



## **PRESTIGE ESTATES PROJECTS LIMITED**

### ***CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING***

**REGISTERED OFFICE:  
Prestige Falcon Tower, No.  
19, Brunton Road, Bangalore-  
560025, Karnataka, India**

**CIN: L07010KA1997PLC022322**

## **1. INTRODUCTION:**

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) has formulated SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations').

PRESTIGE ESTATES PROJECTS LIMITED ("PEPL") has formulated this code of conduct called PRESTIGE ESTATES PROJECTS LIMITED CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING ("Code").

All those to whom the Code is applicable are advised to carefully go through and familiarize themselves with and adhere to the Regulations and the Code.

## **2. TITLE**

This Code is called the "PRESTIGE ESTATES PROJECTS LIMITED Code of Conduct for Prevention of Insider Trading"

## **3. COMMENCEMENT**

It shall come into force on May 15, 2015 and shall supersede all the earlier Codes formulated by the Company in this regard.

*Last amended on **May 29, 2025** and shall come into effect immediately*

## **4. APPLICABILITY**

This Code shall be applicable to the following:

1. PRESTIGE ESTATES PROJECTS LIMITED and its subsidiaries and Joint Ventures / Associates;
2. Promoters of PRESTIGE ESTATES PROJECTS LIMITED and its Subsidiaries, Joint Ventures/ Associates and their Immediate Relatives;
3. Directors of PRESTIGE ESTATES PROJECTS LIMITED and its Subsidiaries, Joint Ventures / Associates and their Immediate Relatives;
4. Key Managerial Personnel of PRESTIGE ESTATES PROJECTS LIMITED and its Subsidiaries, Joint Ventures/ Associates and their Immediate Relatives;
5. Employees of Finance and Accounts, Secretarial, Corporate Communication and IT of PRESTIGE ESTATES PROJECTS LIMITED and its Subsidiaries, Joint Ventures and Associates, if any and their Immediate Relatives;
6. Designated Persons.

## 5. DEFINITIONS

In this Code, unless the context otherwise requires, “Code” means this PRESTIGE ESTATES PROJECTS LIMITED Code of Conduct for Prevention of Insider Trading, as modified from time to time.

- “Act” Means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- “Associates” shall have the meaning as ascribed to it in the Companies Act, 2013;
- “Board” shall mean the Board of Directors of the Company;
- “Code” or “Code of Conduct” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Prestige Estates Projects Limited as amended from time to time;
- “Company” means “Prestige Estates Projects Limited”;
- “Compliance Officer” means Company Secretary or any person designated by either the Board/Chairperson/Managing Director/CEO
- “Connected Person” means:
  - (i) A Director of the Company;
  - (ii) A Key Managerial Personnel of the Company;
  - (iii) An Officer of the Company;
  - (iv) Any person who is or has been in a contractual, fiduciary or employment relationship at any time in the six-month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
  - (v) Any person who is or has been in frequent communication with an Officer of the Company at any time in the six-month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
  - (vi) An employee of the Company who has access to UPSI or is reasonably expected to have access to UPSI; and
  - (vii) Any person who has a professional or business relationship with the Company, whether temporary or permanent, and that relationship directly or indirectly, allows access to UPSI or is reasonably expected to allow access to UPSI;

Without prejudice to the generality of the foregoing, the persons enumerated below shall be deemed to be Connected Persons unless the contrary is established –

1. A relative of connected persons as specified above in (i) to (vii);

2. A holding company, associate company or subsidiary company;
3. An intermediary as specified in Section 12 of the Act or an employee or director thereof;
4. An investment company, trustee company, asset management company or an employee or director thereof;
5. An official of a stock exchange or of clearing house or corporation;
6. A member of the board of trustees of a mutual fund, a member of the board of directors of the asset management company of a mutual fund or in each case, an employee thereof;
7. 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;
8. An official or an employee of a self-regulatory organization recognized, or authorized by the SEBI;
9. A banker of the Company; and
10. A concern, firm, trust, Hindu undivided family, company or association of persons wherein a Director of the Company or his Relative or banker of the Company, has more than ten percent of holding or interest.
11. a firm or its partner or its employee in which a connected person as specified in (i) to (vii) is also a partner;
12. a person sharing household or residence with a connected person as specified in (i) to (vii)

