

INSIDER TRADING POLICY OF T3 URBAN DEVELOPERS LIMITED

Contents

Introduction	2
1. Title, Commencement and Extent.....	3
2. Definitions and Interpretation	3
3. Objects of the Code	8
4. Implementation.....	8
5. Functions, Duties and Responsibilities of the Compliance Officer	8
6. Obligations of Designated Employees.....	10
7. Preservation of Price-Sensitive Information	12
8. Pre-Clearance of Dealing in Designated Securities	12
9. Reporting Requirements	14
10. Non-Compliance with the Code	16
11. General	17
Annexure 1.....	18
Annexure 2.....	19
Annexure 3.....	23
Annexure 4.....	25
FORM A	26
FORM B	27
FORM C	28
FORM D	29

**CODE OF CONDUCT FOR
PREVENTION OF INSIDER TRADING
AND CODE OF CORPORATE DISCLOSURE PRACTICES**

[Pursuant to Regulation 12 (1) & (2) of the SEBI (Prohibition of
Insider Trading) Regulations, 1992 as amended]

Introduction

In India insider trading in securities of listed companies has been prohibited through the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time (hereinafter referred to as “Regulations”). Therefore, any person dealing in the securities of a listed company is required to deal in such securities in accordance with the Regulation, failing which will make him liable to penal consequences under the Regulations.

The employees of T3 Urban Developers Limited (hereinafter referred to as “the Company”) acknowledge that in performance of their duties they will have access to or may be in possession of certain unpublished price sensitive information of the Company, Prospect Companies and/or Investee Companies (as hereinafter defined), which could materially affect the market value of their securities. Therefore, it is desired that employees of the Company should be restricted from purchasing or selling or otherwise dealing, directly or indirectly, in the securities of the Company, Prospect Companies and/or Investee Companies while they are in possession of such information. Such persons should also be prohibited from communicating or counselling others with respect to the securities of the Company, the Prospect Companies and/or Investee Companies. **Hence, such persons are refrained from profiteering by misusing the unpublished price sensitive information of the Company, Prospect Companies and/or Investee Companies.** Further, such prohibition would also enable the Prospect Companies and/or Investee Companies to have confidence in the Company in preserving the confidentiality of information shared by them.

All the employees of the Company are advised to carefully go through the Regulations and this Code and familiarise themselves and adhere to the Regulations and this Code.

1. Title, Commencement and Extent

- (a) This Code of Conduct will be known as Code of Conduct for Prevention of Insider Trading (hereinafter referred to as “Code”).
- (b) This Code will come into effect from 01 June, 2012.
- (c) This Code shall be applicable to all the Designated Employees and their Dependent Family Members as defined hereinafter.
- (d) Wherever, under this code, disclosure required to be made to stock exchange(s), the same shall be made after the securities of the company are listed on/ admitted for listing by stock exchanges.
- (e) During the time the company does not have a company secretary in employment, the managing director of the Company shall act as compliance officer.

2. Definitions and Interpretation

(A) Definitions – Unless the Context requires otherwise, the following words and phrases shall have the meaning hereinafter given to them:

- (a) **“Act”** means the Securities and Exchange Board of India Act, 1992 and Rules/Regulations/Guidelines issued thereunder, as amended from time to time.
- (b) **“Body Corporate”** means a body corporate as defined under section 2(7) of the Companies Act.
- (c) **“Board”** means the Board of Directors of the Company and shall include a committee of the Board.
- (d) **“Close Period”** means
With respect to the Company, the period during which the trading window is close. Such trading window shall be, *inter alia* closed at the time of:
 - a) Declaration of financial results (quarterly, half yearly and annually)
 - b) Declaration of Dividend (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, take overs and buy back
- f) Disposal of whole or substantially whole of the undertaking
- g) Any changes in policies, plans or operations of the Company.

With respect to a Prospect Company, the period commencing from (X) and ending on (Y), where (X) means the date on which the Company decides to commence, in the course of its business, evaluation of the Prospect Company; and (Y) means 180th day after the date following the date on which the Company decides not to pursue further evaluation of the Prospect Company; and

with respect to an Investee Company, the period commencing from the date on which a Prospect Company becomes an Investee Company and ending on 180th day following the date on which it ceases to be an Investee Company.

