



CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND IMMEDIATE RELATIVES OF DESIGNATED PERSONS

(Pursuant to the provisions of Regulation 9 of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

KOLTE-PATIL DEVELOPERS LIMITED

**Registered Office : 8th Floor, City Bay, CTS NO. 14 (P),
17 Boat Club Road, Pune - 411001**

Adopted by the Board of Directors

1. PREAMBLE AND APPLICABILITY

- 1.1 The Code of Kolte-Patil Developers Limited (**'Code'**) is framed by the Company to regulate, monitor and report trading by insiders.
- 1.2 This Code is intended to prevent misuse of Unpublished Price Sensitive Information (**"UPSI"**) by insiders and connected persons and ensure that directors and specified persons of the Company and their dependents shall not derive any benefit or assist others to derive any benefit from access to and possession of price sensitive information about the Company which is not in the public domain, that is to say, Insider Information.
- 1.3 The Code approved by the Board of Directors on 17 December 2022 is effective from the date of approval by the Board.
- 1.4 The Code shall be applicable to and binding on all the Specified Persons as defined in Clause 3.23.

2. LEGAL FRAMEWORK

- 2.1 The Securities and Exchange Board of India (**"SEBI"**) has, in pursuance of the powers conferred on it under the Securities and Exchange Board of India Act, 1992, notified a Regulation for prohibition of Insider Trading, viz., SEBI (Prohibition of Insider Trading) Regulations, 2015 (**"the Regulations"**), effective from May 15, 2015.
- 2.2 In terms of Regulation 9 (1) of the Regulations, every listed company shall formulate a Code to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the Regulations.
- 2.3 Accordingly, the Board of Directors of Kolte-Patil Developers Limited have approved and adopted the Code.

3. DEFINITIONS

- 3.1 **"Act"** means the Securities and Exchange Board of India Act, 1992.
- 3.2 **"Board"** means the Board of Directors of the Company.
- 3.3 **"Code" or "Code of Conduct"** shall mean the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and Immediate Relatives of Designated Persons of the Kolte-Patil Developers Limited from time to time.
- 3.4 **"Company"** means Kolte-Patil Developers Limited.
- 3.5 **"Compliance Officer"** means the Company Secretary of the Company or such other senior officer, who is financially literate, as may be appointed by the Board of Directors of the Company under the Regulations, who shall be responsible for ensuring compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Code under the overall supervision of the Board.

3.6 "Connected Person" means,-

- (i) any person who is or has during the six (6) months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with the officer / Employees 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 / herself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.
- (ii) In addition to the above, the following category of persons shall be deemed to be Connected Persons unless the contrary is established:
 - i. a Relative of Connected Persons specified in clause 3.13; or
 - ii. a holding company or associate company or subsidiary company of the Company; or
 - iii. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - iv. an investment company, trustee company, asset management company or an employee or director thereof; or
 - v. an official of a stock exchange or of clearing house or corporation; or
 - vi. a member of board of trustees of a mutual fund or a member of the Board of the asset management company of a mutual fund or is an employee thereof; or
 - vii. a member of the Board or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - viii. an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
 - ix. a banker of the company; or
 - x. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his Relative or banker of the company, has more than 10% of the holding or interest.
 - xi. a firm or its partner or its employee in which a connected person is also a partner.
 - xii. a person sharing household or residence with a connected person.

3.7 "Contra Trade" shall mean any buy/sell Trade, undertaken by a Designated Person or their Immediate Relatives, within 6 (six) months of an earlier sell/buy Trade, respectively, where both the Trades have been done in open market.

3.8 "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the Securities of the Company either as principal or agent.

