



LANCO INFRATECH LIMITED

**Code of Practices & Procedures for Fair Disclosure of Unpublished Price
Sensitive Information**

And

**Conduct for Regulating, Monitoring & Reporting of Trading by Insiders
of Lanco Infratech Limited**

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1.0 Introduction:

Insider Trading means dealing in securities of a company by its directors, employees or other insiders based on Unpublished Price Sensitive Information. Such dealing by insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of the investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"), to be effective from 15th May, 2015.

Pursuant to Regulation 8 of the said Regulations, the Board of Directors of a Listed Company shall formulate and publish on the Company's website, a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information that would follow in order to adhere to each of the principles set out in Schedule A. Similarly pursuant to Regulation 9, the Board of Directors are required to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the Regulations, adopting the minimum standards set out in Schedule B.

This document embodies the code for fair disclosure of Unpublished Price Sensitive Information and to regulate, monitor and report trading by insiders. The code shall be called as **Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Lanco Infratech Limited**, hereinafter referred to as the "**Code**".

The Code is based on the principle that Designated Person of a Company owes a fiduciary duty to the shareholders of the Company and should place the interest of the shareholders above their own by conducting their personal securities transactions in a manner that does not create any conflict of interest. The Code is also intended to serve as a guiding charter for all concerned persons associated with the functioning of the company and their dealings in securities. Further, the Code also seeks to ensure timely and adequate disclosure of price sensitive information to the investors by the Company so as to enable them to take informed investment decisions with regard to the Company's securities.

2.0 Definitions:

In these regulations, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:–

- 2.1 "**Act**" means the Securities and Exchange Board of India Act, 1992.
- 2.2 "**Board of Directors**" means the Board of Directors of Lanco Infratech Limited;
- 2.3 "**Code or Code of Conduct**" shall mean the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Lanco Infratech Limited as amended from time to time.
- 2.4 "**Company**" means Lanco Infratech Limited or LITL.

- 2.5 **"Compliance Officer"** means Company Secretary designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the Code specified in the Regulations under the overall supervision of the Board of the Company.
- 2.6 **"Connected Person"** means:
- i. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
 - ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
 - a. an immediate relative of connected persons specified in clause (i); or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or of clearing house or corporation; or
 - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - i. a banker of the Company; or
 - j. a concern, Firm, Trust, Hindu Undivided Family, Company or Association of Persons wherein a Director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- 2.7 **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company either as principal or agent.

- 2.8 **“Designated Persons”** means :
- i. Directors of the Company;
 - ii. All the employees of Lanco Infratech Limited in the cadre of Vice-President and above and all the employees of the Finance and the Secretarial Departments of Lanco Infratech Limited and
 - iii. any other employee of the Company including employees of Subsidiary Companies/ Associates Companies as may be determined and informed by the Compliance Officer from time to time.
- 2.9 **“Director”** means a member of the Board of Directors of the Company.
- 2.10 **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 2.11 **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis.
- 2.12 **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- 2.13 **“Insider”** means any person who is:
- i) a connected person; or
 - ii) in possession of or having access to Unpublished Price Sensitive Information.
- 2.14 **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
- 2.15 **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- 2.16 **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 2.17 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 2.18 **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 2.19 **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 2.20 **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.

- 2.21 **“Trading Window”** means a trading period for trading in Company’s securities as specified by the Company from time to time.
- 2.22 **“Unpublished Price Sensitive Information”**: means any information, relating to Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- i) financial results;
 - ii) dividends;
 - iii) change in capital structure;
 - iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - v) changes in key managerial personnel; and
 - vi) material events in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation(s).

3.0 Applicability:

The Code is applicable to “Designated Persons” for dealing in Securities as described under Clause 2.8 herein before.

4.0 Compliance Officer and Duties of Compliance Officer:

- 4.1 The Company Secretary shall be the Compliance Officer for the purposes of the Code.
- 4.2 The Compliance Officer shall be responsible for reporting on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairperson of the Audit Committee and to the Chairperson of the Board of Directors on quarterly basis.
- 4.3 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct.

