

Poddar Bhumi Holdings Limited

Code of Conduct for Prevention of Insider Trading

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING (COCBIT) FOR
PODDAR BHUMI HOLDINGS LIMITED'S DIRECTORS, OFFICERS, EMPLOYEES
AND THEIR RELATIVES.**

SECTION I: Introduction

1. Insider Trading – Insider Trading means dealing in Securities of a Company by its Specified Employees or other Insiders based on unpublished Price Sensitive Information (PSI). Insider means any person who is or was connected with the company or is deemed to have been connected with the company and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of a company, or who has received or has had access to such unpublished price sensitive information.
2. SEBI, in its endeavour to protect the interests of investors in general had formulated the SEBI (Prohibition of Insider Trading) Regulations, 1992. To strengthen the existing regulations and to create a framework for prevention of insider trading, the regulations have been amended from time to time. The amended Regulations not only regulate insider trading but also seek to prohibit insider trading. Regulation 3 of the SEBI Regulations, which prohibit insider trading, is quoted below:

"No insider shall –

- (i) either on his own behalf or on behalf of any other person, deal in securities of a company listed on any stock exchange when in possession of any unpublished price sensitive information; or
- (ii) communicate or counsel or procure directly or indirectly any unpublished price sensitive information to any person who, while in possession of such unpublished price sensitive information, shall not deal in securities :

Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business or profession or employment or under any law.

Further, Regulation 3A of the SEBI Regulations states that no company shall deal in the securities of another company or associate of that other company while in possession of any unpublished price sensitive information.”

An employee of Poddar Bhumi Holdings Limited and his immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about Poddar Bhumi Holdings Limited or its Group Companies, which is not in the public domain and thus constitutes insider information.

3. Insider Information shall include the following:
 - Financial information such as profits, earnings, dividends and asset classification/income recognition details.
 - Announcements of new products and services or developments.

- Acquisition and divestiture of businesses or subsidiaries or business units.
- Asset revaluations
- Investment decisions/plans
- Restructuring plans
- Financial details of Clients, viz., assisted companies and other details of the promoters of assisted companies.

4. In order to comply with the mandatory requirements of the Regulations, in terms of which every listed company/entity should formulate a Code of Conduct for Prevention of Insider Trading for its Specified Employees as also a Code of Corporate Disclosure Practices, this document (the Code of Conduct), contains the Code of Conduct for Prevention of Insider Trading for Poddar Bhumi Holdings Limited's Directors, Officers and Employees as well as the related Code of Corporate Disclosure Practices. The primary objectives of this policy are:

Fairness - No person, by virtue of his position/connections within the Company, is at an advantageous position with regard to receipt/possession of certain sensitive information on the securities of the Company.

Transparency - A code of conduct in place for prohibition of insider trading would result in transparency as regards dealings of the Company, as also reporting requirements under the code of conduct.

Accountability - As part of good corporate governance and excellence, the code of conduct ensures strict accountability on the part of employees, officers and directors of the Company.

SECTION II Definitions:

5. In this code, unless the context otherwise provides,

5.1 **“Act”** means the Securities and Exchange Board of India Act, 1992

5.2 **“Board”** means the Board of Directors of Poddar Bhumi Holdings Limited.

5.3 **“Company”** means Poddar Bhumi Holdings Limited.

5.4 **“Code”** means this Code of Conduct for prevention of insider trading in the securities of Poddar Bhumi Holdings Limited.

5.5 **“Compliance Officer”** means the Company Secretary of the Company.

5.6 **“Dealing in Shares”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent;

5.7 **“Dependents”** means spouse, dependent parents, dependent children and any other dependent relative as notified by the employee from the list of relatives given in the [Appendix](#).