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- **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent;
  - **“Designated Persons”** mean and include:
    - Executive and Non-Executive Directors of the Company and its subsidiaries;
    - Key Managerial Personnel of the Company and its subsidiaries;
    - Employees in the cadre of Assistant Vice President (AVP) and above of the Company and its subsidiaries;
    - Employee(s) in the Secretarial, Finance & Accounts/Legal functions of the Company;
    - Secretaries of Head of Departments and executive directors; and
    - Any other employee of the Company, as may be notified by the Compliance Officer of the Company with the approval of the Board;
  - **“Director”** means a member of the Board of the Company;
  - **“Employee”** means employee of PEPL and its Subsidiaries and Associates, if any, and shall include any person deputed to or by PEPL from or to any subsidiary or Associate, if any, and placement trainees;
  - **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;
  - **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and children 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;

- **“Insider”** means any person who is a connected person or in possession of or having access to unpublished price sensitive information;
- **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013;
- **“Material Subsidiary”** means a Subsidiary of the Company, whose turnover or net worth exceeds 10 (ten) percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year;
- **“Promoter”** and **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- **“Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- **“Relative”** shall mean the following:
  - (i) spouse of the person;
  - (ii) parent of the person and parent of its spouse;
  - (iii) sibling of the person and sibling of its spouse;
  - (iv) child of the person and child of its spouse;
  - (v) spouse of the person listed at sub-clause (iii); and
  - (vi) spouse of the person listed at sub-clause (iv)
- **“SEBI”** means the Securities and Exchange Board of India;
- **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;
- **“Subsidiaries”** shall have the meaning as ascribed to it in the Companies Act, 2013;
- **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- **“Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

- **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- **"Trading Window"** shall mean the trading period of the stock exchanges which is available for trading in the Company's securities;
- **"Unpublished Price Sensitive Information" (UPSI)** means any information, which relates directly or indirectly to PEPL or its securities, as the case may be, which is not generally available, which upon becoming generally available is likely to materially affect the price of Securities of PEPL and without limitation include the following:
  - periodical financial results;
  - intended declaration of dividends (both interim and final);
  - change in capital structure
  - amalgamation, mergers, de-mergers, acquisitions, expansion of business, delistings, award or termination of order/contracts not in the normal course of business and such other transactions
  - disposal of the whole or substantial part of the undertaking
  - Changes in key managerial personnel
  - change in ratings, other than ESG ratings
  - fund raising proposed to be undertaken
  - agreements, by whatever name called, which may impact the management or control of the company;
  - fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad
  - resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/ financial institutions
  - admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016
  - initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report
  - action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company
  - outcome of any litigation(s) or dispute(s) which may have an impact on the company
  - giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business
  - granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
  - Such other matters as may be specified under the SEBI regulations or decided by the Company from time to time.

## CHAPTER - I

### CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSUR OF UNPUBLISHED PRICE SENSITIVE INFORMATION

#### **6. DISCLOSURE OF PRICE SENSITIVE INFORMATION**

- 6.1. Unpublished price sensitive information shall be promptly disclosed in the public domain and made generally available as soon as credible and concrete information comes into being for making such information generally available.
- 6.2. There shall be universal and uniform dissemination of the unpublished price sensitive information in order for it to be accessible to the public at large. In the event of selective disclosure of an unpublished price sensitive information due to inadvertence or otherwise, such unpublished price sensitive information shall be promptly disclosed in the public domain and made generally available.
- 6.3. Handling of all unpublished price sensitive information on a need-to-know basis.

#### **7. PRESERVATION OF PRICE SENSITIVE INFORMATION**

- 7.1. The Designated Persons shall maintain the confidentiality of all unpublished Price Sensitive Information in their possession.
- 7.2. The Designated Persons shall not advise, communicate, counsel, inform or pass on such information to any person, directly or indirectly, other than communication required to be made/done in the ordinary course of business, or under any law.
- 7.3. No unpublished price sensitive information shall be shared with analysts or research personnel.
- 7.4. Appropriate response shall be given by the Company to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 7.5. Unpublished Price Sensitive Information shall be handled on a “need-to-know” basis, i.e., unpublished Price Sensitive Information should be disclosed only to those within PEPL and outsider’s, who need the information to discharge their duty and /or functions.

