO FAMILIARISE HIMSELF/HERSELF WITH THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015, AS IT WILL BE THE RESPONSIBILITY OF EACH DESIGNATED PERSON TO ENSURE COMPLIANCE OF THIS POLICY, SEBI REGULATIONS AND OTHER RELATED STATUTES FULLY.

SCHEDULE A1

Minimum Standards for Code of Conduct for Listed Companies to Regulate, Monitor and Report Trading by Designated Persons

1. The Compliance Officer shall report to the Board of Directors 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, but not less than once in a year.
2. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any Designated Person to "cross the wall".
3. Designated Persons and immediate relatives of Designated Persons in the organisation shall be governed by an internal code of conduct governing dealing in securities.
4. Designated Persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated Persons. The trading window shall be closed when the Compliance Officer determines that a designated person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information.
Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.
Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
5. The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
6. When the trading window is open, trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above such thresholds as the Board of Directors may stipulate.
7. Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
8. The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.

9. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

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Provided that this shall not be applicable for trades pursuant to exercise of stock options.

10. The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.

11. Without prejudice to the power of Securities and Exchange Board of India under SEBI Act, 1992, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, clawback etc., that may be imposed, by the listed company, for the contravention of the code of conduct.

12. The Code of Conduct shall specify that in case it is observed by the Company that there has been a violation of these regulations, it shall inform the Securities and Exchange Board of India promptly.

13. Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis.

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

14. Listed entities shall have a process for how and when people are brought ‘inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

Note : The Minimum Standards for Code of Conduct, as stipulated by SEBI, form part of the Insider Trading Policy of the Company and shall cover all the Designated Persons covered under the Insider Trading Policy of the Company, to the extent applicable. Provisions of law contained in these Standards, shall have effect as if they form part of the Insider Trading Policy and shall overrule, inconsistencies if any, with the Insider Trading Policy.

SCHEDULE B₂

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

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

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. PREFACE

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. OBJECTIVE

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

3. DEFINITION

a) "Legitimate Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Lenders
5. Customers
6. Suppliers
7. Bankers
8. Legal Advisors
9. Insolvency Professionals
10. Consultants
11. Any other advisors/consultants/partners/person with whom UPSI is shared.

b) "Insider"- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

4. DIGITAL DATABASE

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

5. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information

6. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

7. APPROVED AND ADOPTED

This Policy has been approved and adopted by the Board on 27th March, 2019.

Schedule C₃

Policy for Procedure of Inquiry in case of leak of unpublished price sensitive information

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. BACKGROUND

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries. In this regard, Board of Directors of the Company have laid down this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information ('the policy'), for adoption.

2. OBJECTIVES

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly and to penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

3. SCOPE

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-know person(s) with any un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors' / financiers' confidence in the Company.

4. DEFINITIONS

(i) **Chief Investor Relation Officer ("CIO")** shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(ii) **Leak of UPSI** shall mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, reamendment or re-enactment thereto.

(iii) **Support Staff** shall include IT staff or secretarial staff who have access to unpublished price sensitive information.

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(iv) **Un-published Price Sensitive Information ("UPSI")** shall mean 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 include but not restricted to, information relating to the following:

- (a) Periodical financial results of the Company;
- (b) Intended declaration of dividends (Interim and Final);
- (c) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- (d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
- (e) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- (f) Changes in key managerial personnel and
- (g) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

5. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER

The CIO shall be responsible to;

- (i) Oversee the Compliance of this policy.
- (ii) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.
- (iii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- (iv) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

6. DISCLOSURE OF ACTUAL OF SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format annexed to this policy.

7. REPORT OF ACTUAL OF SUSPECTED LEAK OF UPSI TO SEBI

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format annexed to this policy.

8. CONSTITUTION OF ENQUIRY COMMITTEE

The Board of Directors or any Committee authorized by them in this behalf, may constitute a committee to be called as "Enquiry Committee". The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director/Chairman of the Board of Directors, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by the members of the Committee.

9. DUTIES OF ENQUIRY COMMITTEE:

The Enquiry Committee shall be responsible:-

- (a) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and (b) To authorize any person to collect necessary support material; and
- (c) To decide disciplinary action thereon.