5.8 **“insider”** means any person who

(i) is or was connected with the Company or is deemed to have been connected with the Company and is reasonably expected to have access to unpublished price sensitive information in respect of securities of the Company, or

(ii) has received or has had access to such unpublished price sensitive information

5.9 **“Price Sensitive Information”** means any information, which relates directly or indirectly to the Company and if published, is likely to materially affect the price of securities of the Company and includes but shall not be restricted to: -

- a. Periodical financial Results of the Company
- b. Intended declaration of Dividends (both interim and final)
- c. Change in Capital Structure of the Company
- d. Any major expansion plans or execution of new projects;
- e. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions
- f. Disposal of the whole or substantially the whole of the undertaking;
- g. Any significant changes in Policies, Plans or operations of the Company

h. Such other information as may affect the earning of the Company or which the Company may deem to be Price Sensitive Information.

5.10 **“securities”** “securities” include—

(i) shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate;

(ii) derivative;

(iii) units or any other instrument issued by any collective investment scheme to the investors in such schemes;

(iv) security receipt as defined in clause (zg) of section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002

(v) units or any other such instrument issued to the investors under any mutual fund scheme;

(vi) Government securities;

(vii) such other instruments as may be declared by the Central Government to be securities; and

(viii) rights or interest in securities;

5.11 **“Trading Window”** means a period to be specified by the Company during which trading of securities can be done by the Designated Employee.

5.12 **“Unpublished Information”** means any information, which is not officially published by the Company or its agent and is not specific in nature. However speculative reports in print or electronic media by any analyst or reporter or by means of rumor shall not be considered as published information.

5.13 **“working day”** shall mean the working day when the regular trading is permitted on the concerned stock exchange where the securities of the company are listed.

SECTION III:

Policy on Disclosures and Internal Procedures for prevention of Insider Trading

6. APPLICABILITY ON SPECIFIED EMPLOYEES

The Code prescribed by the Company will be applicable to the following persons hereby termed

as Specified Employees:

- (a) Directors,
- (b) Key Managerial Personnel,
- (c) Sr. Management Officials, viz., Sr. General Managers, General Managers,
- (d) Officers working in Secretarial Department,
- (e) Dependent Relatives of the Specified Employees, out of the relatives as per the definition of 'relative', as contained in section 2(77) of the Companies Act, 2013 and given at [Appendix](#).

7. COMPLIANCE OFFICER

(a) The Compliance Officer for the purpose of the Code would be the Company Secretary of the Company who shall report all issues pertaining to Insider Trading regulations to the Chairman.

The Compliance Officer may seek guidance of the Board of Directors or any other Committee or Committees of the Board of Directors, which may be vested with the responsibility of advising on issues of Corporate Governance.

(b) Role: The Role of the Compliance Officer would be as under:

- setting forth policies, procedures in line with the provisions of SEBI Regulations on the subject.
- Maintenance of a record of the Specified Employees both in electronic form and in hard copy, as also changes in the list of Specified Employees.
- Monitoring adherence to the rules, procedures and policies for the preservation of "Price Sensitive Information".
- Monitoring of trades of the Specified Employees and their dependents, viz., pre-dealing approvals for dealings in the Company's Securities and monitoring of such deals.
- Monitoring of trade in shares of the Company and maintenance of records thereof.

- Advising Employees in issues relating to Insider Trading, issues on sensitivity of information keeping in mind the spirit of the insider trading regulations.

8. PRICE SENSITIVE INFORMATION AND PRESERVATION

- a) The following shall be regarded as Price Sensitive Information (PSI)
- Declaration of Financial Results (quarterly, half-yearly and annual);
 - Declaration of dividends (interim and final);
 - Issue of securities by way of public / rights / bonus issues, etc;
 - Any major expansion plans or execution of new projects;
 - Amalgamation, mergers, takeovers and buy-back;
 - Disposal of the whole or substantially the whole of the undertaking;
 - Any significant changes in Policies, Plans or operations of the Company;
 - Such other information as may affect the earning of the Company or which the Company may deem to be Price Sensitive Information.
- b) Preservation of Price Sensitive Information

All Specified Employees would comply with the following confidentiality obligations:

- Shall maintain the confidentiality of all PSI. Employees/Officers/ Directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities or
- Shall not disclose PSI to their family members, friends, business associates or any other individual, or discuss in public places, or disclose to any employee who does not need to know the information for discharging his or her duties or
- Recommend to anyone that they may undertake Dealing in Securities of the Company while being in possession, control or knowledge of PSI, or be seen or perceived to be Dealing in Securities of the Company on the basis of unpublished PSI.
- PSI is to be handled on a "need to know" basis, i.e., PSI should be disclosed only to those within the Company who need the information to discharge their official duty.