5.0 Restrictions on Communication and Trading by Insiders:

5.1 Communication or procurement of Unpublished Price Sensitive Information:

No Insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to the Company or 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 Unpublished Price Sensitive Information, 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.

Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.

5.2 Need to Know:

All the Designated Persons, who are privy to Unpublished Price Sensitive Information, shall handle the same strictly on a "Need to Know" basis. This means the Unpublished Price Sensitive Information shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their respective professional duties and whose possession of Unpublished Price Sensitive Information will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

5.3 Limited access to confidential information:

All the Designated Persons who are privy to the confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, shall keep files containing confidential information secured and also keep computer files with adequate security of login through a password.

6.0 Trading when in possession of Unpublished Price Sensitive Information:

6.1 No Insider shall trade in Securities of the Company, when in possession of Unpublished Price Sensitive Information:

Provided that the Insider may prove his innocence by demonstrating the circumstances including the following: –

- a) the transaction is an off-market inter-se transfer between Promoters who were in possession of the same Unpublished Price Sensitive Information without being in breach of clause 5 above and both parties had made a conscious and informed trade decision;
- b) in the case of non-individual Insiders: –
 - i) the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and
 - ii) appropriate and adequate arrangements were in place to ensure that these Regulations are not violated and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- c) The trades were pursuant to a Trading Plan set by Clause 7.1 of the Code.

6.2 In the case of Connected Persons, the onus of establishing that they were not in possession of Unpublished Price Sensitive Information, shall be on such Connected Persons and in other cases, the onus would be on SEBI.

7.0 Trading Plans:

An Insider shall be entitled to formulate a Trading Plan for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan (“Trading Plan”).

7.1 Such Trading Plan shall:

- i. not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
- ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
- iii. entail trading for a period of not less than twelve months;
- iv. not entail overlap of any period for which another Trading Plan is already in existence;
- v. set out either the value of trades to be effected or the number of Securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi. not entail trading in securities for market abuse.

- 7.2 The compliance officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the Code and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 7.3 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid a violation of Clause 6.1 of the Code.

- 7.4 Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

8.0 Trading Window:

- 8.1 The Compliance Officer shall specify a trading period, to be called “Trading Window”, for trading in the Securities. The Compliance Officer shall intimate the closure of Trading Window to all the Designated Persons of the Company when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates. Designated Persons and their immediate relatives shall not trade in securities when the Trading Window is closed. The Trading Window shall be closed during the time the Unpublished Price Sensitive Information as referred to in clause 2.22 is published.
- 8.2 The Compliance Officer after taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the Trading Window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- 8.3 The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants, contractors, advisors etc., assisting or advising the Company.
- 8.4 The remaining days of a year other than the days during which the Trading Window is closed shall be called “Valid Trading Window”.
- 8.5 The Designated Persons and their Immediate Relatives shall conduct all their dealing in Securities either in their own name or in the name of their Immediate Relatives only in a “Valid Trading Window” and shall not deal in any transaction involving the purchase or sale of Securities when the Trading Window is closed.

- 8.6 The Compliance Officer shall maintain a register of the periods of “Closed Trading Window”, wherein he shall record the date of closure and opening of the trading window and the purpose for which trading window is closed. A proforma of the register of periods of closure of Trading Window is given in **Annexure -1**.
- 8.7 In case of Employee Stock Option Schemes (“ESOPs”) of the Company, exercise of option may be allowed in the period when the Trading Window is closed. However, sale of Securities allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