3.9 Designated employees means and includes:

- (i) Employees directly reporting to the Managing Director, Chief Executive Officer Business Heads,
- (ii) every employee in the finance, accounts, secretarial and legal department, office of the Managing Director, Chief Executive Officer who may be designated as such and informed by the Compliance Officer;
- (iii) any other employee as may be determined and informed by the Compliance Officer from time to time;
- (iv) Directors of the Company and its material subsidiaries ;
- (v) connected persons;
- (vi) insiders;
- (vii) Promoters as defined in Clause 3.20; and
- (viii) Immediate Relatives as defined in Clause 3.13.

3.10 “Derivative” “includes—

- (i) a security derived from a debt instrument, share, loan, whether secured or unsecured, risk instrument or contract for differences or any other form of security;
- (ii) a contract which derives its value from the prices, or index of prices, of underlying Securities

3.11 “Director” means and includes every Director on the Board of the Company.

3.12 “Designated Persons” shall mean the persons designated by the Board in consultation with the Compliance Officer to be covered under this Code on the basis of their role and function in the Company and the access that such role and function provides to Unpublished Price Sensitive Information in addition to seniority and professional designation from time to time and shall include: (i) Employees of the Company, its intermediary or fiduciary designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the Company; (ii) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the Company; (iii) All Promoters of the Company; (iv) Chief Executive Officer and employees upto two-levels below the Chief Executive Officer of the Company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the Company or their ability to have access to Unpublished Price Sensitive Information; and (v) Any support staff of the Company, intermediary, fiduciary, who have access to Unpublished Price Sensitive Information including but not limited to secretarial staff, finance staff and IT staff.

3.13 “Employee” means every Employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

3.14 “Generally Available” or “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a stock exchange, would ordinarily be considered as generally available and shall not include unverified event or information reported in print or electronic media.

3.15 “Relative” means:

“relative” shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

NOTE: It is intended that the relatives of a “connected person” too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.]

3.16 “Insider” means any person who is:

- i. a Connected Person; or
- ii. in possession of or having access to UPSI.

3.17 “Insider Trading”: When insider uses UPSI to arrive at trading in Securities, the action is referred to as Insider Trading.

3.18 “Key Managerial Personnel” means a person as defined in section 2(51) of the Companies Act, 2013 or any amendments thereto.

3.19 “Legitimate Purpose” means:

The Unpublished Price Sensitive Information can be shared by the concerned person for the following legitimate purposes:

- i. Legal Requirements
- ii. Government Requirements
- iii. Auditing purpose
- iv. Certification for special purpose
- v. Directions of Managing Director / Executive Director / Board of Directors

Explanation – For the purpose of illustration, the term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations

3.20 “Listing Regulations” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

3.21 “Non- Trading Period” means:

- (i) the period, i.e., the number of trading days, before and after the date of a meeting of the Board or shareholders of the Company where ‘UPSI’ (as defined in Clause 3.30 below) is to be considered be provided under this Code; or
- (ii) Such other period(s) as may be decided and notified by the Compliance Officer.

3.22 “Promoter” means a person defined as a Promoter under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof and Promoter Group means the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

3.23 “Securities Exchange Board of India” or “SEBI” means the regulatory body for the investment market in India, constituted under the resolution of the Government of India in the Department of Economic Affairs.

3.24 “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof. .

3.25 “Specified” means specified by SEBI in writing.

3.26 “Specified Person” means the Persons from the following categories:

- A. Designated Employees as defined in Clause 3.8;
- B. Directors as defined in Clause 3.10;
- C. Connected Persons as defined in Clause 3.6;
- D. Insiders as defined in Clause 3.14;

3.27 “Stock Exchanges” shall mean the BSE Limited and the National Stock Exchange of India Limited where the Securities of the Company are currently listed.