- (e) **“Companies Act”** means the Companies Act, 1956, as amended from time to time
- (f) **“Company”** or **“the Company”** means T3 Urban Developers Limited.
- (g) **“Compliance Officer”** means the Company Secretary for the time being of the Company or any other Officer so appointed by the Board for the purpose of this Code.
- (h) **“Dealing”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, or sell in any Designated Security either as principal or agent and the term **“Deal”** shall be construed accordingly.
- (i) **“Dependent Family Members”** shall include dependent spouse, dependent children, dependent parents and Relatives.
- (j) **“Designated Employees”** shall mean all Directors and all employees of the Company.
- (k) **“Designated Securities”** means shares, scrip, stocks, bonds, debentures, debenture stock, derivatives (including futures and options), ADR / GDR or other securities excluding non-convertible debentures or any other pure debt instruments issued by the Company and/or any Prospect Company and/or Investee Company.

- (l) **“Director”** means a director on the Board of the Company.
- (m) **“Financial year”** means a year beginning from 01 April and ending on 31 March.
- (n) **“Investee Company”** shall mean any company or Body Corporate in which investment has been consummated, *inter alia*, on evaluation of potential investment therein by the Company in the course of its business, and shall include a subsidiary or holding company of such company or Body Corporate.
- (o) **“Prospect Company”** shall mean and include any company which is or was under evaluation by the Company in the course of its business, whether or not the potential investment is eventually consummated by the Company, based on such evaluation, and shall include a subsidiary or holding company of such company or Body Corporate.
- (p) **“Pre-clearance”** means prior approval of the Compliance Officer for dealing in Designated Securities acquired by the Designated Employees and their dependants prior to the following dates: (i) date of their joining the Company; and/or (ii) the effective date of this Code and the term **“Pre-clear”** shall be construed accordingly. It also means prior approval of the Compliance officer for dealing in Designated Securities by the Designated Employees and their dependants who intend to deal in the securities of the Company exceeding the minimum threshold limit of 25,000 shares or Rs.5 lacs in transaction value or 1% of total shareholding or voting rights, whichever is lower, in a financial year, as per the pre-dealing procedure as described in the latter part of this Code.
- (q) **“Price-Sensitive information”** means any information, which relates directly or indirectly to the Company and/ or an Investee Company and/or Prospect Company and which, if published, is likely to materially affect the price of any Designated Securities.

Explanation – For the purpose of this Code, the following shall be deemed to be price sensitive information;-

- (i) All information, documents, plans, projections, data and other content furnished by the Investee Company and/or Prospect Company to the

Company or its representatives, which are not ordinarily available to the public or to the shareholders of the concerned Investee Company and/or the Prospect Company;

- (ii) Any information received by the Company or any of its nominees on the board of directors in the Prospect Company and/or Investee Company in regard to the meetings of its board or committees;
- (iii) any information in respect of the Company, the Prospect Company and/or Investee Company that constitutes price sensitive information under the Regulations and Clause 36 of the Listing Agreement, as amended from time to time.

As per the Regulations, the following shall be deemed to be price sensitive information:-

- periodical financial results of the company;
- intended declaration of dividends (both interim and final);
- issue of securities or buy-back of securities;
- any major expansion plans or execution of new projects;
- amalgamation, mergers or takeovers;
- disposal of the whole or substantial part of the undertaking;
- significant changes in policies, plans or operations of the company.

As per clause 36 of the Listing Agreement the following events which are considered as price sensitive information:-

- Change in the general character or nature of business;
- Disruption of operations due to natural calamity;
- Commencement of Commercial Production/Commercial Operations;
- Developments with respect to pricing/realisation arising out of change in the regulatory framework;
- Litigation/dispute with a material impact;
- Revision in Ratings;

- Any other information having bearing on the operation/performance of the company as well as price sensitive information, which includes but not restricted to;
 1. Issue of any class of securities;
 2. Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling divisions of the company, etc;
 3. Change in market lot of the company's shares, sub-division of equity shares of company;
 4. Voluntary delisting by the company from the stock exchange(s);
 5. Forfeiture of shares.
 6. Any action, which will result in alteration in, the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the company;
 7. Information regarding opening, closing of status of ADR, GDR, or any other class of securities to be issued abroad;
 8. Cancellation of dividend/rights/bonus, etc.