## **7A. POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES":**

- i. The Unpublished Price Sensitive Information shall be shared for legitimate purpose only with the outsiders on a need to-know basis.

Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT regulations.

- ii. "Legitimate purpose" shall mean Sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Insider Trading Regulations.
- iii. Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI PIT Regulations and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him/her, in compliance with the Insider Trading Regulations.

**7B.** A digital database shall be maintained containing the names of persons/entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls shall also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.

## **8. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

Notwithstanding anything contained in the Code, the Designated Persons shall not engage in trading in Securities, whether on their own account, the account of the Immediate Relatives or on PEPL account, and further shall ensure that their Immediate Relatives shall also not engage in Trading in Securities on their own account, if such Designated Person (or in case of Immediate Relatives, the concerned Immediate Relative) is in possession of any Unpublished Price Sensitive Information.

## CHAPTER II

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

#### **9. ROLE OF COMPLIANCE OFFICER**

- 9.1. The Company Secretary shall be the Compliance Officer for the purpose of the Code and will report to the Board of Directors. In the absence of the Company Secretary, any other person as may be designated by the Board of Directors shall be the Compliance Officer for the purpose of the Code.
- 9.2. The Compliance Officer shall be responsible for compliance of the policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades, pre-clearance of trades, addressing any clarifications / difficulties regarding the Regulations and / or the Code and the implementation of the Code, under the overall supervision of the Board of Directors.
- 9.3. The Compliance Officer will assist all the designated persons in addressing any clarification regarding SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the Code.
- 9.4. The Compliance officer shall maintain a record of all the declarations in the appropriate form given by the designated persons for a minimum period of three years.
- 9.5. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.
- 9.6. The Compliance Officer shall within seven days of coming to know of any contravention of the Code or the Regulations, immediately bring the same to the notice of the Chairman of the Audit Committee and also notify SEBI of the contravention.

#### **10. TRADING WINDOW**

- 10.1. The Designated Persons shall engage in trading in Securities only when the Trading Window is open, subject to compliance with these regulations.
- 10.2. The Trading Window shall, inter alia, be closed from the end of every quarter till 48 hours after the declaration of financial results, recommendation of dividends (interim and final) and at any other time as designated by the Compliance Officer if any Unpublished Price Sensitive Information is under active consideration of PEPL in terms Clause 5 of the Code.
- 10.3. The Trading Window shall be opened 48 hours after the information relating to the items specified above is made public.

## 11. PRE-CLEARANCE OF TRADES

- 11.1. Pre-clearance for trades is mandatory for all Designated Persons.
- 11.2. An application in Form I annexed to the Code may be made to the Compliance officer indicating that the Designated Persons intend to deal in the Securities of the Company.
- 11.3. An undertaking (Form D) shall be executed in favour of the Company by such Specified Employee incorporating, inter alia, the following clauses, as may be applicable:
  - (a) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
  - (b) That in case the Specified Employee 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.
- 11.4. The Designated Persons and their relatives shall execute their order in respect of securities of the Company within seven trading days after the pre-clearance is given. If the order is not executed within seven trading days after the pre-clearance is given, such pre-clearance shall lapse and the Designated Person should obtain a fresh pre-clearance.
- 11.5. The Designated Person who trades in the securities of the Company shall not execute a contra or opposite trade during the next six months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- 11.6. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.
- 11.7. In case trading in Securities is necessitated by personal emergency of the Designated Person, he may seek waiver of the holding period specified in clause 11.5 above by making an application to the Compliance Officer (or the Chairman and Managing Director, in the case of the Compliance Officer is the Designated Person) in Form II. The Compliance Officer (or the Chairman and Managing Director, as the case may be) may waive the holding period after recording in writing, the reasons in this regard.