3.28 “Takeover Regulations” means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

- 3.29 "Trading"** means and includes subscribing, buying, selling, dealing, redeeming, switching, or agreeing to subscribe, buy, sell, deal, redeem, switch in any Securities and "trade" shall be construed accordingly.
- 3.30 "Trading Day"** means a day on which the recognized stock exchanges are open for Trading.
- 3.31 "Trading Plan"** shall mean a plan for trades to be executed in the future by persons who have perpetual access to the UPSI.
- 3.32 "Trading Window"** shall mean the window available for Trading in the Securities of the Company.
- 3.33 "Unpublished Price Sensitive Information"**, that is, UPSI means any information, relating to the 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 include but not be restricted to, information relating to the following: –
- (i) Periodical financial results of the Company;
 - (ii) Intended declaration or recommendation of dividends (both interim and final);
 - (iii) Issue of securities or buy-back of securities or any other corporate action resulting to change in capital structure;
 - (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business 23[, award or termination of order/contracts not in the normal course of business] and such other transactions;
 - (v) Changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - (vi) Change in rating(s), other than ESG rating(s); and
 - (vii) Fund raising proposed to be undertaken;
 - (viii) Agreements, by whatever name called, which may impact the management or control of the company;
 - (ix) Fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - (x) Resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - (xi) Admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
 - (xii) Initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
 - (xiii) Action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
 - (xiv) Outcome of any litigation(s) or dispute(s) which may have an impact on the company;
 - (xv) Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
 - (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
 - (xvii) Any major expansion plans or execution of new projects and award or termination of order/contracts not in the normal course of business;
 - (xviii) such other information as determined by the Board of Directors / Managing Director / Chief Executive Officer/ Chief Operating Officer / Chief Financial Officer from time to time which shall materially affect the price of Securities

- 3.34** “**Regulations**” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations

4. TRADING BY INSIDERS

4.1 Dissemination of UPSI

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

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

4.1.3 The Insiders who are in possession of UPSI are required to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis.

4.1.4 Need-to-Know

(i) “need to know” basis means that UPSI 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.

(ii) All non-public information directly received by any employee should immediately be reported to the Compliance Officer.

4.1.5 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

4.1.6 No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of Securities of the Company.

4.1.7 Disclosure or dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors :

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- It is desirable that at least two Company representatives be present at meetings with analysts, media persons and institutional investors and discussion shall be preferably be recorded.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

- Simultaneous release of information after every such meeting.

4.2 Exemptions to communicate the UPSI:

UPSI may be communicated, provided, allowed access to or procured, in the following cases:

- 4.2.1** Open Offer as per the Takeover Regulations where the Board is of the informed opinion that such an offer is in the best interests of the Company.
- 4.2.2.** Not an Open Offer as per the Takeover Regulations but where the Board is of the informed opinion that the proposed transaction is in the best interests of the Company and if the information that constitutes UPSI is disseminated to be made Generally Available at least two (2) trading days prior to the proposed transaction being effected in such form as the Board may determine. However, the Board would cause public disclosures of such UPSI well before the proposed transaction to rule out any information asymmetry in the market.
- 4.2.3** For the purpose of the afore-mentioned exemptions, the parties involved shall execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in Securities of the Company when in possession of UPSI.

5. COMPLIANCE OFFICER

- 5.1** The Compliance Officer shall report on Insider Trading to the Board and, in particular, shall provide reports to the Chairman of the Audit Committee.

5.2 Contents of the Report

The Report shall contain all relevant details including, without prejudice to the generality thereof :

- i. Summary of Pre-clearance approval;
- ii. Summary of disclosures made by the Insiders;
- iii. Trading Plans; and
- iv. Instances of violation of the Code or the Regulations by any person, if any.

5.3 Reports to Audit Committee

Any Instances of violation of the Code or the Regulations by any person shall be reported to the Audit Committee in its next meeting.

The Audit Committee of a Company shall review compliance with the provisions of the Insider Trading Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

- 5.4** The Compliance Officer shall assist all Designated Persons/employees in addressing any clarifications regarding the Regulations and the Company's Code.

6. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The Company has following mechanism for prevention of insider trading:

- 1) The Compliance Officer of the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent Insider Trading.
- 2) The internal controls include the following:
 - i. all employees who have access to unpublished price sensitive information are identified as

- Designated Person;
- ii. all kind of unpublished price sensitive information is identified, and its confidentiality is maintained as per the requirements of the Regulations;
 - iii. adequate restrictions are placed on communication or procurement of unpublished price sensitive information as required by the Regulations;
 - iv. lists of all employees (Designated Person) and other persons with whom unpublished price sensitive information is shared is maintained and confidentiality agreements are signed, or notices are served to all such employees and persons;
 - v. all other relevant requirements specified under the Regulations shall be complied with;
 - vi. periodic process reviews by the Audit Committee to evaluate effectiveness of such internal controls.
- 3) The Board of Directors of the Company shall ensure Compliance Officer ensures compliance with the Regulations.
- 4) The Compliance Officer on behalf of the Board of Directors of the Company to take a confirmation from the Board of Directors or head(s) of the organization of respective intermediaries and fiduciaries to ensure that its Managing Director or the Chief Executive Officer or such other analogous person ensures compliance with regulation 9 and sub-regulations (1) and (2) of the said Regulation.
- 5) The Company has written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which are approved by Board of Directors of the Company.
- 6) The Company shall initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and shall inform the SEBI promptly of such leaks, inquiries and results of such inquiries.
- 7) The Company has a Whistle-Blower Policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.

7. PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

The Company shall take a confirmation from respective intermediaries and fiduciaries that in case there is an inquiry initiated by the Company on account of leakage of unpublished price sensitive information or suspected leakage of unpublished price sensitive information, relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by Company.

In such cases, the Company will take the following steps:

- a. The access of the concerned person to unpublished price sensitive information will be stopped and removed immediately;
- b. The Compliance Officer to inform Managing Director, Chief Executive Officer and Chief Financial Officer about the leakage of unpublished price sensitive information or suspected leak of unpublished price sensitive information, as the case may be;
- c. The other people on the Project/activity, wherein the leakage has occurred and who are under Chinese wall procedures will take due precautions to not to discuss it further;
- d. The Management shall / has appointed an Investigation Committee for making the inquiry and it will adhere to strict timelines for the closure of the investigation;
- e. Once the Investigation report is completed, a disciplinary action will be taken against the concerned Designated Person;
- f. The details of such leakage will be presented to the Board of Directors in its meeting. The details shall be placed before the Board of Directors of the Company and it shall include instance of the leakage, efforts taken to control the damage, the investigation report along with the disciplinary action taken in this regard; and

- g. The Compliance Officer will inform SEBI about the instance, action taken in this regard and also the preventive measure to be taken after the activity is completed.
- h. The instances of leakage from the end of intermediaries, fiduciaries and such other entities will be handled by the Head / Executive Management of the respective organization as per their respective Code of Conduct. Since it is leakage of the Company's information, the same needs to be intimated to the Compliance Officer of the Company as soon as the event happens / notified but not later than 2 (Two) working days; and he will be looped in for all the communications. The intermediaries, fiduciaries and such other entities are required to co-operate in all such inquiries by the Company and SEBI.
- i. In such cases, the Board of Directors of the Company will take note of the same; and may take appropriate disciplinary action against the intermediaries, fiduciaries and such other entities.

8. COMPLIANCE OFFICER: ROLE AND RESPONSIBILITY

The Company Secretary of the Company shall be the compliance officer of the Company ("Compliance Officer") and for this purpose he shall report to the Chairman and Managing Director of the Company and function under the supervision of the Board of Directors. In the event of any vacancy in the office of the Compliance Officer, such other person as appointed by the Chairman and Managing Director shall be the Compliance Officer for the period till the next incumbent is appointed to the office of the Compliance Officer. In the absence of the Compliance Officer due to leave or any other reason, the officer designated by the Managing Director shall discharge the function of the Compliance Officer. For cases involving the Company Secretary, the Compliance Officer shall report the matter to the Chairman and Managing Director of the Company. For cases relating to the Chairman and Managing Director, the Compliance Officer shall report the matter to the Chairman of the Audit Committee of the Board of Directors.