9. NEED TO KNOW

The Specified Employees, who are privy to unpublished PSI, shall handle the same strictly on a 'Need to know' basis. This means that the unpublished PSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duties and in whose possession, unpublished PSI will not, in any manner, give rise to a conflict of interest or likelihood of misuse of the information.

All non-public information directly received by any employee/officer shall be immediately reported to the Compliance Officer.

10. LIMITED ACCESS TO CONFIDENTIAL INFORMATION

The Specified Employees privy to confidential information shall, in preserving the confidentiality of information and to prevent its wrongful dissemination, adopt, among others, the following safety measures:

- Files containing confidential information shall be kept secure.
- Computer files must have adequate security of login and password, etc.

11. TRADING WINDOW

All Specified Employees of the Company shall be subject to trading restrictions as enumerated below:

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

- (a) declaration of financial results (quarterly, half-yearly and annual),
- (b) declaration of dividends (interim and final),
- (c) issue of Securities by way of public/rights/bonus issues, etc.,
- (d) amalgamation, mergers, takeovers and buy-back,
- (e) disposal of the whole or substantially the whole of the undertaking,
- (f) any major changes in policies, plans or operations of the Company,
- (g) any PSI as stated earlier is unpublished.

In respect of declaration of financial results, the Trading Window shall remain closed from the end of the respective quarter, half-year or financial year, as the case may be upto 24(Twenty Four) hours after the information referred to above is made public.

All the Specified Employees shall strictly conduct all their dealings in the Securities of the Company only when the Trading Window is open and no Specified Employee shall deal in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be notified by the Compliance Officer from time-to-time.

In case of Employee Stock Option Plan (ESOP), the Specified Employees (i) shall not sell the Securities of the Company allotted to them on exercise of ESOPs when the Trading window is closed (however the exercise of option may be permitted when the

Trading Window is closed), and shall desist from exercising “cashless” stock option(s), if any, when the Trading Window is closed. The restrictions shall also apply to the Dependent Relatives of the Specified Employees, and scrupulously followed, which should be ensured by the Specified Employees.

All the Specified Employees shall hold their investments in securities of the Company for a minimum period of 1 months in order to be considered as being held for investment purposes. The holding period shall also apply to subscription in the primary market (Rights / Public Issues). In the case of Rights / Public Issues, the holding period would commence when the securities are actually allotted.

In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing the reasons in this regard. No such waiver will be given during the period when the trading window is closed for trading in securities.

12 PRE-CLEARANCE OF DEALS IN SECURITIES:

12.1 APPLICABILITY:

Every Specified Employee of the Company who intends to deal in the securities of the Company (above the minimum threshold limit of 500 shares per transaction), should obtain pre-clearance of the transactions as per the pre-dealing procedure described below.

12.2 PRE-DEALING PROCEDURE:

For obtaining a pre-dealing approval, the concerned Specified employee shall make an application in [Form E](#) to the Compliance Officer. The Compliance Officer should submit his/her application for pre-dealing approval to the Chairman, and in his absence, the MD or such other officer who has been delegated to discharge the powers of Chairman. Such application should be complete and correct in all respects and should be accompanied by such undertaking, declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time to time.

All Specified Employees shall execute their orders in respect of securities of the Company within one week after the approval of pre dealing is given. If the order is not executed within one week after the approval is given, the Specified Employee must pre clear the transaction again.

No Specified employee shall apply for pre-clearance of any proposed trade if such

employee is in possession of unpublished price sensitive information even if the trading window is open. Pre clearance of trade also applies to dependent relatives of Specified Employees mentioned at [Appendix](#). The Specified Employees shall have obligation to make application on their behalf.

No Specified Employee or his/her dependent relative shall take positions in derivative transaction in the shares of the Company at any time.

