**LANDMARK PROPERTY DEVELOPMENT COMPANY LIMITED**

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

*(Adopted by the Board of Directors at its meeting held on February 14, 2019)*

1. Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**Regulations**”) requires the Board of Directors of every listed company to ensure that the Chief Executive Officer or managing director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its Designated Persons and their immediate relatives towards achieving compliance with the Regulations, adopting the minimum standards set out in Schedule B to the Regulations, without diluting the provisions of the Regulations in any manner.
2. The Board of Directors of the Company has accordingly approved and adopted this Code of Conduct to regulate, monitor and report trading by designated persons (“**Code of Conduct**”).
3. The Designated Persons and their immediate relatives shall be governed by this Code of Conduct.
4. This Code, along with the amendments made thereto, shall come into force with immediate effect.
5. **DEFINITIONS**
6. "**Compliance Officer**" means the Chief Financial officer of the Company and in his absence the Company Secretary of the Company, reporting to the Board of Directors of the Company, designated so to administer this Code of Conduct and other requirements of the Regulations.
7. "**Connected Person**" means any person who is or has during the 6 (six) months prior to the concerned act been associated with the 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/herself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

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 –

1. an Immediate Relative of connected persons specified above; or
2. a holding company or associate company or subsidiary company; or
3. an intermediary as specified in section 12 of the SEBI Act or an

employee or director thereof; or

1. an investment company, trustee company, asset management company or an employee or director thereof; or
2. an official of a stock exchange or of clearing house or corporation; or
3. 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
4. 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
5. an official or an employee of a self-regulatory organization recognized or authorized by SEBI; or
6. a banker of the Company; or
7. 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.
8. "**Designated Persons**" means the following persons as specified by the Board of Directors in consultation with the Compliance Officer:
9. all Key Managerial Personnel of the Company;
10. all employees in the grade of General Manager and above, working in the Corporate Finance & Strategy, Mergers and Acquisition, Accounts and Secretarial departments of the Company and material subsidiaries;
11. All personal/ executive assistants of the employees in the grade of Executive Directors and above of the Company and material subsidiary employed at the Corporate Office of the Company.
12. All individuals and entities in promoters and promoters group as per shareholding pattern submitted by the Company with Stock Exchanges;
13. Chief Executive Officer/ Managing Director and employees upto two levels below Chief Executive Officer / Managing Director of fiduciary(ies).
14. such others persons as may be designated from time to time by the Board of Directors, in consultation with the Compliance Officer, for the purposes of this Code.
15. “**Fiduciary**” includes auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants , banks, etc. assisting or advising the Company who are communicated, provided or allowed access to any UPSI, relating to the Company or its securities in furtherance of legitimate purposes.
16. “**Generally Available Information**” means information that is accessible to the public on non-discriminatory basis.
17. “**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.
18. "**Insider**" means any person who is a Connected Person or in possession of or having access to UPSI pursuant to a legitimate purpose or otherwise
19. "**Legitimate purpose”** shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
20. “**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
21. "**Trading Window**" means the period during which the Designated Persons could trade in the securities of the Company.
22. "**Unpublished Price Sensitive Information**" or “**UPSI**” 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:
23. financial results;
24. dividends;
25. change in capital structure;
26. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
27. changes in Key Managerial Personnel.

Words and expressions used and not defined in this Code, but defined in the SEBI Act, the Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in such legislations.

1. **DUTIES OF THE COMPLIANCE OFFICER**
   1. Under the overall supervision of the Board of Directors, the Compliance Officer, shall be responsible for:
2. Compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI.
3. Monitoring of trades.
4. The implementation of Code of Conduct and Code of Fair Disclosure of UPSI.
5. Reviewing, approving, monitoring and making public disclosure of trading plans presented to him by an insider and seeking express undertaking(s), as may be necessary.
6. Maintaining the disclosures made under the Regulations for a minimum period of five years.
7. Notifying the stock exchange(s) in compliance with the Regulations.
8. Assisting the Board of Directors in specifying the Designated Persons.
9. Determining window closure period and timing for re-opening of the trading window.
10. Granting pre-clearance of trades and seeking necessary declaration(s).
11. Granting relaxation from strict application of restrictions on contra-trade.
    1. The Compliance Officer shall report to the Board of Directors; and provide reports to the Chairman of the Audit Committee on a yearly basis regarding compliance with this Code of Conduct and the Regulations. The Compliance Officer shall perform duties and be responsible for such acts as are specified in the Regulations.
12. **RESTRICTIONS ON COMMUNICATION OF UPSI**
    1. All UPSI shall be handled on a 'need to know' basis and no UPSI shall be communicated or disclosed to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
    2. To prevent any misuse of UPSI, the Company adopts the ‘Chinese Wall’ policy under which a clear demarcation is made between departments that regularly have access to UPSI and other departments.
    3. A structured digital database shall be maintained by the Chief Financial officer / Company Secreatry, as authorized by the Board of Directors of the Company, containing the names of such persons or entities as the case may be with whom UPSI is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
    4. All persons or entities, with whom UPSI is shared, shall be brought inside on sensitive transactions and confidentiality agreements shall be signed or notice shall be served to all such persons and entities. They 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.
13. **DISCLOSURES**

8.1 The persons as per below table shall make disclosures in the prescribed formats relating to holding/trading of securities, including derivatives of the securities, of the Company by them and by their immediate relatives and by any other person for whom such persons take trading decisions.

|  |  |  |  |
| --- | --- | --- | --- |
| S. No. | Responsibility | Timeline | Prescribed Form No. and Annexure No. |
| 1 | Every promoter, member of the promoter group, Key Managerial Personnel and the Director as on the date of the Regulations taking effect to | Within 30 (thirty) days of the Regulations taking effect | Form A  **Annexure I** |
| 2 | 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 | Within 7 (seven) days of such appointment or becoming a promoter | Form B  **Annexure II** |
| 3 | Every promoter, member of promoter group, Designated Person and Director acquiring/disposing off securities of the Company , 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. 20,00,000 (Indian rupees twenty lakh). | Within 2 (two) trading days of such transaction | Form C  **Annexure III** |
| 4 | Such Connected Persons, as may be required by the Compliance Officer, 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. 20,00,000 (Indian rupees twenty). | Within 2 (two) trading days of such transaction | Form D  **Annexure IV** |

8.2 The disclosure of the incremental transactions after any continual disclosure shall be made when the transactions effected after the prior disclosure crosses the specified threshold.

8.3 The Designated Persons shall 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:

1. immediate relatives
2. persons with whom such Designated Person(s) shares a material financial relationship
3. 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.

1. **PROCEDURE FOR TRADING IN SECURITIES OF THE COMPANY**

**A. TRADING RESTRICTIONS**

* 1. All the Designated Persons shall be subject to the trading restrictions as set out below:-

1. The securities of the Company shall be dealt with only when the Trading Window is open. No Designated Person of the Company and his/her Immediate Relative(s) and Fiduciary shall deal with the Securities of the Company during the period when the Trading Window is closed.
2. The Compliance Officer shall send notice of window closure to the Stock Exchanges and have the same published in newspapers for the information of the Designated Person(s) and their Immediate Relatives and Fiduciary(ies).
3. The Trading Window for trading in securities of the Company shall be closed in respect of the following purposes for such period as specified hereunder and shall be opened 48 (forty eight) hours after the said information becomes Generally Available Information:

|  |  |  |
| --- | --- | --- |
|  | Declaration of financial results (Quarterly,  Half-yearly and Annual) | 5 (five) days prior to the Board of Directors meeting at which the Quarterly, Half–yearly or Annual financial results are approved. |
|  | Declaration of dividends (Interim and final) | 2 (two) working days prior to the date of Board of Directors meeting at which dividend is recommended. |
|  | Issue of Securities by way of public / rights / bonus etc. | 7 (seven) days prior to the date of Board of Directors meeting at which Securities are issued. |
|  | Other material events | As may be determined by the Compliance Officer keeping in view 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. |

1. The Trading Window shall also remain closed during the period of 'book closure' as defined in section 91 of the Companies Act, 2013.
2. In case of employee stock options, exercise of an option may be allowed when the Trading Window is closed. However, sale of shares allotted on exercise of such of an option shall not be allowed when the Trading Window is closed.
3. Trading Window may be closed by the Company during such time in addition to the above period, as may be deemed fit by the Compliance Officer. The Compliance Officer shall determine the time of reopening of the Trading Window taking into account various factors including UPSI becoming Generally Available Information, which in any event shall not be earlier than 48 (forty eight) hours after the UPSI becomes Generally Available Information.
4. The Trading Window norms shall not be applicable for trades carried in accordance with an approved Trading Plan.
5. 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.
6. **PRECLEARANCE OF TRADES**
   1. Every Designated Person or his Immediate Relatives wishing to trade in the securities of the Company when the Trading Window is open shall seek pre-clearance of the Compliance Officer, if the value of the proposed trade in one transaction or a series of transactions over a calendar quarter, aggregates to a traded value in excess of Rs.20,00,000 (Rupees Twenty Lakh) or such other as may be stipulated by the Board of Directors. No Designated Person as specified above shall apply for a pre-clearance when in possession of UPSI.
   2. Procedure for Pre-Clearance of Trades:
7. An application for pre-clearance of trade shall be made to the Compliance Officer in the format attached and marked as **Annexure V** hereto, indicating the estimated number of securities that the Designated Person making such application intends to deal in, the details as to the depository with which he/she has a security account and such other details as may be required by the Compliance Officer in this regard.
8. In case of the Compliance Officer intending to deal in the Securities of the Company beyond the threshold limit specified in sub-clause above, the pre-clearance of the Managing Director or in his absence, the Chairman of the Board of Directors, shall be obtained.
9. An undertaking in the format set out at **Annexure VI** of this Code, shall be executed in favour of the Company by such persons applying for pre-clearance.
10. The Compliance Officer shall not approve any trade if he/she determines that the Designated Person is in possession of UPSI.
11. The Compliance Officer after being satisfied that the application and undertaking are true and accurate, approve trading by a Designated Person.

After securing pre-clearance, once trade is executed or a decision not to trade is taken by the Designated Person or his immediate relative, the Designation Person shall report the same to the Compliance Officer in the format set out at **Annexure VII**.

1. No pre-clearance shall be necessary for direct subscription, by way of subscription to any rights issue made by the Company and /or for a trade executed as per approved Trading Plan and / or pursuant to exercise of stock options.
   1. Validity of Pre-Clearance:

Upon receiving pre-clearance for trading from the Compliance Officer, the concerned Designated Person shall trade in the securities within a period of 7 (seven) trading days. In the event that trading is not executed within the time limit prescribed above, the concerned Designated Person shall obtain a fresh pre-clearance from the Compliance Officer before executing the trade.

* 1. Holding period of securities:

1. All Designated Persons who are permitted to trade shall not execute a contra Trade within a period of 6 (six) months following the prior trade.
2. In case the contra trade is necessitated by emergency, the Compliance Officer may waive the holding period after recording the reasons in writing, provided that such waiver does not violate this Code or the Regulations. Similarly in the case of emergency of trade by a Compliance Officer, the Compliance Officer may obtain the waiver from the Managing Director or in his absence, the Chairman of the Board of Directors, provided that such waiver does not violate this Code or the Regulations. The application for waiver shall be made in the format prescribed at **Annexure VIII** hereto.
3. When a contra Trade is executed inadvertently or otherwise, in violation of the restriction, the profit from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act.
4. **TRADING PLANS**
   1. An Insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such Plan. The intimation on formulation of the Trading Plan may be given in the format specified at **Annexure IX**.
   2. The Trading plan shall:–
5. \*not entail commencement of trading on behalf of the Insider earlier than 6 (six) months from the public disclosure of the Trading Plan;
6. \*not entail Trading for the period between the 20th (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 2nd (second) trading day after the disclosure of such financial results;
7. \*entail trading for a period of not less than 12 (twelve) months;
8. \*not entail overlap of any period for which another Trading Plan is already in existence;
9. 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
10. \*not entail trading in securities for market abuse.
    1. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan.
    2. A Trading Plan once approved shall be irrevocable and the Insider(s) shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan.

Provided that the implementation of the Trading Plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the Plan has not become Generally Available Information at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes Generally Available Information.

* 1. Upon approval of the Trading Plan, the Compliance Officer shall notify the Plan to the Stock Exchanges.

1. **INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING AND PENALTY** 
   1. The Chief Financial Officer / Company Secretary, as authorized by the Managing Director, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.
   2. The internal controls shall include the following:
2. all employees who have access to unpublished price sensitive information are identified as designated employee;
3. all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
4. adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;
5. 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;
6. all other relevant requirements specified under these regulations shall be complied with;
7. periodic process review to evaluate effectiveness of such internal controls.
   1. The Audit Committee of the Company shall review compliance with the Regulations at least once in a financial year.
   2. The Chief Executive Officer / Managing Director shall, subject to the approval of the Board of Directors, formulate written policies and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI. The Board of Directors shall take necessary action(s) to initiate inquiry in case of leak of UPSI or suspected leak of UPSI and to promptly inform SEBI of such leaks, inquiries and results of such inquiries.
8. **PENALTIES**
   1. Every Designated Person shall be individually responsible for complying the applicable provisions of this Code. If any Designated Person violates or contravenes any of the provisions of this Code of Conduct, appropriate action shall be taken by the Board of Directors of the Company, on recommendation of the Compliance Officer, which may include wage freeze, suspension, recovery, clawback termination of employment, withholding of promotions or such other action as the Board of Directors may deem fit.
   2. In case it is observed by the Company that there has been a violation of the Regulations, it shall promptly inform through Compliance Officer to the SEBI.
   3. Any action that may be taken by the Company as specified above, shall not preclude SEBI from taking any action as it deems fit under the SEBI Act, Regulations or other applicable laws against persons violating the Regulations or the Code.
9. **GENERAL**
   1. The decision of the Board of Directors with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend or replace this Code in part or full, as may be thought fit from time to time in their absolute discretion.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Compliance Officer**

Date:

Place:

**Annexure I**

**FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

Name of the company: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

ISIN of the company: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Name, PAN, CIN/DIN & address with contact nos. | Category of Person (Promoters/ KMP  /Directors/immediate ate relative to/others etc.) | Securities held as on the date of regulation coming into force | | % of Shareholding |
| Type of security (For e.g., – Shares, Warrants, Convertible Debentures etc.) | No. |  |
| 1 | 2 | 3 | 4 | 5 |

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

Name & Signature:

Designation:

Date:

Place:

**Annexure II**

**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]**

Name of the company:

ISIN of the company: \_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Name, PAN, CIN/DIN &  Address with contact nos. | Category of Person (Promoters/ KMP /  Directors/immediate relative to/others etc.) | Date of appointment of Director /KMP OR Date of becoming Promoter | Securities held at the time of becoming Promoter/appointment of Director/KMP | | % of Shareholding |
|  |  |  | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. |  |
| 1 | 2 | 3 | 4 | 5 | 6 |

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

Name & Signature:

Designation:

Date:

Place:

**Annexure III**

**FORM C**

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

Name of the company:

ISIN of the company:

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Name, PAN, CIN/DIN,  & address with contact nos. | Category y of Person (Promoters/ KMP /Directors/immediate relative to/others etc.) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | | | Securities held post-acquisition/disposal | | Date of allotment advice/ acquisition of shares/  sale of shares specify | | Date of intimation to company | Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/Inter-se transfer, ESOPs etc.) |
|  |  | Type of security (For e.g.  – Shares, Warrants,  Convertible Debentures etc.) | No. and % of shareholding | Type of security (For e.g.–  Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transact ion Type (Buy/ Sale/ Pledge / Revoke/ Invoke) | Type of security (For e.g.  – Shares, Warrants,  Convertible Debentures etc.) | No. and % of shareholding | From | To |  |  |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |

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

Name & Signature:

Designation:

Date:

Place:

**Annexure IV**

**FORM D (Indicative format)**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**

**Regulation 7(3) – Transactions by Other connected persons as identified by the company**

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

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Name, PA, CIN/DIN,  & address with contact nos. of other connected persons as identified by the company | Connection with company | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | | | Securities held post-acquisition/disposal | | Date of allotment advice/ acquisition of shares/  sale of shares specify | | Date of intimation to company | Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Inter-  se transfer, ESOPs etc. ) |
|  |  | Type of security (For e.g.– Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | Type of security (For e.g.  –  Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transaction Type (Buy/ Sale/ Pledge  / Revoke  /Invoke) | Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | From | To |  |  |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |

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

Name & Signature : Designation : Place : Date**Annexure V**

**FORMAT OF APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL**

To, Date\_\_\_\_\_\_\_\_

The Compliance Officer,

Landmark Property Development Limited

Dear Sir,

I/We, …………………………………. Directors, Promoters, Key Managerial Personnel and Designated Persons of Landmark Property Development Company Limited intend to carry out transaction(s) in Securities of Landmark Property Development Company Limited as per the details given below:

Name:

Department:

PERMANENT ACCOUNT NUMBER (PAN):

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sl. No. | No. of Securities held (including by dependent family members) as on the date of application. | Folio No./ DP ID & Client ID | Nature of trading | Estimated number of securities to be dealt | Estimated value |
| 1 | 2 | 3 | 4 | 5 | 6 |
|  |  |  |  |  |  |

In this connection I solemnly confirm and declare that:

1. I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company’s Code of Conduct To Regulate, Monitor And Report Trading By Insiders (“Code”)) up to the time of signing this Undertaking.
2. In the event that I have access to or receive any Unpublished Price Sensitive Information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely, directly and/or through Immediate Relatives, refrain from trading in the Securities of the Company until such information becomes public and generally available.
3. I have not contravened the provisions of the Code, as notified by the Company from time to time.
4. In the event of this transaction being in violation of the said Code or the applicable laws, (i) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the ‘indemnified persons’) for all losses, damages, fines, expenses, suffered by the indemnified persons, (ii) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (iii) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.
5. I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
6. I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
7. If approval is granted, I shall execute the trade within 7 (seven) days of the receipt of approval failing which I shall seek pre-clearance afresh.
8. I undertake to submit the necessary report within 2 (two) days of execution of the transaction or non-execution of the transaction.
9. I shall hold the Securities for a minimum period of 6 (six) months from the date of trade/that I have complied with the requirement of minimum holding period of 6 (six) months with respect to the securities sold (applicable only in respect of sale transaction).

I hereby solemnly declare that I have made full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of the requirement of the Code of the Company.

Yours faithfully,

Signature:

(Name of the Designated Person)

Date:

Place:

Annexure VI

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

To, Date\_\_\_\_\_\_\_\_\_\_

The Compliance Officer,

Landmark Property Development Limited

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Landmark Property Development Limited ‘Code of Conduct To Regulate, Monitor And Report Trading By Insiders’, I \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name and designation of the Designated Person) had \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (provide the details of purchase/sale/subscribe for shares as the case may be) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(number of securities) of the Company on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ after obtaining pre-clearance on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_. The details of transaction executed were submitted on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (date) in format prescribed. I seek your approval to waive off the time restrictions and permit to execute a contra-trade for \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (number of securities) of the Company due to\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(valid reason(s) for executing contra trade).

I declare that I am not in possession of any Unpublished Price Sensitive Information (as defined under the **Landmark Property Development Company**  Limited ‘Code of Conduct to Regulate, Monitor and Report Trading by Insiders’) up to the date of this application.

I further declare that in case I have access to any Unpublished Price Sensitive Information after the signing of this application and before executing a contra- trade (if permitted), I shall:

1. Promptly inform the Compliance Officer

2. Refrain from trading in securities of the Company.

Yours truly,

Name & Signature:

Designation:

Date:

Place:

**Enclosed:**

1. Copy of pre-clearance approval

2. Copy of execution of previous trade

Annexure VII

**APPLICATION FOR ANNUAL TRADING PLAN**

To, Date \_\_\_\_\_\_\_\_\_\_\_

The Compliance Officer,

Landmark Property Development Company Limited,

1. Name of the Applicant: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ PAN\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

2. No. of securities held in the Company as on date: \_\_\_\_\_\_\_\_\_\_\_\_

3. Approval sought for: Self(S) Immediate Relative (IR)

4. Trading plan belongs for a period of\_\_\_\_\_\_ months i.e. for a period commencing from\_\_\_\_\_\_\_\_ and ending on\_\_\_\_\_\_\_\_\_\_\_

5. Details of the proposed trade:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **S. No.** | **Nature of transaction (Sale/Purchase)** | **Date of transaction/period/interval for transaction** | **Value of trade/ No. of securities transacted** | **Conditions**  **/Remarks** |
|  |  |  |  |  |

**Undertaking:**

1. I will not commence trading earlier than six months from the public disclosure of the plan.
2. I do not have overlapping trading plan for the same period.
3. In the event that I am in possession/knowledge of any information that is construed as “Unpublished Price Sensitive Information” as defined in the Company’s ‘Code of Conduct To Regulate, Monitor And Report Trading By Insiders’, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
4. I have not contravened the provisions of the ‘Code of Conduct To Regulate, Monitor And Report Trading By Insiders’ as notified by the Company from time to time;
5. I have made full and true disclosure in the matter.
6. I undertake to abide by this trading plan once approved and shall furnish such declarations/ disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
7. I shall not use this trading plan as a tool for market abuse.

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature of Designated Person

**For use of Compliance Officer:**

|  |  |  |  |
| --- | --- | --- | --- |
| Application recd. date | Approval Date | Approval No. | Compliance Officer’s signature |
|  |  |  |  |

Approval granted for Trading Plan for a period of \_\_\_\_months commencing from\_\_\_\_ uptil \_\_\_\_\_

Notification to Stock Exchange\_\_\_\_\_\_\_\_\_\_\_

**Signature**: \_\_\_\_\_\_\_\_

Compliance Officer

**Please provide all the information. Incomplete forms will not be accepted.**