Provided that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

## 12. TRADING PLANS

- 12.1. A Designated Person may formulate a Trading Plan pursuant to which trades may be carried out on his behalf in accordance with such plan.
- 12.2. The Trading Plan shall be presented to the Compliance Officer for review and approval. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.
- 12.3. Upon approval, the Compliance Officer shall notify the Trading Plan to the stock exchanges on which the Company is listed.
- 12.4. The Trading Plan shall adhere to the following:
  - 12.4.1. It shall entail commencement of trading on behalf of the Designated Person after the expiry of one hundred and twenty calendar days from the public disclosure of the plan
  - 12.4.2. It shall not overlap with any existing Trading Plan, i.e. multiple trading plans during the same period is not permitted.
  - 12.4.3. It shall set out following parameters for each trade to be executed:
    - (i) either the value of trade to be effected or the number of securities to be traded;
    - (ii) nature of the trade;
    - (iii) either specific date or time period not exceeding five consecutive trading days;
    - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
      - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
      - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price."
- 12.5. The Trading Plan once approved, has to be mandatorily implemented. No deviation from the trading plan except due to permanent incapacity or bankruptcy or operation of law or execution of trades outside the scope of trading plan is permitted.

### **13. REPORTING REQUIREMENTS**

#### **Initial Disclosures**

- i. Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose his holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a Promoter in the format annexed hereto as Form A.

#### **Continual Disclosures**

- i. Every Promoter including member of Promoter Group, Designated Person and Director of the Company shall disclose to the Company the number of such Securities acquired or disposed of within 2 (Two) Trading Days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of INR 10,00,000 (Rupees Ten Lakhs only) in the format annexed hereto as Form B.
- ii. It is clarified that the disclosure of any incremental transactions after any disclosure under sub-clause (i) shall be made when the transactions effected after the prior disclosure cross the threshold specified in sub-clause (i) above.

#### **Disclosures by other Connected Persons**

The Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the Company in the format annexed hereto as Form C, and at such frequency as may be determined by the Board in order to monitor compliance with these Regulations.

### **14. RESTRICTION ON COMMUNICATION OR PROCUREMENT OF UPSI AND TRADING BY INSIDERS:**

No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company or its Securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

All UPSI shall be handled within the Company on a Need to Know basis and no UPSI shall be communicated to any person except in furtherance of a legitimate purposes, performance of duties or discharge of legal obligations. The Board shall in addition, specifically restrict access to such

confidential information to only authorized persons and all computer files will have adequate security login and be protected with passwords and firewalls, etc.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

To prevent the misuse of UPSI, the Company will adopt a ‘Chinese Wall’ policy which separates those departments which routinely have access to UPSI, considered ‘inside areas’ from those departments which deal with sale/marketing or other departments providing support services, considered ‘public areas’. Under this policy:

- (i) the Employees in the inside areas will not be allowed to communicate any UPSI to anyone in the public areas;
- (ii) the Employees in inside area may be physically separated from the Employees in public area;
- (iii) the demarcation of various departments as inside area shall be determined by the Compliance Officer in consultation with the Board; and
- (iv) only in exceptional circumstances, will Employees from the public areas be brought ‘over the wall’ and given UPSI on the basis of Need to Know criteria, under intimation to the Compliance Officer.

## **15. PENALTY FOR CONTRAVENTION OF THE CODE**

15.1 All the Designated Persons shall be individually responsible for complying with the provisions of the Regulations and the Code to the extent applicable.

15.2 Any Director who violates the Code shall be subject to disciplinary action, as may be deemed fit by the Board of Directors of PEPL. Any Employee who violates the Code shall be subject to disciplinary action, which may include freeze on emoluments or suspension/termination of service/contract, or any other action as may be deemed fit by the Board of Directors.

15.3 The stock exchanges or any other appropriate regulatory authority shall also be informed of the violation of this Code / Regulations in such form and such manner as may be specified by SEBI from time to time, so that appropriate action may be taken.

15.4 The action by PEPL shall not preclude SEBI from taking any action for violation of the Regulations.

## **16. AMENDMENT**

The Board may amend this code of conduct, as and when deemed fit. Any or all provisions of this Policy would be subject to revision/amendment in accordance with the rules, regulations, notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendments, clarifications, circulars etc. issued by the relevant authorities are not consistent with the provisions laid down under this Policy, then such amendments, clarifications, circulars etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendments, clarifications, circulars etc.

*Note: the Board has adopted the amended Code of Conduct for Prevention of Insider Trading at the Board meeting held on 29th May, 2025.*

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**PRESTIGE ESTATES PROJECTS LIMITED CODE OF CONDUCT FOR PREVENTION OF  
INSIDER TRADING  
FORM I - PRE-CLEARANCE FOR TRADES**

A. APPLICATION TO DEAL

To

The Compliance Officer  
Prestige Estates Projects Limited,  
Bangalore

From

Name of the Employee Employee  
Code Branch/Department  
PAN Number:

Dear Sir/Madam,

With reference to the PRESTIGE ESTATES PROJECTS LIMITED Code of Conduct for Prevention of Insider Trading, I hereby give notice that I \_\_\_\_\_/ my affected relative Mr./Ms. \_\_\_\_\_ propose to carry out the following transaction:-

Name Security (ies)	Type of Security	Transaction Sale / Purchase	Quantity of Security (ies)	Indicative Price/Premium (for offline trade only)	Name of the Exchange

In this connection, I do hereby represent and undertake as follows:-

- a. That I / my affected relative am/is aware of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the PRESTIGE ESTATES PROJECTS LIMITED Code of Conduct for Prevention of Insider Trading and procedures made thereunder and have not contravened the Regulations and the Code /procedures laid down by the Company for prevention of insider trading as notified by the Company from time to time.
- b. That I/ my affected relative do not have access to nor in possession of any "Unpublished Price Sensitive Information" as defined in the Regulations as amended up to the time of signing the undertaking in respect of the aforesaid securities.
- c. That in case I/ my affected relative receive access to or come in possession of " Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of any

transactions in securities of the Company, I shall inform the Compliance Officer of the change in position and that I/ my affected relative would completely refrain from trading in the securities of the company till the time such information becomes public.

- d. I/ affected relative am/is not selling any shares, which I// affected relative have purchased/acquired in the last 6 months.
- e. I/ / affected relative am/is not purchasing any shares, which I// affected relative have sold / disposed off in the last 6 months.
- f. That I have made a full and true disclosure in the matter.

Date:

(Signature)

B.

#### AUTHORISATION TO DEAL

The above transaction has been authorised. Your dealing must be completed within 7 trading days from today \_\_\_\_\_(insert date).

OR

Rejection:

With reference to your above application seeking approval for undertaking transactions in securities detailed therein, please be informed that you are hereby not authorized to undertake the transaction(s) as detailed in your said applicable for approval of Trading plan/Pre-clearance

Conditions/Reasons for Rejection (if any)

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Signature and Date.

**PRESTIGE ESTATES PROJECTS LIMITED**

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

**FORM NO II - APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

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

To  
The Compliance Officer,  
PRESTIGE ESTATES PROJECTS LIMITED,  
Bangalore

From:

Name	
Employee Code	
Designation	
Department	

I request you to grant me waiver from the minimum holding period of 6 months as required under the Code with respect to (nos.)(description of the Securities) of PEPL held by me / name of Immediate Relative ( singly/jointly) acquired on[Date(s)].

I / name of Immediate Relative desire to sell the above securities on account of (give reasons\*). I

declare that the above details are true, correct and complete in all respects.

Signature:

\*Use additional sheets if required.

For Office Use

With reference to the above application, I approve/reject the selling of \_\_\_\_\_  
(No. & description of securities) of PEPL.

Date:

Signature of Compliance Officer:  
PRESTIGE ESTATES PROJECTS LIMITED

**FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (b) read with Regulation 6 (2)]**

**[Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]**

**Name of the Company:** Prestige Estates Projects Ltd

**ISIN of the Company:** INE811K01011

Details of Securities held on appointment 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 No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Director/ immediate relatives/ 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.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ Appointment of appointment of Director/ KMP		
Contract specifications	Number of units (contracts* lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts* lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Signature:

Designation:

Date:

Place:

**FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6 (2)]  
[Continual Disclosure]**

**Name of the Company:** Prestige Estates Projects Ltd

**ISIN of the Company:** INE811K01011

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

**Note: (i)** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.  
**(ii)** Value of transaction excludes taxes/brokerage/any other charges

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

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

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

Signature:  
 Designation:  
 Date:  
 Place:

**FORM D**

**Securities and Exchange Board of India (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, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.  
(ii) Value of transaction excludes taxes/brokerage/any other charges

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

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

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

Name:  
Signature:  
Place:

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6 (2)]**

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION  
FOR PRE-CLEARANCE**

**UNDERTAKING**

To,  
Prestige Estates Projects Limited,  
Bangalore

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

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

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 same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

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

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken. If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

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

Date :

Signature :

\* Indicate number of shares