Policy Title	Code on Unpublished Price Sensitive Information and dealing in securities of the company and Code of Practices and Procedures for Fair Disclosure
Entity	South City Projects (Kolkata) Private Limited *(formerly known as South City Projects (Kolkata) Limited)* ("Company")
Effective Date	From the date of approval by the Board of Directors of the Company i.e., August 3, 2026.
Applicability	This Code is applicable to all Designated Persons, (including immediate relatives of Designated Persons) and Insiders.
Introduction & Purpose	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations**") seek to govern the conduct of insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading Insider Trading involves trading in the listed securities of a company by connected person or any person in possession of or with access to unpublished price sensitive information not available to the general public, who can take advantage of or benefit from such unpublished price sensitive information. Trading in securities by an 'insider' is regarded unfair when it is predicated upon utilization of 'inside' information to profit at the expense of other investors who do not have access to the same information.
Key Terms	1. "**Act**" means the Securities and Exchange Board of India Act, 1992 as amended from time to time. 2. "**Board of Directors**" means the Board of Directors of the Company; 3. "**Code**" means Code on Unpublished Price Sensitive Information and dealing in securities of the company and Code of Practices and Procedures for Fair Disclosure. 4. "**Companies Act**" means the Companies Act, 2013 as amended from time to time; 5. "**Compliance Officer**" means any senior officer, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of Trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be. The term "financially literate" shall mean a person who has the ability to read and understand basic financial statements, i.e., balance sheet, profit and loss account and statement of cash flows.

	6. "**Connected Person**" shall have the meaning set forth in Regulation 2(1)(d) of the PIT Regulations. 7. "**Designated Person(s)"** means (i) Directors of the company (ii) Chief Executive Officer and employees up to two levels below Chief Executive Officer, irrespective of their functional role in the Company or ability to have access to Unpublished Price Sensitive Information; (iii) Promoters & Promoter groups of the Company (iv) Key Managerial Personnel of the Company, if any. (v) Other employees of the Company either for a specific period of time or for an indefinite period of time, based on such person's role, function, designation and seniority in the Company and the extent to which such person has or may have access to Unpublished Price Sensitive Information as determined by Chief Financial Officer/Compliance Officer (vi) All staff involved in Finance and Corporate Legal function of Company or Holding Company as determined by Chief Financial Officer/Compliance Officer on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization; (vii) And such other persons as may be identified by the Board from time to time. 8. "**Generally available Information**" means information that is accessible to the public on a non-discriminatory basis or such other information as defined under Regulation 2(e) of Insider Trading Regulations. 9. "**Immediate Relative**" means a spouse of a person, and includes parents, siblings and child/children of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities or any other person as defined under Regulation 2(f) of Insider Trading Regulations. 10. "**Insider**"- Pursuant to regulation 3(2B) of PIT regulation any person in receipt of Unpublished Price Sensitive Information for legitimate purpose shall be considered as Insider. 11. "**Key Managerial Person**" means person as defined in Section 2(51) of the Companies Act, 2013. 12. "**Legitimate Purpose**" – the following may constitute sharing of information for legitimate purposes:

- 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 or with regulatory bodies, courts, quasi-judicial bodies on the basis of any order issued by them, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations
- includes such other information as may be decided by the Board, from to time.

13. **"Material Financial Relationship"** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions

14. **"Regulations"** means the SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time;

15. **"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 (iii) above; and
    (vi) spouse of the person listed at (iv)

16. "**Securities**" shall mean the Rated, Listed, Secured Non-Convertible Debentures issued by the Company;

17. "**Stock Exchange**" means a stock exchange which is notified by the Central Government in the Gazette or by SEBI, under Section 4 of the Securities Contracts (Regulation) Act, 1956 as a recognized Stock Exchange;

18. "**Trade/Trading**" means and includes subscribing to, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in securities, and "trade" shall be construed accordingly.

19. "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;

20. "**Trading Window**" means a trading period as specified by the Company from time to time for trading in the Company's Securities.