The Compliance Officer's duties shall include the following:

- a. Setting forth policies, procedures, monitoring adherence to the rules for the preservation of Price Sensitive Information.
- b. Pre-clearing of trades of the Promoters, Directors, Key Managerial Personnel and Designated Persons and / or through their Immediate Relatives beyond Threshold Limit specified from time to time.
- c. Monitoring of trades.
- d. Procuring list of Immediate Relatives from the Promoters, Directors, Key Managerial Personnel, Officers, and Designated Persons.
- e. Maintaining a record of the Promoter, Promoter Group, Directors, Key Managerial Personnel, Designated Persons and their Immediate Relatives and any changes to the list thereof.
- f. Assisting and providing clarifications to all the employees regarding the SEBI Insider Trading Regulations and the Company's Code of Conduct.
- g. Informing the Promoter, Promoter Group, Directors, Key Managerial Personnel and Designated Persons of Trading Window, its opening and closing periods and determining the closure of Trading Window in additional cases.
- h. Considering and / or approving applications for waiver of holding period of trades by the Promoter, Promoter Group, Directors, Key Managerial Personnel, Designated Persons and their Immediate Relatives after recording reasons thereof.
- i. Reviewing the Trading Plan to assess whether the plan would have any potential for violation of the Regulations 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.
- j. Notify the Trading Plan to Stock Exchanges where the securities of the Company are listed.
- k. Report to the Board of Directors and to the Chairman of the Audit Committee on quarterly basis of the incidences of non-compliance.
- l. Informing the Stock Exchanges of any Price Sensitive Information on immediate basis.
- m. Informing SEBI of any violation of the Regulations as soon as the Compliance Officer becomes aware of such violation.
- n. Implementation of the Code of Conduct

- o. Administer the Code of Conduct and monitor compliance with other requirements under these Regulations.

9. TRADING PLAN

9.1 Prevention of misuse of UPSI

9.1.1 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.

9.1.2 Trading Plan shall:

- i. not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- ii.
- iii. not entail overlap of any period for which another Trading Plan is already in existence;
- iv. set out following parameters for each trade to be executed:
 - (i) either the value of trade to be effected or the number of securities to be traded;
 - (ii) nature of the trade;
 - (iii) either specific date or time period not exceeding five consecutive trading days;
 - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
- v.; and
- vi. not entail trading in Securities for market abuse.

9.1.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations 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.

9.1.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading Plan, without being entitled to either execute any trade in the Securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the Trading Plan, the Insider is in possession of any UPSI and the said information has not become Generally Available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI

becomes Generally Available Information

Provided further that if the insider has set a price limit for a trade, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- i. The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- ii. Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- iii. The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
- iv. In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

9.2 Disclosure of Trading Plan:

Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plan to the Stock Exchanges.

10 PRE-CLEARANCE OF TRADE

- 10.1** Threshold Limit: The Threshold Limit is a limit fixed by the Board of Directors beyond which any dealing in Securities by the Promoter, Promoter Group, Directors, Key Managerial Personnel, Designated Persons and their Immediate Relatives shall require a pre-clearance by the Compliance Officer. Such limits shall be fixed by the Board of Directors in consultation with the Compliance Officer and will be notified by the Compliance Officer from time to time. The Threshold Limit as on the date of effect of this Code of Conduct is transaction value of INR 10,00,000 (either in one transaction or in a series of transactions).
- 10.2** All Specified Persons shall when the Trading Window is open, trade only subject to pre- clearance by the Compliance Officer, by sending the request for approval in the format stated at **Annexure-I** to the Code. The application shall be accompanied with a letter of undertaking executed in favour of the Company in the format provided in **Annexure – II** to the Code. The request can be sent by email to insidertrading_compliance@koltepatil.com or vinod.patil@koltepatil.com. No Specified Person shall apply for pre-clearance of any proposed trade if such Specified Person is in possession of UPSI even if the Trading Window is not closed.
- 10.3** 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 etc., assisting or advising the Company.
- 10.4** The Compliance Officer shall have the authority to ask for further information, if deemed necessary and

it shall be obligatory for the Specified Person to immediately furnish the information sought for by the Compliance Officer.