9.0 Pre-clearance for dealing in Securities:

- 9.1 The Designated Persons and their Immediate Relatives who intend to deal in the Securities of the Company either in their own name or in the name of their Immediate Relatives, when the Trading Window is open, shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trade(s) is above 2,00,000 Equity Shares to be traded in series of transactions within seven trading days. However, no Designated Person shall 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.
- 9.2 Application for pre-clearance shall be made only during Valid Trading Window period. Applications submitted during a period when the Trading Window is closed shall be invalid and will be deemed to have been automatically rejected.
- 9.3 The Compliance Officer shall confidentially maintain a list of such Securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- 9.4 **Procedure for obtaining Pre-clearance approval:**
- i. The Designated Person shall make pre-clearance application to the Compliance Officer. The application shall indicate the estimated number of Securities that the Designated Person intends to deal in, the details as to the depository with which he/she has a security account, the details as to Securities in such depository mode and such other details, as may be required by the Compliance Officer from time-to-time in this behalf.
 - ii. An Undertaking shall be executed in favour of the Company by Designated Persons incorporating, inter-alia, the following clauses, as may be applicable:
 - (a) that he/she does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the Undertaking;
 - (b) 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 Securities of the Company till the time such information becomes public;
 - (c) that he/she has not contravened the Code as notified by the Company from time to time;

- (d) that he/she shall hold their investments in Securities for a minimum period of six months as and when acquired;
- (e) that he/she undertakes to submit the necessary report within two trading days of execution of the transaction or a 'Nil' report, if the transaction is not undertaken;
- (f) that he/she is aware that, he/she shall be liable to face penal consequences as set forth in the Code including disciplinary action, wage freeze, suspension etc. under the Code, in case the above declarations are found to be misleading or incorrect at any time;
- (g) that he/she hereby undertakes not to transact in Securities in the sanctioned period in case Trading Window is declared closed subsequently;
- (h) that he/she has made a full and true disclosure in the matter.

Pre-clearance Application and Undertaking shall be submitted as per the format prescribed in **Annexure-2**.

- 9.5 All the Designated Persons shall execute documents as may be prescribed by the Compliance Officer from time-to-time. Such application for pre-transaction approval with enclosures may be sent to the email preclearance.pit@lancogroup.com.
- 9.6 The Compliance Officer shall process the pre-clearance applications and if found in order shall issue approval letter as per format prescribed in **Annexure-3**, within a period not later than two trading days of the receipt of application. Dealing in Securities by the Compliance Officer shall require prior clearance from the Managing Director. Every approval shall be dated and shall be valid for a period of seven trading days from the date of approval, within which trades that have been pre-cleared have to be executed by the Designated Person, failing which fresh pre-clearance would be needed for the trades to be executed. However, if Trading Window is closed after pre-approval for trading of security, the pre-approval so granted is automatically deemed to be withdrawn if such period is superseded by closure of Trading Window. In the case of execution of the transaction or non-execution of the transaction, a report shall be filed in **Annexure-5** with the Compliance Officer.
- 9.7 All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite (contra) transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate this Code. Should a 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 SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Securities and Exchange Board of India Act, 1992 (15 of 1992). Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.
- 9.8 The Compliance Officer shall maintain a Register of pre-clearance of trading of Securities as per format prescribed in **Annexure-4**.
- 9.9 Register of "Waiver of restriction on holding investment in the Securities for minimum period of six months" shall be maintained by the Compliance Officer as per format prescribed in **Annexure-6**.

10.0 Disclosure of trading by Insiders:

10.1 Initial Disclosure:

- a) Every Promoter, Key Managerial Personnel and Director of the Company, shall disclose his/her holding of Securities and trading in derivatives of Securities of the Company as on May 15, 2015, to the Company within thirty days i.e. on or before June 14, 2015 in **Form A**.
- b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his/her holding of Securities and trading in derivatives of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter in **Form B**.

10.2 Continual Disclosure:

- a) Every Promoter, Employee and Director of the Company shall disclose to the Company, the number of such Securities acquired or disposed of within two trading days of such transaction in **Form C**, 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 ten lakh rupees or such other value as may be specified.
- b) The Company shall notify the particulars of trading under Clause 10.2 (a) 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.

Explanation — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this Clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in Clause 10.2 (a).

10.3 Disclosure by other connected person:

The other Connected Person or class of Connected Persons shall require to make disclosures of holdings and trading in Securities of the Company in **Form D** within two trading days of making 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 ten lakh rupees or such other value as may be specified.

- 10.4 The Compliance Officer shall maintain records of all the declarations viz. initial disclosure, continual disclosure and disclosure by other Connected Person received under sub-clauses 10.1, 10.2 and 10.3 above for a minimum period of five years, as per **Annexure-7**.

