PUNJ LLOYD LIMITED

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

1. PREAMBLE

1.1 Punj Lloyd Limited (the **Company**) endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information. The Company is committed to transparency, fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations in force.

1.2 The Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (the **Regulations**), which replace the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, make it mandatory for every public listed company to lay down a code of conduct for regulation, monitoring and reporting of insider trading by employees of the Company, including directors, and other "connected persons" (as defined in the Regulations), in relation to the securities of the Company (this "**Code**" or "the **Code**").

1.3 This Code is applicable to every Designated Employee of the Company (as defined below), their Immediate Relatives (as defined below) and other connected persons (as defined in the Regulations) (together referred to as "**Designated Persons**"), and each such Designated Person has a duty to safeguard the confidentiality of all information obtained, including during the course of his or her employment at the Company.

1.4 This Code shall come into force on the one hundred and twentieth day from January 15, 2015 and shall replace the erstwhile Code of Conduct for Prevention of Insider Trading of the Company, except in relation to matters arising out of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended.

2. DEFINITIONS AND INTERPRETATIONS

Definitions

2.1 Terms used but not defined herein, shall unless the context requires otherwise have the meaning to them below:

Board or ***Board of Directors*** means the Board of Directors of the Company or any Committee thereof;

Company means Punj Lloyd Limited;

Compliance Officer shall mean the person designated as the compliance officer of the Company to administer this Code and other requirements under the Regulations;

Connected Person shall have the meaning given to it in the Regulations;

PUNJ LLOYD LIMITED

Dealing in Securities means subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities either as principal or agent;

Designated Employee means:

(a) all Directors;

(b) all employees of the rank of General Manager and above of the Company.

(c) all employees of the rank of Manager and above in the Finance and Accounts, Secretarial and Internal Audit function/department; and

(e) any other employee of the Company designated by the Board of Directors in consultation with the Compliance Officer, from time to time;

Director means a member of the Board of Directors;

Disciplinary Action means any punitive action taken by the Company, including but not limited to wage freeze, suspension or termination of employment or exclusion for future participation in any employee stock option plans of the Company;

ESOP means any employee stock option plan or scheme for the benefit of employees of the Company;

Financial Results means the quarterly, half yearly or annual financial statements of the Company;

Generally Available Information means information that is accessible to the public on a non-discriminatory basis;

Immediate Relative for the purpose of this Code means spouse of a Designated Employee, and includes parent, sibling and child of such Designated Employee or of the spouse, any of whom is either dependent financially on such Designated Employee or consults such Designated Employee in taking decisions relating to trading in Securities.;

Insider Trading means the use of Unpublished Price Sensitive Information by an Insider to engage in Dealing in Securities of the Company;

Insider means any person who is (a) a "Connected Person" or (b) any person in possession of or having access to unpublished price sensitive information;

Listing Agreement means the listing agreements entered into/to be entered into by the Company with the stock exchanges, as amended;

Option means a right to subscribe for, or purchase, or otherwise receive any equity shares of the Company or other Security convertible into, or exchangeable into, or exercisable for, any equity shares of the Company;

Prohibited Period means the period of time when the Trading Window is closed and as specified in Clause 5;

SEBI means the Securities and Exchange Board of India;

SEBI Act means the Securities and Exchange Board of India Act, 1992, as amended;

Securities shall have the same meaning given to it in the Regulations with respect to the Company and shall include shares and derivatives on shares of the Company;

Specified Persons means the Directors, Connected Persons, the Insiders, the Designated Employees, promoters and their Immediate Relatives collectively

Trading means Dealing in Securities of the Company;

Trading Window means the period of time when Trading is allowed; and

Unpublished Price Sensitive Information shall have the meaning given to it in the Regulations.

Interpretation

2.2 This Code shall be interpreted as follows:

(a) terms that have not been defined in this Code shall have the meaning assigned to them in the Regulations;

(b) this Code can be modified/amended/altered only by the Board of Directors subject to the condition that such alteration shall not be inconsistent with the provisions of the Regulations;

(c) a reference to a statute or statutory provision includes, to the extent applicable at any relevant time:

(i) that statute or statutory provision as from time to time consolidated, modified, re-enacted or replaced by any other statute or statutory provision; and

(ii) any subordinate legislation or regulation made under the relevant statute or statutory provision;

(d) unless the context otherwise requires, all words (whether gender-specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders, and words importing the singular include the plural and vice versa; and

(e) Any reference to a *person* includes any individual, firm, corporation, partnership, company, trust, association, joint venture, government (or agency or political subdivision thereof) or other entity of any kind, whether or not having separate legal personality. A reference to any person in this Code shall, where the context permits, include such person's executors, administrators, heirs, legal representatives and permitted successors and assigns.