- 10.5** Prior to approving any trade, the Compliance Officer shall be entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any UPSI. He / she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 10.6** The trades that have been pre-cleared shall be executed in not more than seven (7) trading days by the Specified Person, failing which fresh pre-clearance would be needed for the trades to be executed.
- 10.7** Specified Persons who have obtained the pre-clearance as stated at **Annexure-I** to the Code are required to submit a report of the transactions done (including a NIL report, if no transaction is done) within two (2) trading days from the expiry of the specified time period to Compliance Officer in the form and manner as specified in **Annexure – IV** to the Code.

11 OTHER RESTRICTIONS

- 11.1** All Specified Persons who buy or sell Securities of the Company shall not enter into an opposite/reciprocal transaction (contra trade) i.e. sell or buy Securities during the six (6) months period post the previous buy / sell.
- 11.2** 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 the Regulations.
- 11.3** If an opposite transaction (contra trade) is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

12 TRADING OF SECURITIES OF THE COMPANY

12.1 Trading while in possession of UPSI:

- 12.1.1** No Insider shall trade in Securities of the Company when in possession of UPSI, provided that the Insider may prove his / her innocence by demonstrating the circumstances including the following:
- i. The transaction is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of restrictions imposed on communication and Trading by Insiders and both parties had made a conscious and informed trade decision.
 - ii. In case of non- individual Insiders :
 - a) The individuals who were in possession of such UPSI were different from the individuals taking Trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - b) Appropriate and adequate arrangements were in place to ensure that the Regulations are not violated and no UPSI 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.
 - iii. The trades were pursuant to a Trading Plan set up in accordance with the Regulations or Code.
- 12.1.2** In the case of Connected Persons, the onus of establishing that they were not in possession of UPSI shall be on such Connected Persons and in other cases, the onus would be on SEBI.

- 12.1.3 SEBI may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of the Regulations.

13 NON- TRADING PERIOD

- 13.1 The Company shall specify a period, to be called "Non-Trading Period", for Trading in the Company's Securities. Any other period shall be Trading Period for the purpose of the Code. Specified Persons and their Immediate Relatives shall not trade in the Company's Securities during the Non-Trading Period.
- 13.2 The Compliance Officer shall by way of e-mail, communicate the Non-Trading Period. It shall be the onus of the Specified Persons to communicate the Non-Trading Period to their Immediate Relatives.
- 13.3 The Non-Trading Period shall start from the end of every quarter till 48 hours after the declaration of financial results.
- 13.4 Apart from the pre-determined Non-Trading Period as stated in Clause 13.3 above, if the Company takes up for consideration any of the items pertaining to Clause 3.30 or any other item that has material impact on the price of the Securities of the Company, the same shall be intimated to the Specified Persons (as applicable) that such event(s) shall be considered for the ascertainment of non - trading period

The Non – Trading Period will end 48 hours after the Board Meeting to consider the relevant management decision.

13.5 Special Non – Trading Period for certain Employees

Since special events which give rise to event based Non- Trading Period, may require certain pre-work involving certain Employees concerned, such Employees may be subject to an additional Non-Trading Period, commencing when they are assigned the required pre-work responsibility. This would be notified to the Employees concerned and this additional Non-Trading Period would apply only to the Employees concerned and the management personnel involved in the decision. Such Employees/management personnel are required not to disclose the fact of the special Non-Trading Period to others; so that Employees are generally not made aware that some special event is under consideration.