12.3 APPROVAL :

- a) The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he is of the opinion that grant of such an approval would result in breach of provisions of this Code, or the SEBI Regulations. Such approval/rejection would be conveyed in writing or through electronic mail, in [Form F](#) and if no such approval/intimation of rejection is received within a period of 2 (two) working days, the applicant can presume that the approval is deemed to have been given.
- b) Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval.
- c) In the absence of the Compliance Officer due to leave, etc., the Officer designated by him/her from time to time shall discharge the function referred to in (a) above.

- d) All the Specified Employees shall ensure that they complete execution of every pre-cleared deal in the Company's Securities as prescribed above and not later than 1 (one) week from the date of the approval. In case the pre-cleared transaction is not undertaken, a report to that effect shall be submitted by the concerned officer to the Compliance Officer in [Form G](#).

12.4 COMPLETION OF PRE-CLEARED DEALING:

- a) If a deal is not executed by the concerned Specified Employee pursuant to the approval granted by the Compliance Officer, within 1 (one) week, the Specified Employee shall apply afresh to the Compliance Officer for pre clearance of the transaction covered under the said approval.

12.5 HOLDING PERIOD

All the Specified Employees shall hold their investments in Securities of the Company for a minimum period of six months in order to be considered as being held for investment purposes.

In case the sale of Securities of the Company is necessitated due to personal reasons or emergency situations, the holding period referred to above may be waived by the Compliance Officer after recording the reasons in this regard. The request for waiver of Holding Period shall be made in [Form H](#). It may, however, be noted that, in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.

12.6 ADVICE REGARDING PRE-CLEARANCE :

In case of doubt, the Specified Employees shall check with the Compliance Officer or the Officer designated by him/her from time-to-time whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Company's Securities.

13 REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES BY SPECIFIED EMPLOYEES

13.1 The specified employees of the Company shall be required to forward following details of their securities transactions including the statement of dependent relatives to the Compliance Officer:

13.1.1 All holdings in securities of the Company to be reported within 2 working days of becoming the specified employee in [Form B](#)

13.1.2 Statement of any transaction in securities by specified employees to be reported within **2 working days** of the transaction in [Form D](#), in case sale/purchase transaction exceeds ` 5 lakh or 25,000 shares or 1% of total shareholding or voting rights, whichever is lower.

In the aforesaid event, [Form D](#) will also be submitted to the stock

exchanges by the specified employees where the shares of the Company are listed within two working days of (i) the receipts of intimation of allotment of shares or (ii) the acquisition or sale of shares or voting rights, as the case may be.

13.1.3 Statement of any transaction in securities by specified employees during the month to be reported on or before 7th of the following month in [Form I](#), in case the transaction does not fall under Clause 13.1.2 above.

13.1.4 Statement of all holdings in securities as on March 31 every year to be reported within **one week** in [Form J](#).

Disclosure requirements for the substantial shareholders of the Company

13.2 INITIAL DISCLOSURE

Any Director or officer or employee of the Company or his/her dependent relatives holding more than 5% shares or voting rights (substantial shareholders) of the Company, shall disclose to the Company, the number of shares or voting rights held by such person, on becoming such holder within 2(two) working days of receipt of intimation of allotment of shares or the acquisition of shares or voting rights, as the case may be. The details are to be reported in [Form A](#).

13.3 CONTINUAL DISCLOSURE

Any Director or officer or employee of the Company or his/her dependent relatives holding more than 5% shares or voting rights (substantial shareholders) in the Company, shall disclose, the number of shares/voting rights held and any changes in the shareholding pattern, even if such change results in shareholding falling below 5% from the last disclosure and such change exceeds 2% of total shareholding or voting rights in the listed company within 2(two) working days of receipt of intimation of allotment of shares or the acquisition of shares or voting rights, as the case may be. The details are to be reported in [Form C](#).

13.4 PRESERVATION OF RECORDS

The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 3 (three) years from the date of filing thereof.