3. COMPLIANCE OFFICER

3.1 The Company has designated the Company Secretary as the Compliance Officer. The Compliance Officer shall report to the Board of the Company and in particular, shall provide reports annually to the Chairman of the Board.

3.2 The Compliance Officer shall be responsible for, *inter alia*, the following:

(a) maintenance of records required under the Regulations including (i) the record of Designated Employees substantially in the format set out in Annex 1 hereto and any

changes made in the list of Designated Employees; and (ii) a record of declarations for a minimum period of five years;

(b) in consultation with the Chairman of the Company and as directed by the Board, the specification and announcement of a Prohibited Period;

(c) maintenance of a record of Prohibited Periods specified from time to time; and

(d) setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, approval of the trading, plan pre-clearing of Designated Persons, monitoring of Trading and the implementation of this Code under the overall supervision of the Board.

4. UNPUBLISHED PRICE SENSITIVE INFORMATION

Preservation of Unpublished Price Sensitive Information

4.1 Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities.

Need to Know

4.2 All information is to be handled within the Company on a "need to know" basis and no Unpublished Price Sensitive Information should be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Limited access to confidential information

4.3 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted/destroyed after its use. No such related documents should be kept lying at any place accessible to other employees/persons.

4.4 If any Designated Person wants to cross the "Chinese Wall", they shall seek permission from the Compliance Officer in writing stating the reasons/justification for doing so, which permission shall be obtained from the Board. The Compliance Officer shall require such Designated Person to produce an undertaking that the information will not be shared with any other person except as permitted and neither he nor the person with whom the information is shared or their Immediate Relatives shall Trade in or induce others to Trade in the Securities of the Company.

5. PROHIBITION OF INSIDER TRADING

Prohibition

5.1 No Insider shall:

(a) Trade in Securities of the Company, either on their own behalf or on behalf of any other person when in possession of any Unpublished Price Sensitive Information; or

(b) communicate, provide or allow access to any Unpublished Price Sensitive Information or Securities listed or proposed to be listed to any person including other insiders except

where such communication is for legitimate purposes, performance of duties or discharge of legal obligations.

Trading Plan

5.2 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 and subject to the Regulations.

Trading Restrictions

5.3 Designated Persons shall not indulge in Trading during a Prohibited Period.

5.4 The following events shall trigger a Prohibited Period, the duration of which shall be in accordance with clause 5.5 below:

(a) declaration of Financial Results;

(b) declaration of Dividends, whether interim or final;

(c) issue of Securities by way of public issue, rights issue or bonus issue;

(d) acquisition, amalgamation, merger, de-merger, takeover of companies/businesses, delistings, disposals or expansion of business, new projects or such other transactions in respect of the Company;

(e) buy-back and splitting of Securities or any other change in capital structure;

(f) changes in key managerial personnel;

(g) any change in policies, plans or operations of the Company;

(h) material events in accordance with the Listing Agreement.

5.5 The Prohibited Period shall begin on earlier of (i) seven days before the day on which the meeting of the Board of Directors is proposed to be held to consider the events set out in Clause 5.4 ; and (ii) the date of circulation of agenda papers pertaining to any of the events set out in Clause 5.4 above. The Trading Window shall open 48 hours after the close of the board meeting at which decisions in respect of any of the above events are taken or after the information in respect of the above events is made public, whichever is later, or at a later date as may be determined by the Compliance Officer. The Company shall intimate the beginning of the Prohibited Period to all Designated Persons in the form annexed hereto as Annex 2.

5.6 Designated Persons shall undertake Trading only when the Trading Window is open and shall not Trade during the Prohibited Periods or all other periods when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information.

5.7 The Compliance Officer shall confidentially maintain a list of Securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for preclearance of trades

5.8 The Trading Window and Prohibited Period shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants, etc., assisting or advising the Company.

5.9 Options under an ESOP may be exercised during a Prohibited Period. However, sale of Securities allotted on exercise of such Options shall not be allowed during a Prohibited Period.

Pre-clearance or pre-dealing of Trading

5.10 Designated Persons who intend to undertake Trading when the Trading Window is open, in 2500 or more equity shares of Rs. 2 each of the Company in a single day, shall pre-clear the transactions as per the pre-dealing procedure as described below. In case of change in face value of share of the Company in future, the limit for taking pre- clearance shall change accordingly. No Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the Trading Window is not closed.

5.11 An application for pre-clearance of Trading shall be made to the Compliance Officer substantially in the form set out in Annex 3.