The trading window will be opened 24 hours after the information mentioned in "Price Sensitive Information" above is made public.

- (r) "Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time.
- (s) "Relative"** shall mean the relative as defined under section 6 of the Companies Act and listed in **Annexure 1**.
- (t) "SEBI"** means the Securities and Exchange Board of India constituted under the Act.
- (u) "Trading Window"** means the period which is not a 'Close Period' and during which the designated employees may deal in the Company's securities.
- (v) "Unpublished"** means information which is not published by the company or its agents and is not specific in nature.

Explanation: Speculative reports in print or electronic media shall not be considered as published information.

(B) Interpretation – Words and phrases not specifically defined herein shall have the same meaning as defined under the Act or the Companies Act, as amended from time to time. The words in the singular shall include words in the plural and words in the plural shall include words in the singular.

3. Objects of the Code

- (a) To ensure that all the Dealings in Designated Securities carried on by the Designated Employees are conducted in such a manner as to avoid actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility.
- (b) The Designated Employees shall ensure that they do not take any undue advantage of the Price Sensitive Information relating to Designated Securities that they may have.
- (c) To guide the Designated Employees in maintaining a high standard of probity that one would expect from them in a position of responsibility and discharge and performance of their duties.

4. Implementation

The implementation of the Code detailed herein shall be monitored by the Compliance Officer on a regular basis. For this purpose, every concerned Designated Employee shall forthwith inform the Compliance Officer the name of the Company that has become a Prospect Company and/or Investee Company, as envisaged in this Code.

5. Functions, Duties and Responsibilities of the Compliance Officer

The Compliance Officer shall be responsible for:

- (a)** Setting forth the policies, procedures, monitoring adherence to the Code for the preservation of Price-Sensitive Information, Pre-clearance of Dealing in Designated Securities, monitoring of Dealing in Designated Securities and implementation of this Code.
- (b)** To maintain a list of all information termed as “price sensitive information”.

- (c)** To maintain a record of names of files containing confidential information deemed to be price sensitive information and persons in charge of the same.
- (d)** To keep records of periods specified as 'close period' and the "trading window".
- (e)** To ensure that the trading Window is closed at the time of "Close Period" defined above and at the time of considering any other matter which shall be construed as "price sensitive information" defined above.
- (f)** To ensure that the trading window is opened 24 hours after the "price sensitive information" is made public.
- (g)** Maintaining the record of the Designated Employees and incorporate changes from time to time.
- (h)** Assisting all Designated Employees in addressing any clarifications with respect to this Code.
- (i)** Report to the Managing Director subject to the overall supervision of the Board of Directors of the Company.
- (j)** Place before the Managing Director, on a monthly basis, all the details of the Designated Securities held/purchased/sold by the Designated Employees and their Dependent Family members, along with the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged under this Code.
- (k)** Place before the Board of Directors of the Company, at every meeting of the Board of Directors, all the details of the Designated Securities held/purchased/sold by the Managing Director and his Dependent Family members.
- (l)** To suggest any improvements required in the policies, procedures, etc. to ensure effective implementation of the Code.
- (m)** To assist in addressing any clarifications regarding the Regulations and the company's Code of Conduct.
- (n)** To ensure that computer data is adequately secured.
- (o)** To ensure that trading restrictions are strictly observed and that all the designated employees and their dependants conduct all their dealings in the securities of the

Company only in a valid trading window and do not deal in the company's securities during the period when the trading window is closed.