	21. **"Unpublished Price Sensitive Information**" or "**UPSI**" shall have the meaning set forth in Regulation 2(1)(n) of the PIT Regulations. Words and expressions used and not defined in this Code but defined in the PIT Regulations, 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, each as amended from time to time shall have the meanings respectively assigned to them in those legislation.
Compliance Officer	(i) The Company Secretary shall be the Compliance Officer reporting to the Board of Directors, responsible for 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 codes specified in these regulations under the overall supervision of the Board of Directors of the Company. (ii) The Compliance Officer shall ensure proper assistance to any Insider/ employees / directors in addressing any clarifications regarding the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's code of conduct. (iii) The Compliance Officer shall maintain records of all declarations, disclosures, statements and other relevant information received by him under the Code for a minimum period of 5 (five) years from the date of receiving such disclosure/ declaration/information. (iv) The Compliance Officer shall be responsible for making the relevant disclosures to the Stock Exchange, as required under the Regulations. (v) The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearing of Trades (directly or through respective department heads as decided by the Company) as required under the Code, monitoring of Trades for which pre-clearance is sought under the Code and the implementation of the Code under the overall supervision of the Board. (vi) The Compliance Officer shall maintain a record of all the Designated Persons and also changes to the list from time to time. (vii) The Compliance Officer shall be responsible for the approval of Trading Plans (*as defined in Clause 4 below*). The Compliance Officer shall also be responsible for

	notifying the Trading Plans to the Stock Exchanges. Further, the Compliance Officer shall be authorized to defer the commencement of Trading Plans where 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. (viii) The Compliance Officer shall maintain a record of Trading Window (*defined below*) from time to time. (ix) The Compliance Officer shall be empowered to grant relaxation from strict application of restriction on contra trades basis reasons recorded in writing, where the relaxation does not violate the Regulations. (x) The Compliance Officer shall assist all the Designated Persons and their Immediate Relatives in addressing any clarifications regarding the Regulations and the Code. (xi) The Compliance Officer shall report to the Board. The Compliance Officer shall submit his report to the chairman of the audit committee atleast once in a financial year , and in addition, at such frequency as may be stipulated by the Board. (xii) The Compliance Officer shall maintain a Structured Digital Database ("**SDD**") containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under PIT Regulations for legitimate purpose, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available and giving of due notice to such insiders to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. (xiii) The aforesaid digital database is to be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the SDD shall be preserved till the completion of such proceedings.
Preservation of "Unpublished Price Sensitive Information"	(i) All UPSI is to be handled on a "Need to Know" basis, i.e., UPSI should be disclosed only to those within and outside the Company 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 likelihood of misuse of the Information.

	(ii) To prevent the misuse of confidential information the Company adopts a 'Chinese Wall' policy thereby separating those areas of the Company which routinely have access to confidential information, considered as 'inside areas' from other departments providing support services, considered as 'public areas.' (iii) The employees in the inside areas shall not communicate any UPSI to anyone in public areas and may be physically segregated from employees in the public areas. Demarcation of various departments as 'inside area' may be implemented by the Company. (iv) In exceptional circumstances i.e. in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, any designated person may be permitted to 'cross the wall' and give UPSI to any person on a 'need to know' basis, under intimation to the compliance officer. (v) No insider shall communicate, provide, or allow access to any UPSI, 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. (vi) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or in any other manner which is contrary to Regulation 3 of the Regulations.
Prevention of Misuse of "Unpublished Price Sensitive Information"	All Designated Persons shall be subject to trading restrictions enumerated herein: (i) Trading Plan: An insider specifically those in perpetual possession of UPSI 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. (ii) Trading Plan shall: (a) not entail commencement of trading on behalf of the insider earlier than 120 (One hundred and twenty) calendar days from the public disclosure of the plan; (b) not entail overlap of any period for which another trading plan is already in existence; (c) set out either the value of trade to be effected or the number of securities to be traded; or the nature of the trade; or either specific date or time on not

	exceeding five consecutive trading days; (d) have a 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 in the PIT Regulations (e) not entail trading in securities for market abuse. (iii) The Compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations. He shall be entitled to seek such express undertakings as may be necessary to enable such an assessment and to approve and monitor the implementation of the plan. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. (iv) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to 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. Provided, the implementation of the trading plan shall not be commenced if any UPSI is in possession of the Insider at the time of formulation of the plan and the said information has not become generally available at the time of the commencement of implementation. 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 the 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 the trading plan, the following procedure shall be adopted: (a) 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. (b) 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 theCommittee, if any or the Board in the immediate next meeting. They shall decide whether such non-implementation (full/partial) was bona fide or not. (c) The decision of the Committee or the Board shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed (d) In case the Committee, if any or the Board of Directors does not accept the submissions made by the insider, then the compliance officer shall take

	action as per the Code of Conduct. (v) The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the same day of approval.
Trading Window	(i) Other than the period(s) for which the 'Trading Window' is closed as prescribed hereunder, the same shall remain open for trading in the Securities of the Company. (ii) The trading window shall be closed when the Board determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information and shall remain closed during the time the Unpublished Price Sensitive Information remains unpublished. The timing for re-opening of the Trading Window shall be determined by the Compliance Officer after taking into account various factors including whether the Unpublished Price Sensitive Information is question is Generally Available Information and being capable of assimilation by the market, which in any event shall not be earlier than 48 (forty-eight) hours after the Unpublished Price Sensitive Information becomes Generally Available information. (iii) Trading window may be closed by the Company during such times in addition to the above period as it may deem fit from time to time including when the compliance officer determines that a Designated Persons can be reasonably expected to possess UPSI. It may be noted that for unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed. (iv) The Compliance Officer shall notify a 'Trading Window Closure' during which the Designated Persons or their immediate relatives shall not Trade in the Company's listed securities till the end of 48 hours after UPSI disclosed in public domain or become Generally Available Information. The said intimation shall also be filed with the stock exchange(s) and uploaded on the website of the Company. (v) The trading window for every Insider shall remain closed from the end of every quarter till 48 hours after the declaration of financial results. Non-Receipt of Communication with respect to window closure after the end of quarter shall not be treated as a justification for violation of this provision. The posting of the said notice shall be sufficient to presume that Designated Persons are aware of trading window closure (vi) The trading window closure restrictions shall not apply in the cases specified under

	Regulation 4 of Insider Trading Regulation, as amended from time to time. (vii) The provisions for trading window shall also be applicable to any person who has a contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
Pre- clearance of Trades	(i) All designated persons of the Company, who intend to trade in the securities of the Company, when the trading window is open, subject to pre-clearance by the Compliance Officer, where the value of proposed trade, whether in one transaction or series of transaction, during any calendar quarter, exceeds Rupees 10 Lakhs (Rupees Ten Lakhs only, will have to make an application to the Compliance Officer in the prescribed form **Annexure 1**. (ii) An undertaking in prescribed form under **Annexure 2** shall also be executed in favour of the Company by such designated persons and given to the Compliance officer incorporating, inter-alia, the following clauses, as may be applicable: (a) That the designated person does not have any access or nor has he/she received "UPSI" up to the time of signing the undertaking. (b) That in case the designated person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he / she shall inform the Compliance Officer of the change in his position and that he / she would completely refrain from trading in the securities of the company till the time such information becomes public. (c) That he / she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time. (d) That he / she has made a full and true disclosure in the matter. (e) That he/she will go ahead with the transaction only after receiving the clearance required.
Other Restrictions	(i) All Designated Persons of the Company and their Immediate Relatives shall execute the trade in respect of the securities of the Company within 7 (seven) Trading Days after the approval of pre-clearance is given, failing which, fresh pre-clearance for trades to be executed shall be obtained. (ii) All Designated Persons of the Company and their Immediate Relatives shall disclose to the Company in the prescribed Form as provided in **Annexure 3** as

	below: (a) the number of securities acquired or disposed of for which pre-clearance is obtained within 2 (two) trading days of such transaction. (b) the number of securities not traded for which pre-clearance is obtained including reasons for such decision within (2) two trading days of completion of 7 (seven) trading days after the approval of pre-clearance is given. (c) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions. (d) Any Designated person who is permitted to trade shall not execute a contra trade within six months. In case any contra trade is executed, inadvertently or otherwise, in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
Reporting requirements for transactions in securities:	**Initial Disclosure:** (i) Every person on appointment as key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter in the prescribed form A provided under Annexure 4. **Continual Disclosure** (i) Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company in the prescribed form B under Annexure 5 the number of securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rupees Ten lakhs. **Annual Disclosure** (i) Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes: (a) Immediate Relatives; (b) persons with whom such Designated Person(s) shares a material financial