5.12 The application shall incorporate, *inter alia*, the following clauses:

(a) the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by the Compliance Officer;

(b) An undertaking (Annex 4) shall be executed in favour of the Compliance Officer and the Company, by such Designated Person which shall *inter alia* state that the applicant is not in possession of any unpublished price sensitive information.

5.13 The Compliance Officer shall on receiving an application for pre-clearance provide the relevant Designated Person with an acknowledgement on a duplicate of the application.

5.14 If the application for pre-clearance has been duly completed in accordance with Annex 3 and Annex 4, the Compliance Officer shall grant approval, at his sole discretion, within [2] working days from the date of acknowledgement substantially in the form set out in Annex 5.

5.15 The Compliance Officer shall retain copies of all applications and acknowledgements.

Other Restrictions

5.16 Within one week of the grant of pre-clearance approval under clause 5.14, the relevant Designated Person shall complete the proposed transaction in respect of which such approval was granted. If such transaction is not completed within this period of one week, the relevant Designated Person must seek a fresh pre-clearance in accordance with the Code.

5.17 The Designated Person shall make declarations of pre-clearance transactions substantially in the form set out in Annex 6. Even in cases where the transaction has not been undertaken, the same should be reported by the Designated Person in the above format together with reasons for non-execution of the trade. The Compliance Officer shall maintain a record of the reasons provided in relation to the non-execution of trades by Designated Persons who have secured pre-clearance.

5.18 Designated Persons who Trade in any Securities of the Company shall not execute a contra trade during the next six months following the prior transaction. To the extent permitted under the Regulations, the Compliance Officer may, in his discretion, grant relaxations from this restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. In case a contra trade is executed, inadvertently or otherwise, in violation of such 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 it under the SEBI Act. In case of subscription for Securities in the primary market (initial public offers) and to the extent required under the Regulations, Designated Persons shall hold their investments for a minimum period of 30 days commencing from the allotment of the relevant Securities to such Designated Persons.

5.19 For the avoidance of doubt, equity shares allotted or granted to Designated Employees pursuant to an ESOP shall not be subject to the restrictions on holding Securities prescribed herein.

6. DISCLOSURES

Designated Employees, Promoters and members of Promoter Group, shall make the following disclosures of Securities and other voting rights in the Company held by them and their Immediate Relatives to the Compliance Officer substantially in the form set out in Annex 7, Annex 8 and Annex 9:

Periodicity of Disclosure	Disclosure Requirement	Time period within which disclosure is to be made
Initial disclosure by a Designated Employee (Annex 7)	Number of Securities or voting rights held and position taken in derivatives by such Designated Employee and his Immediate Relatives	For new Designated Employees, within 7 days of such person being classified as a Designated Employee. In case of existing Designated Employees, within 30 days of the effective date of this Code.

Initial disclosure by a promoter or member of promoter group (Annex 7)	Number of Securities or voting rights held and position taken in derivatives by him and his Immediate Relatives	For new promoters or members of the promoter group, within 7 days of such person being classified as a promoters or members of the promoter group. In case of existing promoters or members of the promoter group, within 30 days of the effective date of this Code
Annual disclosure by a Designated Employee (Annex 9)	Number of Securities or voting rights held and position taken in derivatives by such Designated Employee and his Immediate Relatives	Annual statement of all holdings as on March 31 of each year, before April 30 of that year.
Disclosure by employees and directors of the Company and any person who is a Promoter or part of Promoter Group to the Company if the value of Securities traded, whether in one transaction or a series of transactions over any calendar quarter, which aggregates to a traded value in excess of Rs.10 lakh or such other value as may be specified by the SEBI (Annex 8)	Total number of Securities acquired or disposed by him and his Immediate Relatives	From the date of effective date of this Code, within two trading days of the relevant transaction. Further, the Compliance Officer shall notify the particulars of such trading to the stock exchanges on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

7. RECORDS OF DISCLOSURES RECEIVED BY THE COMPANY

7.1 The Compliance Officer shall maintain records of all the declarations in the appropriate form made by the Designated Persons for a minimum period of five years. The Compliance Officer shall also maintain a record of the Designated Employees and any changes made in the list of the Designated Employees.

7.2 The Compliance Officer shall place before the Managing Director of the Company, on a monthly basis, all the details of the Dealing in the Securities by Designated Persons of the Company together with the accompanying documents provided by the Designated Persons in accordance with this Code.

8. PENALTIES FOR CONTRAVENTION

8.1 Specified Persons who violate the Code shall be subject to appropriate Disciplinary Action.

8.2 The Disciplinary Action taken by the Company shall not preclude SEBI from taking any action if a violation of this Code also results in a violation of the Regulations.