- 13.6 The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming Generally Available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes Generally Available.
- 13.7 All Specified Persons of the Company shall conduct all their dealings in Securities only during the Trading Period and shall not deal in any transaction involving the purchase or sale of Securities during the Non – Trading Period, as referred above or during any other period as may be specified by the Company from time to time.
- 13.8 In case of Employee Stock Ownership Plans, the exercise of an option may be allowed during the Non-Trading Period. However, sale of Securities allotted on the exercise of Employee Stock Ownership Plans shall not be allowed during Non-Trading Period.

14 DISCLOSURES OF TRADING BY INSIDERS

14.1 General provisions

- 14.2 Every public disclosure under this Clause shall be made in such form as may be specified by SEBI from time to time.

- 14.3 The disclosures to be made by any person shall include those relating to Trading by such person,

Immediate Relatives, and by any other person for whom such person takes Trading decisions.

- 14.4** The disclosures of trading in Securities shall also include trading in derivatives of Securities and the traded value of the Derivatives shall be taken into account for the purposes of arriving at the value of trade, subject to trading of such Derivatives is permitted by any law for the time being in force.

14.5 Reporting Requirements for Transactions in Securities

14.5.1 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 of the Company as on the date of appointment or becoming a Promoter, to the Company within seven (7) days of such appointment or becoming a Promoter in the format provided at **Annexure-V to the Code**. Changes in shareholding shall be intimated to the Compliance Officer in the format provided at **Annexure-VI to the Code**.

14.5.2 Company, at its discretion shall require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations in the format provided at **Annexure-VI to the Code**.

14.6 Continual Disclosure

Every Promoter, Employee and Director of the Company shall disclose to the Company the number of such Securities acquired or disposed of within two (2) trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions, aggregates to a traded value in excess of Rs. 10,00,000 or such other value as may be specified.

15 PENALTY FOR CONTRAVENTION OF THE CODE

- 15.1** Any Specified Person who trades in Securities or communicates any information for Trading in Securities, in contravention of the Code may be penalized and appropriate action may be taken by the Company in consultation with the Audit Committee of the Board.
- 15.2** Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include monetary fine, wage freeze, suspension, ineligibility for future participation in Employee Stock Ownership Plans, etc. at the sole discretion of the Audit Committee of the Board.
- 15.3** The action taken by the Company in terms of the penalty provisions shall not preclude SEBI from taking any action in case of violation of the Regulations.
- 15.4** This action shall not preclude SEBI from taking any action for violation of the Regulations. To protect the interests of the investors and in the interests of the securities market and for due compliance with the provisions of the Act, regulations made thereunder issue any or all of the following orders, namely:
- Directing the Insider not to deal in Securities in any particular manner.
 - Prohibiting the Insider from disposing of any of the Securities acquired in violation of the Regulations.
 - Restraining the insider from communicating with or counseling any person to deal in Securities.
 - Declaring the transaction(s) in Securities as null and void.
 - Directing the person who acquired the Securities in violation of these regulations to deliver the Securities back to the seller.
 - Directing the person who has dealt in Securities in violation of the Regulations to transfer amount or proceeds equivalent to the cost price or market price of Securities, whichever is higher to the investor protection fund of a recognized stock exchange.

16 INFORMATION TO SEBI IN CASE OF VIOLATION AND CONSEQUENCES OF DEFAULT UNDER THE REGULATIONS

- 16.1** In case it is observed by the Compliance Officer that there has been a violation of the Code by any person, then the violation shall be informed by the Compliance Officer to the Board promptly.
- 16.2** The SEBI may charge a penalty which shall not be less than INR 10 lakhs but which may extend to INR 25 crores or three times the amount of profits made out of Insider Trading, whichever is higher, if any Insider who,—
- (i) either on his own behalf or on behalf of any other person, deals in Securities of a body corporate listed on any stock exchange on the basis of any UPSI; or
 - (ii) communicates any UPSI to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or
 - (iii) counsels, or procures for any other person to deal in any Securities of any body corporate on the basis of UPSI,