	relationship; and (c) Phone, mobile and cell numbers which are used by them. In addition, the names of educational institutions from which Designated Persons have graduated, and names of their past employers shall also be disclosed on a one- time basis. Provided that the above information shall be provided to the Manager as per the format set out in **Annexure 6** within 7 (seven) days from the date of listing of securities or the end of financial year or the information changes, as the case may be. **Disclosure by the Company to the Stock Exchange(s)** (i) Every company shall notify the particulars of trading by designated persons to the stock exchange on which the securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information. **Disclosure by other Connected Persons:** (i) The Compliance Officer may at his/her discretion necessitate such other Connected Person or Insider, who holds Listed Securities of the Company to disclose holding and trading in Form C (indicative form) provided under **Annexure 7** or such other form/format as may be notified, at such frequencies for monitoring compliance. The Compliance Officer shall maintain records of all the declarations in the appropriate form given by Designated Persons for a minimum period of 5 (five) years.
Code of Practices and Procedures for Fair Disclosure in respect of the Company	The PIT Regulations mandates every listed company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. (i) The Compliance Officer of the Company is responsible for dissemination of information and disclosure of UPSI. (ii) The Compliance Officer is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of unpublished price sensitive information to stock exchanges, shareholders, analysts and media and for educating Company's staff on disclosure policies and procedure. (iii) All the unpublished price sensitive information is to be handled on "*need to know basis*", i.e., 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. All the non-public information directly received by any employee should immediately be reported to the Compliance Officer. **Prompt disclosure of UPSI:** (i) The Company shall ensure that any event which has a bearing on the price of the listed securities of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the applicable law. (ii) To ensure that the information is disseminated in a uniform manner, the Company will transmit the information to all the stock exchanges at the same time. **Disclosure with reference to Analysts/ Media**: (i) All UPSI shall be first communicated to the stock exchanges before the same is shared with analyst & research personnel. (ii) Transcript of the meetings/conference calls with analysts shall be furnished to the stock exchanges and then posted on Company's website. **Responding to Market Rumors**: (i) The Compliance Officer and any other spokesperson shall give an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and making disclosures.
Penalty for contravention of code of conduct	(i) Any Insider who deals in securities or communicates any information for trading in securities in contravention of the provisions of this code will be penalized and appropriate action will be taken against them by the Company based on the decision of the Board of Directors after giving reasonable opportunity of being heard. (ii) They shall also be subject to disciplinary action including wage freeze, suspension, ineligibility for future participation in ESOP etc., as decided by the Board of Directors. (iii) In case the Board of Directors observes that there has been a violation of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, it shall inform the Securities Exchange promptly.

Miscellaneous	(i) The Board of Directors shall be empowered to amend, modify and interpret the Code. (ii) The Compliance Officer shall provide the Committee, if any or to the Board on a quarterly basis, all the details of Trading in Securities by the Designated Persons including any violations of the Code. (iii) The Compliance Officer shall maintain (a) updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of 5 (five) years. (iv) The Code shall not contradict with the provisions of Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015, and any other applicable laws. In case of any discrepancy, the provisions of applicable law shall prevail over the provisions of this Code. (v) Notwithstanding the above, this Code will stand amended to the extent of any change in applicable law, Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015 and PIT Regulations, without any action from the Company or approval of the Security holders of the Company. (vi) All employees of the Company and Designated Persons shall provide a declaration cum undertaking within 30 days of this Code becoming applicable or within 30 days from the date of becoming a Designated Person as per format set out in **Annexure 8**. (vii) The Compliance Officer, in consultation with the Chief Executive Officer, if any, and Chief Financial Officer may prescribe the forms or declarations format to be given by the Designated Persons, from time to time in addition to the forms prescribed under the PIT Regulations and this Code for effective compliance of the PIT Regulations and this Code. (viii) It is the duty of every Insider to comply with this Code and PIT Regulations as may be amended from time to time.
Amendments and Review	The Policy will stand amended to the extent of any change in applicable law, without any action from the Company or the approval of the Security holders. The Policy shall be reviewed periodically on the recommendation of the Committee, if designated any, or the Board of Directors of the Company to assess its effectiveness.

Annexure 1
APPLICATION FOR PRE-TRADING APPROVAL

To
The Compliance Officer,

South City Projects (Kolkata) Private Limited
(formerly known as South City Projects (Kolkata) Limited) ("**Company**")

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Code, I seek approval to purchase / sell / subscribe __Company's Securities as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of Company's Securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	The proposal is for	(a) Purchase of Company's Securities (b) Subscription to Company's Securities (c) Sale of Company's Securities
6.	Proposed date of trading in Company's Securities	
7.	Estimated number of Company's Securities purchased/subscribed/sold	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off- market trade	
10.	Folio No. / DP ID / Client ID No. where the Company's Securities will be credited / debited	

I enclose herewith the undertaking signed by me.