- (p) To ensure that no sale of shares allotted on exercise of ESOPs is made during a close period.
- (q) To receive initial and continual disclosure from any person who holds shares as prescribed in para 9 and according intimate the stock exchange on which the Company's securities are listed, within the prescribed time.
- (r) To process applications received for pre-clearance of transactions as per the procedures laid down.
- (s) To procure an undertaking in favour of the Company from persons applying for pre-clearance of transactions in the prescribed format.
- (t) To confirm whether the designated employees execute their order in respect of securities of the company within seven days after the approval of pre clearance is given.
- (u) To ensure that a minimum holding period of 30 days as specified by the Company is observed by all the designated employees.
- (v) To waive the requirement of holding period under certain circumstances.
- (w) To receive and maintain records of periodic and annual statement of holdings from designated employees and their dependant family members.
- (x) To maintain records of all the disclosures made by the designated employees for a minimum period of three years.
- (y) Maintaining the list of Investee Companies and Prospect Companies.
- (z) To implement the punitive measures or disciplinary action prescribed for any violation or contravention of the code of conduct.

6. Obligations of Designated Employees

Every Designated Employee shall:

- (a)** Maintain confidentiality of all Price Sensitive Information and ensure that the confidential files in their charge are adequately secured.
- (b)** Refrain from passing price sensitive information to any person directly or indirectly by way of recommendation for the purchase or sale of securities.
- (c)** Refrain from dealing in the Company's securities during the period when the trading window is closed or during any other period as may be specified from time to time; and shall ensure that their Dependent Family Members shall also not engage in Dealing in Designated Securities on their own account.
- (d)** Not sell the shares allotted on exercise of ESOP, when the trading window is closed. However exercise of option may be allowed in the period when the trading window is closed.
- (e)** Not undertake any transaction of front running directly or indirectly.
- (f)** Conduct all their dealings in the company's securities only in a valid trading window.
- (g)** Procure pre-clearance for dealing in the securities of the company as per the prescribed procedure.
- (h)** Execute the order in the securities of the company within seven days after the approval for pre-clearance is received.
- (i)** Make fresh application for pre-clearance of transactions if they are unable to execute the order within seven days of receipt of approval.
- (j)** Shall, on buying/ selling any number of shares of the Company, not enter into any opposite transaction during the next 6 months from the date of the proposed transaction.
- (k)** Observe the minimum holding period as specified by the company.
- (l)** Seek waiver of the holding period from the compliance officer in case of personal emergency.
- (m)** Submit the following statements disclosing details of their securities transactions including that of dependant family members to the Compliance officer:

- Holding in securities of the company at the time of joining or becoming Director/Officer/Employee of the Company.
 - Holding at the time of pre-clearance of a transaction.
 - Holding after executing transaction in designated securities, for which pre-clearance was obtained.
 - Annual statement of all holdings.
- (n) Make periodic disclosures as mentioned in para 9 of this Code.

7. Preservation of Price-Sensitive Information

- (a) Designated Employees shall maintain the confidentiality of all Price-Sensitive Information. Designated Employees shall, while in possession of any Price-Sensitive Information, not pass on such information to any person directly or indirectly.
- (b) Price-Sensitive Information is to be handed on a “need to know” basis. It should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (c) Files containing Price-Sensitive information shall be kept secure. Computer files must have adequate security procedures including login and password etc.

8. Pre-Clearance of Dealing in Designated Securities

The Designated Employee who intends to deal in the Designated Securities of the Company shall pre-clear the transactions as per the pre-dealing procedure provided hereunder:

- (a) Make an application, in the prescribed form given in **Annexure 2** hereto, to the Compliance Officer indicating the estimated number of Designated Securities that he/she intends to deal in, the details as to the securities in such depository mode and a statement of holdings at the time of pre-clearance.

- (b)** For dealing in designated securities by the Compliance Officer, the Compliance Officer shall make an application, as aforesaid, to the Chairman or Managing Director of the Company.
- (c)** He/she shall execute an undertaking in favour of the Company incorporating, therein, inter alia, the following clauses, as may be applicable:

 - (i) that he/she does not have any access or has not received unpublished Price-Sensitive Information relating to Designated Securities up to the time of signing the undertaking;
 - (ii) that in case he/she has access to or receives unpublished 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/her position and that he/she would completely refrain from dealing in the Designated Securities till the time such information becomes public;
 - (iii) that he/she has not contravened any provisions of this Code, as may be notified by the Company from time to time; and
 - (iv) that he/she has made a full and true disclosure in the said matter.
- (d)** The Designated Employees shall execute their sale of Designated Securities within seven days after the approval. The details of the transactions executed should be communicated to the Compliance Officer. In case the transactions are not executed, it would be necessary for the concerned designated employee to apply afresh for pre-clearance.
- (e)** In case of a Designated Employee who is a director on the board of any Investee Company, any such dealing of Designated Securities relating to such Investee Company shall be subject to provisions of the insider trading and governance code of such Investee Company. Notwithstanding anything contained in the code, any non-compliance by such Designated Employee of the insider trading and governance code of such Investee Company shall be deemed to be a breach of this Code by the Designated Employee.

9. Reporting Requirements

Transitory provision:

All the Designated Employees shall be required to forward to the Compliance Officer the details in respect of all the Designated Securities held by them as well as by their respective Dependent Family Members, on the effective date of this Code, in form given in **Annexure 3** within twenty one (21) working days from the effective date of this Code.

Apart from the above, the following disclosures are also to be made:

I. Initial Disclosure:

- i. Any person who holds more than 5% shares or voting rights in the company shall disclose to the company in Form A, the number of shares or voting rights held by such person, on becoming such holder, within 2 working days of :—
 - (a) the receipt of intimation of allotment of shares; or
 - (b) the acquisition of shares or voting rights, as the case may be.
- ii. Any person who is a director or officer of the company shall disclose to the company in Form B the number of shares or voting rights held and positions taken in derivatives by such person and his dependents, within two working days of becoming a director or officer of the company.
- iii. Any person who is a promoter or part of promoter group of the company shall disclose to the company in Form B the number of shares or voting rights held by such person, within two working days of becoming such promoter or person belonging to promoter group.

II. Continual Disclosure

- i. Any person who holds more than 5% shares or voting rights in the company shall disclose to the company in Form C, the number of shares or voting rights held and change in shareholding or voting rights, even if such change results in shareholding falling below 5%, if there has been change in such holdings from the last disclosure made under para 9(I)(i) or under this sub-para; and such change exceeds 2% of total shareholding or voting rights in the company.
- ii. Any person who is a director or officer of the company, shall disclose to the company and the stock exchange where the securities are listed in Form D, the total number of shares or voting rights held and change in shareholding or voting rights, if there has been a change in such holdings of such person and his dependents from the last disclosure made under para 9(I)(ii) or under this sub para, and the change exceeds Rs.5 lakh in value or 25,000 shares or 1% of total shareholding or voting rights, whichever is lower.
- iii. Any person who is a promoter or part of promoter group of the company, shall disclose to the company and the stock exchange where the securities are listed in Form D, the total number of shares or voting rights held and change in shareholding or voting rights, if there has been a change in such holdings of such person from the last disclosure made under Listing Agreement or under para 9(I)(iii) or under this sub para, and the change exceeds Rs.5 lakh in value or 25,000 shares or 1% of total shareholding or voting rights, whichever is lower.
- iv. The disclosure mentioned in para 9(II)(i),(ii) and (iii) shall be made within two working days of :
 - (a) the receipts of intimation of allotment of shares, or
 - (b) the acquisition or sale of shares or voting rights, as the case may be.

III. Disclosure to Stock Exchange

The company, within two working days of receipt, shall disclose to all stock exchanges on which the company is listed, the information received under para 9.

IV. Annual Disclosure

All the Designated Employees shall be required to forward to the Compliance Officer a statement of holding of Designated Securities held by the Designated Employees along with their dependent family members, in each financial year in form given in **Annexure 4** on or prior to 15 April of the following financial year.

10. Non-Compliance with the Code

- (a)** Any Designated Employee, who Deals in Designated Securities or communicates any information for Dealing in Designated Securities in contravention of this Code, shall be penalised and appropriate action shall be taken against them by the Company after giving reasonable opportunity to them to show cause. He/she shall also be subject to disciplinary action, as deemed appropriate, including wage freeze, suspension, in-eligibility for future participation in employees stock option plan, carry participation plan, etc.
- (b)** In addition to the action which may taken by the Company, the persons violating this Code shall also be subject to action by SEBI as per the Act. In case of any violation under the Regulations, the Company shall inform SEBI about such violation accordingly. Further, any action on the part of the Company shall not preclude SEBI from taking any action under the Regulations and vice-versa.
- (c)** Compliance with this Code is a condition of continuous service with the Company by the Designated Employee. Any failure by the Designated Employee, to comply with this Code shall be misconduct and a breach of service rules or terms of appointment with the Company.