13.5 REPORTING OF TRANSACTIONS TO CHAIRMAN

The Compliance Officer shall place before the Chairman and in his absence the MD or such other officer who has been delegated to discharge the powers of Chairman, on a monthly basis all the details of the dealing in the securities by the specified employees or their dependent relatives.

14 PENALTY FOR CONTRAVENTION:

Every Specified Employee shall be individually responsible for complying with the provisions of this Code (including, to the extent, the provisions hereof are applicable to his/her Dependents).

Any Specified Employee who violates 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 including the termination of employment, forfeiture of Gratuity, damages by way of civil action, etc.

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

Under Section 15G (Chapter VIA) of the SEBI Act, 1992 (the Act) any Insider, who indulges in insider trading in contravention of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 1992, is liable to a penalty which shall not be less than ten lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the Act, any one who contravenes the Regulations 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.

Without prejudice to its rights under Section 24 or any action under Chapter VIA of the Act, under Regulation 11, SEBI can also pass any or all of the following orders to an Insider found indulging in insider trading –

- (a) directing the insider or such person as mentioned in clause (i) of sub-section (2) of section 11 of the Act not to deal in securities in any particular manner;
- (b) prohibiting the insider or such person as mentioned in clause (i) of sub-section (2) of section 11 of the Act from disposing of any of the securities acquired in violation of these regulations;
- (c) restraining the insider to communicate or counsel any person to deal in securities;
- (d) declaring the transaction(s) in securities as null and void;
- (e) directing the person who acquired the securities in violation of these regulations to

deliver the securities back to the seller :

Provided that in case, the buyer is not in a position to deliver such securities, the market price prevailing at the time of issuing of such directions or at the time of transactions whichever is higher, shall be paid to the seller;

- (f) directing the person who has dealt in securities in violation of these regulations to transfer an amount or proceeds equivalent to the cost price or market price of securities, whichever is higher to the investor protection fund of a recognized stock exchange.

In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any Specified Employee/an Employee, he/she shall forthwith inform the Chairman/Managing Director/the Board/ Stakeholders' Relationship Committee (SRC) as the case may be about the violation. The penal action will be initiated on obtaining suitable directions from the Chairman/Managing Director / the Board / SRC, as the case may be. The Compliance Officer shall simultaneously inform SEBI about such violation. The Specified Employee/the Employee against whom information has been furnished by the Company/Compliance Officer in respect of 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.

15 POWER OF CHAIRMAN TO AMEND

The Chairman is authorized to amend the Code of Conduct for Prevention of Insider Trading of the Company to bring it in line with any further regulatory changes introduced by SEBI by way of amendments to Insider Trading Regulations or any other legislation enacted by the Government from time to time or as per the operational necessity, as the case may be.

16 CLARIFICATIONS AND INTERPRETATION:

The Company shall have the power to interpret the provisions of the code and such interpretation shall be conclusive unless the Board directs otherwise. For all queries concerning this code, the Directors, Officers and Employees may contact the Compliance Officer.

17 CORPORATE DISCLOSURE PRACTICES

17.1 OVERSEEING AND CO-ORDINATING DISCLOSURE

The Compliance Officer would be responsible to ensure timely and adequate disclosure of PSI pursuant to this Code as required under the Regulations. The Compliance Officer shall discharge the relevant functions, viz., ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of PSI to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures.

All disclosure/dissemination, whatsoever, of any information (save and except required to be made under any law or under this Code) on behalf of the Company shall be first put up and seen by the Compliance Officer for approval. Any such information shall be made public or published on behalf of the Company only if the Compliance Officer approves the same. In case of doubt, the Compliance Officer shall consult and seek approval of the Chairman and in his absence, the MD or such other officer who has been delegated to discharge the powers of Chairman, before dissemination of such information.

Should any dissemination of information, on behalf of the Company takes place without prior approval of the Compliance Officer, out of accidental omission, by any Specified Employee of the Company, such Specified Employee shall forthwith inform the Compliance Officer about such disclosure irrespective of the fact whether such information is PSI or not.

17.2 RESPONDING TO MARKET RUMOURS

The Specified Employee of the Company shall promptly direct any queries or requests for verification of market rumours received from stock exchanges or from the press or media or from any other source to the Compliance Officer. The Compliance Officer, on receipt of such requests as mentioned above, shall consult the Chairman and in his absence, MD or such other officer who has been delegated to discharge the powers of chairman, shall respond the same without any delay. The Compliance Officer shall also be responsible as to the need/necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures, in consultation with Chairman and in his absence the MD or such other officer who has been delegated to discharge the powers of Chairman.

All queries/requests received shall be documented and the Compliance Officer shall record the same in writing. Without the approval of Chairman, the Compliance Officer shall not disclose or respond to the queries/requests.

17.3 TIMELY REPORTING OF SHAREHOLDINGS/OWNERSHIP AND CHANGES IN OWNERSHIP

As required under the provisions of the Stock Exchange Listing Agreement and or any other rules/regulations formulated by SEBI, the Compliance Officer shall be responsible for ensuring, in a timely and adequate manner, disclosures of Shareholdings/Ownership of major shareholders and disclosure of changes in ownership. The Compliance Officer shall also report any such Shareholding/Ownership to Chairman from time to time.

17.4 DISCLOSURE/DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS

No person, other than those authorized by the Compliance Officer or the CFO, shall disclose any information relating to the Company's Securities to analysts and institutional investors. The Compliance Officer or the CFO shall be invited to meetings/conference organized by the Company with the analysts/institutional investors. It is desirable that at least two representatives of the Company be present in the meetings.

17.5 SHARING OF NON-PUBLIC INFORMATION

Information is considered to be non-public, until it has been adequately disclosed to the public, i.e., the information has been publicly disclosed and adequate time has passed for the securities markets to digest the information.

The Specified Employee of the Company shall provide only public information to the analysts/institutional investors/research persons. In case of non-public information they shall consult the Compliance Officer or CFO in advance, who will ensure that the information provided to the analyst/institutional investor/research person is made public simultaneously with such disclosure.

The Compliance Officer or CFO should tackle the unanticipated questions carefully, which may be noted and a considered and measured response be given later, in consultation with Chairman and in his absence, the MD or such other officer who has been delegated to discharge the powers of Chairman. If the answer to any question requires any dissemination/disclosure of PSI, the Compliance Officer or CFO shall report the same to Chairman and obtain necessary approval for its dissemination to the Stock Exchanges/public announcements through press. The Compliance Officer or CFO shall, after dissemination of such PSI, respond to such unanticipated questions. The Compliance Officer or CFO shall take extreme care and caution when dealing with analysts questions that are raised outside the intended scope of discussion.

17.6RECORDING OF DISCUSSIONS

The Compliance Officer or CFO shall arrange for recording the discussions at the meetings of analysts, brokers or institutional investors, in order to avoid misquoting or misrepresentation.

17.7SIMULTANEOUS RELEASE OF INFORMATION

Whenever the Company proposes to organize meeting with investment analysts/institutional investors, a press release may be issued or post relevant information on the website or consider live web casting, after every such meeting.

17.8MEDIUM OF DISCLOSURE/DISSEMINATION

The Company shall disseminate all PSI on a continuous basis and in a timely manner to stock exchanges where its securities are listed and, thereafter, to the Press. As a good corporate governance, the PSI disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's web site (www.poddarbhumi.com).

SECTION IV: REPORTING FORMATS

Appendix

Poddar Bhumi Holdings Limited

List of Relatives

Section 2(77) of the Companies Act, 2013

- A. Members of a Hindu Undivided Family
- B. Husband and Wife
- C. Father (including step-father)
- D. Mother (including step-mother)
- E. Son (including step-son)
- F. Son's wife
- G. Daughter
- H. Daughter's husband
- I. Brother (including step-brother)
- J. Sister (including step-sister)

FORM A

As per Regulations 13(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

Details of acquisition/holding of 5% or more shares of Poddar Bhumi Holdings Limited

Name, PAN No. & address of shareholder with telephone number	Shareholding prior to acquisition	No. and percentage of shares/ voting rights acquired	Date of receipt of allotment/ advice. Date of acquisition (specify)	Date of intimation to Company	Mode of acquisition (market purchase/ public/rights/ preferential offer etc.)	Shareholding subsequent to acquisition	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value

Place:
Date:

Signature of Director/Officer:

Emp Code: _____

In case of any shares held by the dependent relative of the Director/Officer of the Company, the details be mentioned in the aforesaid format

Declaration

I declare that the above information is correct and further I or any of my dependent relative have not taken take any position in derivative transaction at any point of time.

Yours faithfully,

Signature:

Name :

Empl Code:

Designation:

Note: A 'Nil' Report shall be furnished in case no securities are held by the Specified Employee or his/her relatives. However, the specified employee shall still provide the names of their dependent relatives.

FORM C

As per Regulations 13(3) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

Details of change in shareholding or voting rights in respect of persons holding more than 5% shares in a listed company

Name, PAN No. & address of shareholders	Shareholding prior to acquisition/ sale	No. & % of shares/ voting rights acquired/ sold	Receipt of allotment advice/ acquisition of shares/ sale of shares specify	Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)/sale	No. & % of shares/ voting rights post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

Place:
Date:

Signature of Director/Officer:

Emp Code: _____

FormD

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within two {2} working days of transaction/Dealing in Securities of the Company)

Date:

The Compliance Officer

Poddar Bhumi Holdings Limited
Kolkata

Dear Sir/Mam,

DETAILS OF TRANSACTION

Ref: Your Approval letter No. _____ dated _____ (in case of Preapproved transaction)

I hereby inform you that I / my _____ have bought/sold/subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date)

Name, PAN No. & Address of Specified Employee/ Dependent Relative	No. & % of shares/ voting rights held	Date of receipt of allotment advice/ acquisition/ sale of shares/ voting rights	Date of intimation to the Company	Mode of acquisition (market purchase/ public/rights/ preferential offer, etc.)/sale	No. & % of shares/ voting rights post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 (Three) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers

3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

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

I agree not to buy/sell the Securities for a period of six months from the date of the aforesaid transaction (applicable in case of purchase / sale transaction) or from the date of allotment (applicable in case of subscription in the primary market).

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

Yours faithfully,

Signature: _____

Name: _____

Emp No: _____

Dept/ Div. _____

Form E

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

The Compliance Officer
Poddar Bhumi Holdings Limited
Kolkata

Dear Sir/Madam,

APPLICATION FOR PRE-DEALING APPROVAL IN SECURITIES OF THE COMPANY

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992 and Poddar Bhumi Holdings Limited's Code of Conduct for Prevention of Insider Trading, I seek approval for purchase /sale/subscription of the____Securities (description of the securities to be furnished) of Poddar Bhumi Holdings Limited by me/my dependent relative as per the details given below:

Name of the Employee					
Employee Code					
Designation					
Department					
Location					
PAN No.					
State whether Director/Officer/Dependent Relative					
If Relative, then Name, PAN No. And Relation with the Employee					
No. of shares/voting rights held by the Director/ Officer/ Relative	Nature of transaction Buy/Sell/Subscribe	No. Of Securities (Buy/Sell)	Balance after holding the transaction	Trading member TM through whom the trade will be executed with SEBI Registration No. of the TM. Client ID/name of depository participant	Exchange on which the trade will be executed

*applicable only if the application is in respect of sale of Securities

I hereby declare and undertake the following:

- i. I am not in possession of or otherwise privy to any unpublished Price Sensitive Information(as defined in Poddar Bhumi Holdings Limited's Code of Conduct for Prevention of Insider Trading), hereinafter called as the Code, upto the time of signing this undertaking.

- ii. In case, I have access to or I receive any Price Sensitive Information after signing this undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would completely refrain from Dealing in the Securities of Company till the time such Price Sensitive Information becomes public.
- iii. I declare that I have not contravened the Code as notified by the Company from time to time.
- iv. I also undertake to submit the necessary report within two days of execution of the transaction, wherever applicable, or a 'NIL' report, if the transaction is not undertaken.
- v. I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the said declarations are found to be false or misleading at any time.
- vi. I hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties that may be imposed on them by the SEBI and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and the code prescribed by Poddar Bhumi Holdings Limited.
- vii. I will not take any position in derivative transaction at any point of time.