17 AMENDMENT

The Board reserves its right to amend or modify the Code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding unless the same is notified in writing.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being, consistent with the provisions laid down under this Code or any contents of this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

18 CONCLUSION

All Specified Persons are advised to familiarize themselves with the Regulations and comply with the same, as well as with the Code; both in letter and in spirit. Specified Persons are also advised to ensure compliance by their Immediate Relatives.

For any assistance or clarifications, kindly contact the Compliance Officer of the Company at vinod.patil@koltepatil.com.

Date : 11 August 2025

FORMAT OF APPLICATION FOR PRE-DEALING APPROVAL**Date : [●]**

To,
The Compliance Officer,
Kolte-Patil Developers Limited,
Pune

Dear Sir / Madam,

Application for Pre-dealing approval in Securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code to Regulate, Monitor and Report Trading by Insiders//Designated Persons, I seek approval to purchase / sell / subscribe to the equity shares of the Company as per details given below :

1.	Name of the Applicant	
2.	Designation	
3.	Number of Securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	PAN	
6.	The proposal is for	Purchase of Securities Subscription to Securities Sale of Securities
7.	Proposed date of dealing in Securities	
8.	Estimated number of Securities proposed to be acquired / subscribed / sold	
9.	Price at which the transaction is proposed	
10.	Current market price (as on the date of the application)	
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 or debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

Singnature

Name:

Designation:

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

UNDERTAKING

To,
The Compliance Officer,
Kolte-Patil Developers Limited,
Pune

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

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code to Regulate, Monitor and Report Trading by Insiders ('Code')) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as Price Sensitive Information for the purpose of the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the Securities of the Company until such information becomes public.

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

I undertake to submit the necessary report within Two (2) trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval, failing which I shall seek pre-clearance.

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

Date : [●]

Singnature

Name:

Designation:

* Indicate number of shares

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : [●]

Designation : [●]

Place : [●]

This is to inform you that your request for dealing in [●] shares of the Company as mentioned in your application dated [●] is approved. Please note that the said transaction must be completed on or before [●] that is within 7 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 two (2) days from the date of transaction / deal. In case the transaction is not undertaken a 'Nil' report shall be necessary. You shall not execute a contra trade within Six (6) months from the date of your present trade.

Yours faithfully,

for **KOLTE-PATIL DEVELOPERS LIMITED**

Compliance Officer

Date : [●]

Encl: [●] Format for submission of details of transaction

FORMAT FOR DISCLOSURE OF TRANSACTIONS

[TO BE SUBMITTED WITHIN 2 DAYS OF TRANSACTION / DEALING IN SECURITIES OF THE COMPANY]

To,
The Compliance Officer,
Kolte-Patil Developers Limited,
Pune

I hereby inform that in furtherance of pre-clearance order dated..... for purchase/sale of..... Shares I

- have not bought / sold/ subscribed any Securities of the Company
- 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 three (3) 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 agree to hold the above Securities for a minimum period of six (6) 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. *(applicable in case of purchase / subscription).*

I declare that the above information is correct and that no provisions of the Company's Code to Regulate, Monitor and Report Trading by Insiders and / or applicable laws / regulations have been contravened for effecting the above said transactions(s).

Date : [●]

Signature : [●]

Name : [●]

Designation : [●]

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the Company: Kolte-Patil Developers Limited

ISIN of the Company: INE094I01018

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6
Name: PAN: CIN/DIN: Address: Contact nos.					

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: Kolte-Patil Developers Limited
 ISIN of the Company: INE094I01018

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2):

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/ Director s/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/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Name: PAN: CIN/DIN: Address: Contact nos.														

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

Name & Signature:

Designation:

Date:

Place: