

PENINSULA LAND LIMITED

REVISED CODE FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF PENINSULA LAND LIMITED (“PLL” OR ‘THE COMPANY’)

1.0 INTRODUCTION

Trading in a Company’s securities by insiders who enjoy a special status, when compared with the general investors, as regards price sensitive information, and who, as a result thereof are able to use their special status for individual benefit, is commonly referred to as Insider Trading.

The Securities and Exchange Board of India (“SEBI”) has notified the SEBI (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as “Regulations”) * dealing, inter alia, with buying and selling of securities of the Company by Insiders. These Regulations contain a comprehensive Code for regulating disclosures and approvals within a Company for Directors, Managers, Company Secretary and “Designated Employees”, which need to be followed, if these categories hold, acquire, purchase or sell such Company’s securities. The Regulations required the Board of Directors of a Company to frame an Internal Code of Conduct which is in no manner diluting the Model Code and ensure compliance of the same. This Code is in furtherance of this requirement.

All employees are required to abide by Part ‘A’ of this Code. The disclosure and trading restrictions as mentioned in Parts ‘C’ and ‘D’ respectively are applicable only to Directors, Officers and Designated Employees referred to in Clause 2 of this Code, and hence the trading restrictions and disclosure requirements will apply only to these special categories of persons.

2.0 OBJECTIVE AND SCOPE OF THE CODE

The Code for Prevention of Insider Trading in the Securities of Peninsula Land Limited (hereinafter referred to as “the Code”) is formulated with a view to serve as a guiding charter for all concerned persons associated with the functioning of listed companies and their dealings in securities of such companies. The Code also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company’s securities.

Adherence to the Code by all Employees is mandatory, however, more detailed disclosures and approvals as contained in Parts ‘C’ and ‘D’ are required from Directors, Officers and Designated Employees referred to in Clause 2 of this Code. In particular, these categories are as under :

“Officers” means

- Directors of the Company and any other persons in accordance with whose instructions the Board of Directors or any one or more Directors are accustomed to act;
- Company Secretary
- Auditors

* Recently amended vide Notification No. LAD-NRO/GN/2008/29/44801 dated 19th November, 2008

“Designated Employees” means

- Officers comprising the top three tiers of the Company Management, upto the General Manager Level;
- All Executives in the Accounts, Taxation, Treasury, Legal, Finance and Secretarial Departments of the Company and in the Corporate Office;
- The respective secretaries / personal assistants / executive assistants of the employees covered under top three tiers;
- Executives of other Departments / Divisions on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information relating to the Company, to be decided by the Compliance Officer from time to time.

3.0 DEFINITIONS

- a. **“Board”** means Board of Directors of the Company.
- b. **“Code”** means the Code for Prevention of Insider Trading in Securities of Peninsula Land Limited.
- c. **“Company”** or **“PLL”** means Peninsula Land Limited.
- d. **“Compliance Officer”** means an employee appointed by the Board for the implementation of and overseeing compliance with the Regulations and the Code across the Company. The Company has appointed the Company Secretary as the Compliance Officer for administering this Code.
- e. **“Connected Person”** means any person who is a director of the Company or is deemed to be a director of the Company or occupies the position as an officer or an employee of the Company or holds a position involving a professional or business relationship between himself and the Company, whether temporary or permanent and who may reasonably be expected to have access to unpublished price sensitive information in relation to the Company. Connected person shall also include any person who is a connected person six months prior to an act of insider trading.
- f. **“Dealing in Securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as a principal or as an agent.
- g. **“Dependent Family Members”** means the spouse, non-working children below the age of 21 years but only of the Directors, Officers and Designated Employees referred to in Clause 2 of this Code.
- h. **“Insider”** means any person who
 - (i) is connected 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 the securities of the Company, or
 - (ii) has received or has had access to such unpublished price sensitive information.
- i. **“Price Sensitive Information”** means any information which related directly or indirectly to the Company and which if published is likely to materially affect the price of the securities of the Company. The following shall be deemed to be price sensitive information :-
 - (i) periodical financial results of the Company;
 - (ii) intended declaration of dividends (both interim or final);
 - (iii) issue of securities or buy-back of securities;
 - (iv) any major expansion plans or execution of new projects;
 - (v) amalgamation, mergers or takeovers;
 - (vi) disposal of the whole or substantial part of the undertaking;
 - (vii) any significant changes in policies, plans or operations of the Company.
- j. **“SEBI”** means Securities and Exchange Board of India,

- k. **“Securities”** means the Company’s shares for the present, and in the future, debentures, bonds, derivatives or like instruments that are traded on any Indian Stock Exchange, as applicable.
- l. **“Unpublished Information”** means information which is not published by the Company or its agents and is not specific in nature.
- m. **“Working day”** means the working day when the regular trading is permitted on the concerned stock exchange where securities of the Company are listed.

Words and expressions used herein and not defined in this Code but defined in the Regulations or the Companies Act, 1956, shall have the same meanings respectively assigned to them in those Acts.

PART ‘A’ CONFIDENTIALITY

4.1 CONFIDENTIALITY OF PRICE SENSITIVE INFORMATION

Directors, whether Executive or Non-Executive and all Employees whether Officers or Designated Employees as referred to in Clause 2 of this Code or otherwise, are required to maintain confidentiality of Price Sensitive Information with respect to acquisition / purchase / sale of the Company’s securities, and should adhere to the following :

- (a) they shall not acquire / purchase / sell the Company’s securities either on behalf of themselves or others, when in possession of unpublished Price Sensitive Information;
- (b) they shall not communicate or counsel or procure, directly or indirectly, any unpublished Price Sensitive Information to any person and pass on such information to any person and pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of the securities of the Company.

4.2 COMMUNICATION AND SECURITY GUIDELINES FOR CONFIDENTIALITY

- (a) Price Sensitive Information is to be handled on a “need to know” basis i.e. the communication of unpublished Price Sensitive Information should be only to those employees, who need the same for discharge of their duties.
- (b) Unpublished price sensitive information should not be communicated in a situation in which there would be an uncertainty as regards a conflict of interest or a possibility of the misuse of information.
- (c) If any non-public information is inadvertently received by any employee, the same should be immediately reported, in writing, to the Compliance Officer.
- (d) Files containing confidential information shall be kept secure. Computer files must have adequate security of login, passwords, etc.

PART ‘B’ DUTIES OF THE COMPLIANCE OFFICER
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5.1 DUTIES OF THE COMPLIANCE OFFICER

The Compliance Officer shall be responsible for setting forth policies, procedures and monitoring adherence to the rules for the preservation of “Price Sensitive Information” and compliance of this Code, under the overall supervision of the Board and shall report to the Group Managing Director.

Without prejudice to the above, the Compliance Officer shall be responsible for the following :-

- (a) Pre-clear the trades of Directors, Officers and Designated Employees.
- (b) Monitor the trades of Directors, Officers and Designated Employees.
- (c) Clarify the Regulations and the Company's Code.
- (d) Maintain records of all Directors, Officers and Designated Employees and any changes therein.
- (e) Waiver of the requirement of the holding period, in case of personal emergency, after recording the reasons in this regard.
- (f) Maintain records of all the declarations in the appropriate form given by the Directors, Officers and Designated Employees for a minimum period of 3 years.
- (g) Place before the Group Managing Director, on a monthly basis, all the details of the dealing in the securities by Directors, Officers and Designated Employees and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged in this Code.
- (h) Initiate disciplinary action and implement punitive measures, which may include wage freeze, suspension, ineligibility for future participation in Employee Stock Option Plans, etc. for any non-adherence to this Code and also inform SEBI of the same.

PART 'C'
DISCLOSURE OF HOLDINGS IN SECURITIES

The following disclosures shall be made to the Compliance Officer :

6.1 INITIAL DISCLOSURES

By Whom and to Whom	What to be disclosed	When to be disclosed	What Form to be used
Directors, Officers and Designated Employees to the Company	Number of securities or voting rights held and positions taken in derivatives by them and their dependant family members	Within 2 working days of becoming a Director, Officer or Designated Employee of the Company	Form referred to in Annexure A of this Code

6.2 CONTINUAL DISCLOSURES

By Whom and to Whom	What to be disclosed	When to be disclosed	What Form to be used
Directors, Officers and Designated Employees to the Company and to the Stock Exchange	(a) Number of securities or voting rights held (b) Change in shareholding or voting rights, if there has been a change in their holdings and their dependant family members' holding from the last disclosure made under this Clause or Clause 6.1 and the change exceeds Rs. 5 lacs in value or 25,000 securities or 1% of the total holding or voting rights, <i>whichever is lower.</i>	Within 2 working days of (a) Receipt of intimation of allotment of securities or (b) Acquisition or sale of securities or voting rights, as the case may be.	Form referred to in Annexure B of this Code

The information received at Clause 6.1 and 6.2 will be intimated by the Compliance Officer to all the Stock Exchanges on which the securities of the Company are listed within 2 working days of receiving the same.

The disclosures required under this Code may also be made through electronic filing in accordance with the system devised by the Stock Exchange.

6.3 ANNUAL DISCLOSURES

By Whom and to Whom	What to be disclosed	When to be disclosed	What Form to be used
Directors, Officers and Designated Employees to the Company	Annual statement of all the securities held by them and by their dependant family members	Within 30 days of the end of 31 st March, every year	Form referred to in Annexure C of this Code

The disclosures by the Compliance Officer shall be made to the Group Managing Director.

PART 'D' TRADING RESTRICTIONS

All Directors, Officers and Designated Employees of the Company shall be subject to trading restrictions as enumerated below :-

7.1 TRADING WINDOW

The period prior to the declaration of Price Sensitive Information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Directors, Officers and Designated Employees will, during that period, often possess unpublished Price Sensitive Information.

During such sensitive times, the Directors, Officers and Designated Employees will have to forego the opportunity of trading in the Company's securities.

The Directors, Officers and Designated Employees of the Company shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal with any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred below or during any other period as may be specified by the Company from time to time. The period during which the trading window is closed shall be termed as prohibited period.

In case of Employee Stock Option Schemes (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 the trading window is closed.

The trading window shall be, inter alia, closed at the time of :-

- (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, etc.
- (d) Any major expansion plans or execution of new projects

- (e) Amalgamation, mergers, takeovers and buy-back
- (f) Disposal of whole or substantially whole of the undertaking
- (g) Any changes in policies, plans or operations of the Company

The time for commencement of closing of the trading window will be from the date on which intimation is given by the Company to the Stock Exchanges of the date on which the Board Meeting is to be held for consideration / approval of the items mentioned above and ends 24 hours after the above information is made public.

7.2 PRE-CLEARANCE OF TRADES

All Directors, Officers and Designated Employees of the Company and their dependant family members, who intend to deal in the securities of the Company and if such transaction exceeds Rs. 5 lacs in value or 25,000 securities or 1% of the total holding or voting rights, *whichever is lower*, in any one period of 90 days should pre-clear the transactions as per the pre-dealing procedure as described hereunder.

7.2.1 PRE-DEALING PROCEDURE

An application for pre-clearance should be made in Forms referred to in **Annexure D – 1 to D - 5** of this Code to the Compliance Officer indicating the details of the transaction.

An undertaking shall be executed in favour of the Company by such Director, Officer or Designated Employee and their dependant family members incorporating, inter alia, the following clauses, as may be applicable :

- (a) That the Director / Officer / Designated Employee and their dependant family members does not have any access to or has not received "Price Sensitive Information" upto the time of signing the undertaking.
- (b) That in case the Director / Officer / Designated Employee and their dependant family members 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 he / she has not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.
- (d) That he / she has made a full and true disclosure in the matter.

The Compliance Officer shall scrutinize the pre-clearance application within 3 working days and convey his approval of pre-clearance alongwith reasons thereof. The decision of the Compliance Officer in this respect shall be final. The Compliance Officer shall retain copies of all applications and approvals.

In case of dealing by the Compliance Officer, prior permission from the Group Managing Director shall be obtained.

PART 'E' OTHER RESTRICTIONS
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8.1 All Directors, Officers and Designated Employees and their dependant family members shall execute their order in respect of the securities of the Company within one week after the approval

- for pre-clearance is given. If the order is not executed within one week after the approval is given, the Director, Officer or Designated Employee must pre clear the transaction again.
- 8.2 All Directors, Officers and Designated Employees who buy or sell any number of securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of securities during the next six months following the prior transaction. The restrictions are for transactions entered through secondary market. Further, the said restrictions are not applicable in case of exercise of ESOPs and sale of shares acquired through ESOPs. An employee could subscribe to ESOPs even if he / she has sold shares during the previous six months; however, if he / she sells the shares acquired through ESOPs, the restriction on buying would apply for the next six months.
- 8.3 The restriction of six months on sale of shares would apply from the date of the last purchase and not the first purchase, in case of consecutive purchase of shares and vice versa for purchase of shares.
- 8.4 All Directors, Officers and Designated Employees shall also not take positions in derivative transactions in the shares of the Company at any time. However, the Directors, Officers and Designated Employees are not restricted from dealing in NIFTY / SENSEX index futures, subject to the compliance with the said Code.
- 8.5 In the case of subscription in the primary market (initial public offers), the Directors, Officers and Designated Employees shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- 8.6 In case, the sale as well as purchase of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer on an application made in Form referred to in **Annexure E** of this Code, after recording in writing his / her reasons in this regard.
- 8.7 In case of sale as well as purchase by the Compliance Officer, the waiver from the holding period shall be obtained from the Group Managing Director.

PART 'F' MISCELLANEOUS

9.0 DELEGATION

The Compliance Officer is authorized to delegate the powers conferred upon him by this Code to one or more employees of the Company whilst proceeding on leave or during his temporary absence from the Company, to be exercised by them in consultation with the Group CFO.

10.0 PENALTY FOR CONTRAVENTION OF THE CODE

- (a) Any Director, Officer or Designated Employee who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- (b) Any Director, Officer or Designated Employee who violates this Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligible for future participation in Employee Stock Option Plans, etc.
- (c) The action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

This Code shall be applicable with immediate effect.

PENINSULA LAND LIMITED
ANNEXURE "A"
of the Revised Code for Prevention of Insider Trading

INITIAL DISCLOSURE by new existing Directors / Officers / Designated Employees
(Refer Clause No. 6.1 of the Revised Code for Prevention of Insider Trading)

To,
The Compliance Officer,
PENINSULA LAND LIMITED

Dear Sir,
I, _____, hereby declare as follows :

1. That I have been appointed as _____ (designation) of PENINSULA LAND LIMITED ("the Company") on _____ (date of appointment) and have thus become a Director / Officer / Designated Employee* within the meaning of the Revised Code for Prevention of Insider Trading of the Company;
(* delete what is not applicable)
2. That details of securities held by me and the securities held by my dependant family members in the Company are furnished below :

Name, PAN No. & Address of Director / Officer	Date of assuming office of Director / Officer	No. and % of securities held at the time of becoming Director / Officer	Date of intimation to the Company	Mode of acquisition (market purchase / public / rights / preferential offer etc.)	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

I declare that the information furnished above is complete and correct.

I further declare that I have read and understood the Revised Code for Prevention of Insider Trading of the Company and the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended.

Date : _____

Signature : _____

PENINSULA LAND LIMITED

ANNEXURE "B"
of the Revised Code for Prevention of Insider Trading

CHANGE IN SECURITIES HOLDINGS of Directors / Officers / Designated Employees
(Refer Clause No. 6.2 of the Revised Code for Prevention of Insider Trading)

To,
The Compliance Officer,
PENINSULA LAND LIMITED

Dear Sir,

I, _____, hereby declare that pursuant to the transaction(s) undertaken by me, there has been a change in the number / type of securities held by me and the securities held by my dependant family members in the Company as per details furnished below, and such change exceeds Rs.5,00,000 in value or 25,000 Securities or 1% of the total securities, whichever is lower, of that class in the Company:

Name, PAN No. & Address of Director / Officer	No. and % of securities / voting rights held by the Director / Officer	Date of receipt of allotment advice / acquisition / sale of securities / voting rights	Date of intimation to Company	Mode of acquisition (market purchase / public / rights / preferential offer etc.)	No. and % of securities / voting rights post acquisition / sales	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

I declare that minimum holding period stipulated in the Revised Code for Prevention of Insider Trading with respect to the securities sold, has been complied with and that the information furnished herein is complete and correct.

Date : _____

Signature : _____

PENINSULA LAND LIMITED

ANNEXURE "C"
of the Revised Code for Prevention of Insider Trading
ANNUAL DISCLOSURE OF SECURITIES HOLDINGS of Directors / Officers / Designated Employees
(Refer Clause No. 6.3 of the Revised Code for Prevention of Insider Trading)

To,
The Compliance Officer,
PENINSULA LAND LIMITED

Dear Sir,

I, _____, hereby declare that securities held by me and the securities held by my dependant family members in the Company as on 31st March, _____ and the transactions during the period 1st April _____ to 31st March _____ are as per details furnished below :

Name, PAN & Address	Relation	Type of Security	No. of Securities held as on 1 st April, _____	No. of Securities acquired during the year	No. of Securities Sold during the year	No. of Securities held as on 31 st March _____	Folio No./ DP ID / Client ID No.

I declare that minimum holding period stipulated in the Revised Code for Prevention of Insider Trading with respect to the securities bought / sold, has been complied with and that the information furnished herein is complete and correct.

Date : _____

Signature : _____

PENINSULA LAND LIMITED
ANNEXURE "D-1"
of the Revised Code for Prevention of Insider Trading

**Application for Pre-clearance for dealing in Company's Securities above threshold limit
(Refer Clause No. 7.2.1 of the Revised Code for Prevention of Insider Trading)**

From :
Name :
Designation :

Date :

To :
The Compliance Officer
Peninsula Land Limited

With reference to the Code for Prevention of Insider Trading ("the Code") of the Company, I seek your approval to subscribe to / agree to subscribe to / purchase / sell* / deal as an agent / principal in _____ (nos) of _____ (description of security) of the Company.

The statement of securities of the Company held as on _____ and my Undertaking in the prescribed format are enclosed for your perusal in this connection.

* I declare that the minimum holding period stipulated in the Code of the Company with respect to the securities proposed to be bought / sold has been complied with.

Signature: _____

PENINSULA LAND LIMITED
ANNEXURE "D - 2"
of the Revised Code for Prevention of Insider Trading

Statement of holding of securities at the time of Pre-clearance
(Refer Clause No. 7.2.1 of the Revised Code for Prevention of Insider Trading)

To,

The Compliance Officer,
PENINSULA LAND LIMITED

I, _____, hereby declare that the details of securities held by me and the securities held by my dependant family members in the Company as on this date are furnished below:

Name, PAN and Address	Relation	Folio No, / DP ID / Client ID No.	Type of Security	No. of Securities

Date : _____

Signature _____

PENINSULA LAND LIMITED
ANNEXURE "D - 3"
of the Revised Code for Prevention of Insider Trading

UNDERTAKING TO BE SUBMITTED ALONGWITH APPLICATION FOR PRE-CLEARANCE
(Refer Clause No. 7.2.1 of the Revised Code for Prevention of Insider Trading)

To,

The Compliance Officer,
PENINSULA LAND LIMITED

I, _____ (name and designation), am desirous of dealing in _____ (nos.) of _____
(description of security) of the Company as mentioned my application dated _____ for pre-clearance of the
transaction.

As required by the **Revised Code for Prevention of Insider Trading ("the Code")** of the Company, I
hereby state as follows :

- a) I have no access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the Code upto the time of signing this undertaking;
- b) In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this Undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the change in my position and shall completely refrain from dealing in the securities of the Company till the time such information becomes public;
- c) I have not contravened the provisions of the Code in force as of date;
- d) I have made full and true disclosure in the above matter.

Date:

Signature:

PENINSULA LAND LIMITED
ANNEXURE "D - 4"
of the Revised Code for Prevention of Insider Trading

PRE-CLEARANCE ORDER
(Refer Clause No. 7.2.1 of the Revised Code for Prevention of Insider Trading)

Date :

This is to inform you that your request for dealing in _____ (nos) of _____ (description of security) of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ i.e. within 1 week from today.

For PENINSULA LAND LIMITED

Compliance Officer

PENINSULA LAND LIMITED
ANNEXURE "D - 5"
of the Revised Code for Prevention of Insider Trading

CONFIRMATION OF DEAL
(Refer Clause No. 7.2.1 of the Revised Code for Prevention of Insider Trading)

Date :

To: The Compliance Officer, PLL.

I confirm that the security dealing for which approval was granted on _____ was completed on _____ by purchasing / selling _____ (nos) of _____ (description of security) of the Company.

I also confirm that I will not enter into an opposite transaction for any number of securities during the next six months from the date of this transaction.

Signature : _____

PENINSULA LAND LIMITED

ANNEXURE "E"
of the Revised Code for Prevention of Insider Trading

Application for Waiver of Minimum Holding Period
(Refer Clause No. 8.3 of the Revised Code for Prevention of Insider Trading)

Date :

To,

The Compliance Officer,
PENINSULA LAND LIMITED

Dear Sir,

I request you to grant me waiver for the holding period as required under the **Revised Code for Prevention of Insider Trading** with respect to the following securities of the Company held by me:

Name, PAN and Address	Folio No, / DP ID / Client ID No.	Type of Security	No. of Securities	Date of Acquisition

The reasons for seeking this waiver are :

(mention reasons)

Thanking you,

Yours faithfully,

(Name)
(Designation)
(Department)