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

Yours faithfully,

(Signature of Applicant)

Form F
FORMAT FOR PRE-DEALING APPROVAL LETTER

Date: _____

To,

Shri/Smt/Kum. _____

Emp Code: _____

Department: _____

Designation: _____

Dear Mam/Sir,

PRE-DEALING APPROVAL/DISAPPROVAL -Your application dt. _____

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are/your relative _____ is hereby authorised/not authorised 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 one {1} week). If you /your Relative do(es) not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within two {2} working days from the date of transaction/deal. In case the transaction is not undertaken a “Nil” report shall be necessary.

Compliance Officer

Form G

FORMAT FOR INTIMATION IF TRANSACTION IS NOT UNDERTAKEN

Date:

The Compliance Officer

Poddar Bhumi Holdings
Limited Kolkata

Dear Sir/Mam,

DETAILS OF TRANSACTION

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

I hereby inform you that I / my _____ have not bought/sold/subscribed any Securities of the Company.

Yours faithfully,

Signature: _____

Name: _____

Emp No: _____

Dept/ Div. _____

Form H

Application for waiver of minimum holding period

Date: _____

The Compliance Officer
Poddar Bhumi Holdings
Limited

Dear Sir,

I request you to grant me waiver of the minimum holding period of six months as required under clause 12.5 of the Company's Code of Conduct for prevention of insider trading with respect to _____ shares of the Company held by me / _____ (name of dependent relative) singly / jointly acquired by me on _____ (Date). I desire to deal in the said shares on _____ account of _____ (give reasons).

Thanking You,

Yours faithfully,

(Name)
(Employee Code)
(Designation)
(Department)

Form I

FORMAT FOR DISCLOSURE OF TRANSACTIONS DURING THE MONTH OF

(To be submitted on or before 7th of the following month)

Date:

The Compliance Officer

Poddar Bhumi Holdings Limited
Kolkata

Dear Sir/Mam,

DETAILS OF TRANSACTION

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

I hereby inform you that I / my _____ have bought/sold/subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date)

Name, PAN No. & Address of Specified Employee/ Dependent Relative	No. & % of shares/ voting rights held	Date of receipt of allotment advice/ acquisition/ sale of shares/ voting rights	Date of intimation to the Company	Mode of acquisition (market purchase/ public/rights/ preferential offer, etc.)/sale	No. & % of shares/ voting rights post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 (Three) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers

3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

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

I agree not to buy/sell the Securities for a period of six months from the date of the aforesaid transaction (applicable in case of purchase / sale transaction) or from the date of allotment (applicable in case of subscription in the primary market).

In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase/subsription).

Yours faithfully,

Signature: _____

Name: _____

Emp No: _____

Dept/ Div. _____

Form J

ANNUAL DECLARATION OF HOLDING IN SECURITIES (SHARES OF Poddar Bhumi Holdings Limited.)

(to be given by the Specified Employee annually as on March, 31)

Date: March 31, 20.....

The Compliance Officer, Poddar
Bhumi Holdings Limited,
Kolkata

I. Statement of Shareholdings of Specified Employee

Name	PAN No.	Holding		Folio No./ Client ID & DP ID
		No. of Shares held as on April 1) / Date of joining	No. of Shares held as on March 31, _____	

II. Details of Shares held by Dependent Relatives (as applicable)

Name of Relative	Relationship	PAN No.	Holding		Folio No./Client ID & DP ID
			No. of Shares held as on April 1) / Date of joining	No. of Shares held as on March 31, _____	

Declaration

I declare that the above information is correct and further I or any of my dependent relative have not taken take any position in derivative transaction at any point of time.

Yours faithfully,

Signature:
Name :
EmplCode:
Designation:

Note: A 'Nil' Report shall be furnished in case no securities are held by the Specified Employee or his/her relative.