11.0 Penalty for contravention of the Code of Conduct:

- 11.1 The Designated Persons shall be individually responsible for complying with the provisions of this Code, including to the extent the provisions hereof as are applicable to his/her Immediate Relatives.
- 11.2 Designated Persons who trades in securities or communicates any information for trading in securities, in contravention of the Code of Conduct may be penalized and appropriate action may be taken by the Company.

- 11.3 Designated Persons of the Company who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 11.4 In case, it is observed by the Board of Directors that there has been violation of this Code, the same shall be informed to the SEBI promptly.
- 11.5 In case of violation of the Code, the disciplinary action taken by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. In case the SEBI Regulation or any Statutory Provisions are more stringent than those contained in the Code, the SEBI Regulations / Statutory Provisions will prevail.

For clarifications if any required on the Code, please contact the Compliance Officer.

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Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

A code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information for adhering each of the principles is set out below:

1. Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
3. Investor Relations Officer is an officer of the Company who is designated to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
4. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website i.e. www.lancogroup.com to ensure official confirmation and documentation of disclosures made.
8. Handling of all Unpublished Price Sensitive Information on a need-to-know basis.

* * *

REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW

S. No.	Purpose for which Trading Window is Closed	Start Date of Closure of Trading Window	Date of Notifying Closure of Trading Window	Date of Opening of Trading Window	Remarks

APPLICATION FOR PRE-CLEARANCE OF TRADES IN SECURITIES

**The Compliance officer
Lanco Infratech Limited
397, Udyog Vihar, Phase III,
Gurgaon-122016**

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Lanco Infratech Limited, I seek approval for purchase/sale/subscription of the Securities as per the details given below:

Name, Designation & Emp. No. :

Department :

Date of Joining/ becoming the Designated Employee:

S. No.	No. of Securities held (including the Immediate Relatives as on the date of application)	Folio No./ DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of Securities to be dealt
1	2	3	4	5

Estimated consideration value (Rs.)	Whether proposed transaction is in the self name or in the name of Immediate Relatives	Name of the Immediate Relatives, if the transaction is in the name of the Immediate Relatives	Date of Purchase/ Allotment	Previous approval number and date of purchase/ allotment
6	7	8	9	10

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the Undertaking;
- b) that in case I have access to or receive "Unpublished Price Sensitive Information" after signing of the Undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall refrain from dealing in Securities till the time such information becomes public;

- c) that I have not contravened the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Lanco Infratech Limited, as notified by the Company from time to time.
- d) that I shall hold the Securities for a minimum period of six months from the date of purchase/ that I have complied with the requirement of the minimum holding period of six months with respect to the Securities sold. (applicable only in respect of sale transaction).
- e) that I undertake to submit the necessary report within two trading days of execution of the transaction/a 'Nil' report, if the transaction is not undertaken.
- f) that I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action, wage freeze, suspension etc. under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) that I hereby undertake not to transact in Securities in the sanctioned period in case Trading Window declared is closed subsequently.
- h) that I hereby made a full and true disclosure in the matter.

Pre-clearance may kindly be accorded in terms of provisions of the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Lanco Infratech Limited.

Signature :
Name :
Designation :
Department :
Official Address :
Telephone and E-mail :
Mobile No. :

Date :
Place :

FOR OFFICE USE

Serial number of the application received:

Date & time of receipt of the Application:

Date & time of communication of the pre-clearance or otherwise:

Reasons for not giving pre-clearance:

Signature of the Compliance Officer/ Authorised Officer

LETTER OF INTIMATION OF PRE-CLEARANCE

Name :
Employee No. :
Designation :

Dear Sir / Madam,

With reference to your above application seeking approval for undertaking certain transactions in Securities detailed therein, please be informed that you are hereby authorized/not authorized to undertake the transaction(s) as detailed in your said application. Kindly note that in terms of the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Lanco Infratech Limited, the above mentioned transaction is to be completed within i.e. within seven trading days of the pre-clearance.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. for seven trading days). If you do not execute the approved transaction / deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction / deal in the Securities. Further, you are required to file the details of the executed transactions in the attached format (**Annexure-5**) within two trading days from the date of transaction/deal. In case the transaction is not undertaken, a "Nil" report shall be given.

Kindly also note that in terms of the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Lanco Infratech Limited, the Securities to be bought shall be held for a minimum period of six months from the date of the purchase.

(applicable only in respect of purchase transaction).

The above sanction automatically stands withdrawn if subsequently the Trading Window is declared closed involving the period of sanction therein.

For LANCO INFRA TECH LIMITED

COMPLIANCE OFFICER

Annexure -4

REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES

S.No.	Name	Designation	Department	Date & Time of Receipt of Pre-Clearance Application	Nature of Transaction (Purchase or Sale)	Estimated Number of Securities indicated in the Application
1	2	3	4	5	6	7

Estimated consideration value indicated in the Application Rs.	Name of the immediate relatives if the Transaction is in the name of the immediate relatives	Date of communication of the clearance by the Compliance Officer	Reasons for non-clearance, if not cleared	Date of Placement before Stakeholders Relationship Committee	Number of Securities actually traded, if intimated	Remarks
8	9	10	11	12	13	14

Annexure -5

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within two trading days of transaction/dealing in Securities of the Company)

Date:

**The Compliance officer
Lanco Infratech Limited
397, Udyog Vihar, Phase III,
Gurgaon-122016**

Dear Sir,

Sub: Details of Pre-approved Transaction.

Ref: Your Approval Letter No. _____ dated _____

I hereby inform you that I

- have not bought/sold/subscribed any Securities
- have bought/sold/subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date)

Name of holder	First or Joint Holder	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID/CLIENT ID (electronic form) or Folio no. (for physical), where the Securities will be debited or credited	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract 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 transaction).

I declare that the above information is correct and that no provisions of the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Lanco Infratech Limited and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

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 Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Signature :
Name :
Emp No. :
Official Address :
Telephone/Mobile No.:
E-mail :

REGISTER OF WAIVER OF RESTRICTION FOR DISPOSAL OF SECURITIES WITHIN SIX MONTHS OF ACQUISITION

S.No.	Name	Designation	Department	Name of the immediate relatives, if the Securities are held in the name of Immediate Relatives	Number of Securities	Consideration Value Rs.
1	2	3	4	5	6	7

Reasons for Waiver	Date of Waiver	Remarks
8	9	10

Annexure – 7

REGISTER OF DISCLOSURE OF SHAREHOLDINGS

INITIAL DISCLOSURE							
Name, Designation & EMP. No.	Department	Date of Appointment as Employee / KMP / Director / Becoming Promoter	Date of Receipt of Information	Number of Securities	Date of Acquisition	Consideration Value Rs.	Name (if Securities held in the name of Immediate Relatives)

CONTINUAL DISCLOSURE							
Name, Designation & EMP. No.	Department	Date of Appointment as Employee / KMP / Director / Becoming Promoter	Date of Receipt of Information	Number of Securities	Date of Acquisition	Consideration Value Rs.	Name (if Securities held in the name of Immediate Relatives)

DISCLOSURE BY OTHER CONNECTED PERSON			
Name	Date of Receipt of Information	Number of Securities	Consideration Value Rs.

FORM A

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

Name of the Company : LANCO INFRATECH LIMITED

ISIN of the Company : INE785C01048

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate 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.

Name & Signature :
Designation :
Date :
Place :

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) - Disclosure on becoming a Director / KMP / Promoter]

Name of the Company : LANCO INFRATECH LIMITED
ISIN of the Company : INE785C01048

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

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

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

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.

Name & Signature :
Designation :
Date :
Place :

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

Name of the Company : **LANCO INFRATECH LIMITED**
ISIN of the Company : **INE785C01048**

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.

Name & Signature :
Designation :
Date :
Place :

FORM D
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name of the Company : **LANCO INFRATECH LIMITED**
ISIN of the Company : **INE785C01048**

Details of trading 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 / 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 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)	
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.

Name :
Signature :
Date :
Place :