11. General

The decision of the Board with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board shall have the power to modify, amend or replace this Code in part or full as may be deemed fit from time to time in their absolute discretion.

Annexure 1

List of Relatives

- 1) Members of Hindu Undivided Family
- 2) Husband/Wife
- 3) Father
- 4) Mother (including step-mother)
- 5) Son (including step-son)
- 6) Son's wife
- 7) Daughter (including step-daughter)
- 8) Father's father
- 9) Father's mother
- 10) Mother's mother
- 11) Mother's father
- 12) Son's son
- 13) Son's Son's wife
- 14) Son's daughter
- 15) Son's daughter's husband
- 16) Daughter's husband
- 17) Daughter's son
- 18) Daughter's son's wife
- 19) Daughter's daughter
- 20) Daughter's daughter's husband
- 21) Brother (including step-brother)
- 22) Brother's wife
- 23) Sister (including step-sister).
- 24) Sister's husband

Annexure 2

Form of Application for Pre-clearance of Dealing in Designated Securities

(For Designated Employees)

To

The Compliance Officer

T3 Urban Developers Limited

Dear Sir,

With reference to the Code for Prevention of Insider Trading of T3 Urban Developers Limited, I seek your approval to purchase/sell ____ (nos.) _____ (description of the Designated Securities) of the company by me or my Dependent Family Member(s) ____ [name] singly/jointly

As required by the Code of Conduct for Prevention of Insider Trading (the "Code") of the Company, I hereby state that:

- (a) I have no access to nor have I received any information that could be construed as "Price-Sensitive Information" as defined in the Code up to 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 same and shall completely refrain from dealing in the Designated Securities until such information becomes public;
- (c) I have not contravened the provisions of the Code of Conduct for prevention of Insider Trading as notified by the Company from time to time;
- (d) I have made full and true disclosure in the matter;
- (e) If approved, I shall execute the Dealing in Designated Securities of the Company within one week after the approval of Pre-clearance. If the order is not executed within one week after the approval is given, I undertake to obtain Pre-clearance for the Dealing in the Designated Securities again; and

(f) I shall not make any opposite transaction during the next 6 months from the date of the proposed transaction.

Date:

Signature_____

(Name) _____

(Emp no.)_____

(Title)_____

PRE-CLEARANCE ORDER

With reference to your application dated _____, this is to inform you that your request for Dealing in ___ (nos.)_____ (description of the Designated Securities) of company to purchase/ sell by you or your Dependent Family Member(s) _____[name] singly/jointly, as mentioned in your above-mentioned application is approved/rejected. Please note that the said deal must be completed on or before ___ (date) that is within 7 working days from today.

For T3 Urban Developers Limited

Date:

Compliance Officer

CONFIRMATION OF DEAL

To

The Compliance Officer

T3 Urban Developers Limited

I confirm that the purchase/sale of Designated Securities for which approval was granted on _____ was completed on _____ by selling/purchasing ___ (nos.)_____ (description of the Designated Securities) of the Company

Date:

Signature_____

(Name) _____

(Emp no.)_____

(Title)_____

DISCLOSURE AT THE TIME OF PRE-CLEARANCE

DATE: _____

To

The Compliance Officer

T3 Urban Developers Limited

Statement of holdings at the time of Pre-clearance by the Director / Officer / Connected Person

Name	Grade	Employee No.	Nature of Relation	No. of shares held as on date (date of application for pre-clearance)	Nature of dealing for which approval is sought	No. or value of shares to be dealt	DP ID	Folio No. / Client ID

I hereby declare that the shares to be sold have been held by me for a minimum period of 30 days.

Signature: _____

Annexure 3

Form of Declaration of Holdings in Designated Securities

(To be submitted at the Date of joining/Effective Date of the Code)

To

The Compliance Officer

T3 Urban Developers Limited

I, the undersigned, confirm and declare that:

1. I have read and understood the terms of the Code.
2. I am aware that any act in contravention of any of the above provision on my part shall attract initiation of appropriate action under the Code as deemed fit by the Company along with the penalties by the Act.
3. I set out below the status of my shareholding and that of my Dependent Family Members in Designated Securities as on _____ (date of joining/effective date of this Code) and further confirm that the same is complete, true and correct:

Statement of Designated Securities held by Designated Employee

Name	No. & description of Designated Securities held as on [■]	Folio No./ DP ID/ Client ID	Trading member through whom the trade was executed with SEBI registration No. of the Trading Member

Details of Designated Securities held by Dependent Family Members

Name of the Dependent	Family Member Relationship	No. & description of Designated Securities held as on [■]	Folio No./ DP ID/ Client ID	Trading member through whom the trade was executed with SEBI registration No. of the Trading Member

4. I have attached a list of my Dependent Family Members including Relatives as on the effective date of this Code and further confirm that the same is complete, true and correct.

Date:

Signature_____

(Name) _____

(Emp. no.)_____

(Title)_____

Annexure 4

Form of Annual Return of Dealing in Designated Securities

(To be submitted on or before 15 April every year)

To
The Compliance Officer
T3 Urban Developers Limited

Statement of Designated Securities held by Designated Employee

Name	Employee No.	No. & description of Designated Securities held as on [■]	Folio No./ DP ID/ Client ID	No. of shares held on 1 st April _____ (beginning of the year)	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31 st March _____ (end of the year)
------	--------------	---	-----------------------------	---	--------------------------------------	------------------------------------	--

Details of Designated Securities held by Dependent Family Members

Name of the Dependent	Family Member Relationship	No. & description of Designated Securities held as on [■]	Folio No./ DP ID/ Client ID	No. of shares held on 1 st April _____ (beginning of the year)	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31 st March _____ (end of the year)
-----------------------	----------------------------	---	-----------------------------	---	--------------------------------------	------------------------------------	--

I declare that I have complied with the requirement of the minimum holding period of 30 days with respect to the shares sold.

Date:

Signature: _____

(Name) _____

(Emp. No.) _____

(Title) _____

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulation 13(1) and (6)]

Regulation 13(1) - Details of acquisition of 5% or more shares in a listed company

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

Signature: _____

Note: To be submitted within 2 working days of acquiring more than 5% shareholding or voting rights in the Company

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulations 13(2), 13(2A) and 13(6)]

Details of shares or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company, or positions taken in derivatives by Director or Officer of a listed company and his dependents.

<i>Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/Director / Officer</i>	<i>Date of assuming office of Director/ Officer OR Date of becoming Promoter / part of Promoter Group.</i>	<i>No. & % of shares/voting rights held at the time of becoming Promoter/ part of Promoter Group/Director / Officer.</i>	<i>Date of intimation to company</i>	<i>Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)</i>	<i>Trading member through whom the trade was executed with SEBI Registration No. of the TM</i>	<i>Exchange on which the trade was executed</i>	<i>Buy quantity</i>	<i>Buy value</i>

Signature: _____

Note 1: To be submitted within 2 working days of becoming Director/Officer/Connected Person

Note 2: The above table shall be applicable with the suitable modification to disclosure for position taken in derivatives

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulation 13(3) and (6)]

Regulation 13(3) — Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

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

Signature: _____

Note: To be submitted within 2 working days of acquiring more than 5% shareholding or voting rights in the Company

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulations 13(4), 13(4A) and 13(6)]

Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company.

<i>Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/Director/ Officer.</i>	<i>No. & % of shares/ voting rights held by the Promoter/ Person who is part of Promoter Group/Director/ Officer</i>	<i>Date of receipt of allotment advice/ acquisition/ sale of shares/ voting rights</i>	<i>Date of intimation to company</i>	<i>Mode of acquisition (market purchase / public/rights/ preferential offer, etc.)/sale</i>	<i>No. & % of shares/ voting rights post acquisition/ sale</i>	<i>Trading member through whom the trade was executed with SEBI Registration No. of the TM</i>	<i>Exchange on which the trade was executed</i>	<i>Buy quantity</i>	<i>Buy value</i>	<i>Sell quantity</i>	<i>Sell Value</i>

Signature: _____

Note: To be submitted within 2 working days of becoming Director/Officer/Connected Person