9. INFORMATION

Where there is a violation of the Regulations, the Compliance Officer or the Company shall immediately inform SEBI about such violation.

10. GENERAL

All Specified Persons are advised to review this Code and the Regulations carefully and acquaint themselves with all the provisions contained therein.

LIST OF ANNEXURES

1. Register of Designated Employees
2. Draft of e-mail or notice for intimating closing of Trading Window or commencement of Prohibited Period
3. Application for pre-clearance of trades
4. Format of Undertaking to be accompanied with the application for pre-clearance
5. Pre-clearance Approval Letter
6. Format for Disclosure of Pre-Approved Transactions
7. Format for initial disclosure of Securities
8. Format for disclosure of change in shareholding
9. Format of annual disclosure by Designated Employees and their Immediate Relatives

ANNEX 1

REGISTER OF DESIGNATED EMPLOYEES

[To be maintained by the Compliance Officer]

Emp. No.	*Name of Employee*	*Grade*	*Dept.*	*Location*	*Name of Immediate Relative*	*Date of Joining*	*Date of Resignation*	*Remarks*

ANNEX 2

DRAFT OF E-MAIL FOR INTIMATING CLOSURE OF TRADING WINDOW

Subject: Urgent: Insider Trading- Restrictive period

To: All Directors, Employees of Punj Lloyd Limited (the "Company"),

The Board meeting for approving _____ shall be held in the _____ week of _____ 20[•].

In view of this, as per the Code, I request all of you to refrain from trading in the Company's securities with immediate effect till the expiry of 24 hours after the public announcement of _____ is made.

Any contravention of the above will be offence under the SEBI Act, 1992 and Regulations made there under and punishable with imprisonment for term up to one year and/or with penalty up to Rs.5,00,000/-.

I request all of you to review the Code, which is available on the Company's intranet.

In case you have any doubts, please contact me (Tel: _____, Email: _____) or Mr. _____ (Tel: _____, Email: _____)

Thank you for your co-operation in this regard,

_____

ANNEXURE 3

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADE IN SECURITIES

To: Date:

The Compliance Officer
Punj Lloyd Limited
Corporate Office I
78, Institutional Area, Sector -32,
Gurugram -122001, Haryana.

Dear Sir,

Application for pre-clearance of trade in securities of the Company

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code, I seek approval to purchase / sale / subscription of _____ Securities of the Company as per details given below:

1.	Name of applicant	
2.	Designation	
3.	Number of securities held as on date (including through Immediate Relatives)	
4.	Folio No. /DP ID/ Client ID No.	
5.	The Proposal is for (a) Purchase of securities (b) Subscription of securities (c) Sale of securities	
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be dealt	
8	Price at which transaction is proposed	
9.	Current Market Price (as on date of application)	
10.	Name of immediate Relative and relation, if the transaction is in the name of Immediate Relative	
11.	Whether the proposed transaction will be through Stock Exchange or off-market deal	
12.	Folio No. / DP ID / Client ID No. where the securities will be credited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully

(Signature of Employee)
Name:
Designation:

ANNEXURE 4

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

UNDERTAKING

To: Date:

The Compliance Officer
Punj Lloyd Limited
Corporate Office I
78, Institutional Area, Sector -32,
Gurugram -122001, Haryana.

I, _____, _____ of the Company residing at

_____, am desirous of dealing in _____* Securities of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I hereby declare that I am not in position of or otherwise privy to any unpublished Price Sensitive Information (as defined in this Code up to the time of signing this Undertaking).

I further declare that I cannot be deemed to be in possession of or otherwise privy to an unpublished Price Sensitive Information for the reason that .....

In the event that I have access to or receive any information that could be construed as "Unpublished 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 become public.

I declare that I shall hold the Securities for a minimum period of 6 months from the date of purchase and shall not enter into opposite transaction within 6 months/I have complied with the requirement of the minimum holding period of 6 months with respect to shares sold.

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 two trading days from the date of transaction/ deal or a 'Nil' report if the transaction is not undertaken with reasons for non execution of the trade.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek fresh pre-clearance and shall not execute my order until such pre-clearance is obtained.

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

Date:

Signature:
Name:
Designation:

* Indicate number of shares

ANNEXURE 5

FORMAT FOR PRE-CLEARANCE ORDER

To,

Name :
Designation :
Place :

This is to inform you that your request for dealing in _____ (numbers) securities of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 trading days from today.

In case you do not execute the approved transaction/deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction/deal. In case the transactions is not undertaken a 'Nil' report shall be necessary together with reasons for non-execution of the trade.

Yours faithfully,
For PUNJ LLOYD LIMITED

COMPLIANCE OFFICER

Date: _____

Encl.: Format for submission of details of transaction

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 trading days of transaction / dealing in securities of the Company)

To,

The Compliance Officer
Punj Lloyd Limited
Corporate Office I
78, Institutional Area, Sector -32,
Gurugram -122001, Haryana.

I hereby inform that (including through my Immediate Relative)

- have not bought / sold / subscribed any securities of the Company for the following reasons_____:
- have bought / sold/ subscribed to _____ securities as mentioned below on _____ (date)

Name of holder	No. Of securities dealt with	Bought / sold / subscribed	DP ID / Client ID/ Folio No.	Price (Rs.)

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

1. Broker's contact note
2. Proof of payment to / from brokers
3. Extract of Bank passbook / statement (to be submitted in case of demat transactions)
4. Copy of Delivery instruction slip (applicable in case of sale transactions)

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval along with reasons in writing. (applicable in case of purchase / subscription).

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

Date:

Signature: _____
Name:
Designation:

ANNEXURE 7

FORM A
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the Company]

The Compliance Officer
Punj Lloyd Limited
Corporate Office 1
78 Institutional Are, Sector 32
Gurugram -122 001, Haryana.

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____ (dale of becoming Designated Employee/Promoter/member of Promoter Group).

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.	Person (Promoters/ KMP/ Directors/ immediate relative to/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. - 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.*

Details of Open Interest (OI) in derivatives of the Company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
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
6	7	8	9	10	11

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

Signature: _____
Date: Name:
Place: Designation:

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]

The Compliance Officer
Punj Lloyd Limited
Corporate Office 1
78 Institutional Are, Sector 32
Gurugram -122 001, Haryana.

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____ (dale of becoming Designated Employee/Promoter/member of Promoter Group).

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 / 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 of the Company 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).

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 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: _____
Date: Name:
Place: Designation:

ANNEXURE 8

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

The Compliance Officer
Punj Lloyd Limited
Corporate Office 1
78 Institutional Are, Sector 32
Gurugram -122 001, Haryana.

I, _____, in my capacity as _____ of the Company hereby submit the following details of change in holing of securities of the Company:

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 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 eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg.-Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – 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.*

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company 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)	
15	16	17	18	19	20	21

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

Signature: _____

Date:

Name:

Place:

Designation:

ANNEXURE 9

FORMAT OF ANNUL STATEMENT OF HOLDINGS BY A DESIGNATED EMPLOYEE AND THEIR IMMEDIATE RELATIVES

To Date:

Mr. _____

Compliance Officer

Punj Lloyd Limited (the "Company")

Dear Sir,

Subject : Statement of Shareholdings in Punj Lloyd Limited

As on 31st March _____ I and my Immediate Relatives hold an aggregate of _____ equity shares in the Company. Details of such holding are as set out below.

Name of Holder	*Physical Holdings*			*Electronic Holdings*		
	Folio No.	*Cert. No.*	*Total holding*	*DP ID*	*Client ID*	*Total holdings*

Yours truly,

Sign: _____

Name : _____

Emp No. _____

PUNJ LLOYD LIMITED
CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Punj Lloyd Limited (the "**Company**") is committed to fair disclosure of information about the Company without advantage to any particular person(s). The Company will adhere to the following principles for fair disclosure of unpublished price sensitive information without diluting the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as applicable (the "**Regulations**") in any manner.

1. The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concretion information comes into being and as soon as the information or the decisions are validated by the Board of Directors of the Company, to National Stock Exchange of India Ltd (NSE) and BSE Limited (BSE) and upload such information on the Company's Official website in order to make such information generally available to investors and members of the Company.

2. The Company shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure by disclosing the information to NSE and BSE, immediately, and simultaneously uploading the same on the Company's website.

3. Mr. Surender Bhardwaj is designated as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

4. In case of selective disclosure of unpublished price sensitive information inadvertently or otherwise, the Company shall make prompt dissemination of such unpublished price sensitive information to ensure that such information is generally available.

5. Chief Investor Relations Officer shall provide appropriate and fair responses to queries raised by regulatory authorities on news reports and requests for verification of market rumours.

6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

7. The Company shall take reasonable steps to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences are generally available by uploading such transcripts and records available to the Company on the Company's official website to ensure official confirmation and documentation of disclosures made.

8. Unpublished price sensitive information shall be handled on a 'need to know' basis ie. Unpublished price sensitive information shall be disclosed only to those within the Company, who need the information to discharge their duty.