Signature:
Name:
Date:
Place:

Annexure
2

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- CLEARANCE

To,

The Compliance Officer,
South City Projects (Kolkata) Private Limited
(formerly known as South City Projects (Kolkata) Limited) ("**Company**")

I _____, _____ of the *[insert name of entity)* residing at _____, am desirous of trading in Company's Securities as mentioned in my application dated for pre-clearance of the transaction.

I further declare that I am not in possession of any Unpublished Price Sensitive Information up to the time of signing this undertaking.

In the event that I have access to or receive any Unpublished Price Sensitive Information 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 trading in Company's Securities 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 declare that I will only sell/purchase the Securities of the Company for the reasons as mentioned in the application and will not buy/sell the Securities of the Company during the period Trading Window is closed.

In the event of this transaction being in violation of the Code or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its Subsidiaries and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

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.

If approval is granted, I shall execute the Trade within seven Trading Days of the receipt of approval failing which I shall seek pre-clearance afresh.

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

Signature:
Name:
Date:
Place

Annexure 3

DISCLOSURE OF TRANSACTIONS

(To be submitted within two Trading Days of transaction / trading in Company's Securities)

To
The Compliance Officer,
South City Projects (Kolkata) Private Limited
(formerly known as South City Projects (Kolkata) Limited) ("Company")

I hereby inform that I

- have not bought / sold/ subscribed any Securities of Company or
- have bought/sold/subscribed to Company's Securities as mentioned below on *[Note: Insert date]*

[Note:

Strike-out whichever is not applicable]

Name of holder	No. of Company's Securities traded	Bought / sold / subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

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

Signature:
Name:
Date:
Place:

Annexure 4

FORM A

[Regulation 7(1)(b) read with Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - Disclosure on becoming a director/KMP/Promoter]

Name of the Company:
ISIN(s) of the Company:

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director of the 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 e.g. Shares, Warrants, Convertible Debentures etc.)	No.	

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 Listed Company held on appointment of Key Managerial personnel (KMP) or Director of the Company 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 Securities (contracts* lot size)	Notional value in Rupee terms	Contract specifications	Number of Securities (contracts * lot size)	Notional value in Rupee terms

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

Signature:
Name
:
Designation:
Date:
Place:

Annexure 5

FORM B

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

Details of change in holding of Securities of 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 (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		Date of intimation to Manager	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 security (For eg. Shares, Warrants, Convertible Debentures	No. and % of shareholding	Type of security (For e.g. Shares, Warrant, Convertible Debentures	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke / Invoke	Type of security (For e.g. Shares, Warrants, Convertible Debentures	No. and % of shareholding	From	To			

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

Annexure 6

Disclosure - Securities Holding and Immediate Relatives, Etc.

To,
The Compliance Officer,
South City Projects (Kolkata) Private Limited
(formerly known as South City Projects (Kolkata) Limited) ("Company")

I S/o /D/o, Director / Employee do hereby confirm and disclose that -

(i) The following persons are my Immediate Relatives:

Sr. No.	Self and Name of the Immediate Relative	PAN	Relationship	Phone/ Mobile No.	Securities Holding
1					

(ii) I share the material financial relationship with following persons immediately preceding 12 months;

Sr. No.	Name	PAN	Relationship	Phone / Mobile No.	Securities Holding
1.					

(iii) I also inform that the following are my graduation and past employment details;

Sl. No.	Name of the Institution/University	Education Major	Graduated in the year

Sl. No.	Name of the Company	Designation	Year of Employment

(iv) I also inform that in case of any change in the abovementioned list in point (i) & (ii), I shall intimate the same in writing to the Compliance Officer.

Name of Director/Employee:
Employee Code:
Designation:
Company/Department:
Signature of Director/Employee:
Place:
Date:

***** *"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.*

 # "Material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but excluding the relationships in which the payment is based on arm's length transactions.

Annexure 7

FORM C (Indicative format)

[Regulation 7(3) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - Transactions by Other connected persons as identified by the Company]

Details of trading in securities by other connected persons as identified by the Company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition /disposal		Date of allotment advice/ acquisition of shares/ 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.)	Exchange on which the trade was executed
		Type of security (eg Shares, Warrants, Convertible Debentures etc.	No. and % of share holding	Type of security (For e.g. Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy / Sale / Pledge/ Revoke / Invoke)	Type of security (For e.g.- Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To			

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 Securities (contracts * lot size)	Notional Value	Number of Securities (contracts * lot size)	

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

Name:

Signature:

Place:

Date:

Annexure 8
DECLARATION CUM UNDERTAKING

To,

The Compliance Officer,
South City Projects (Kolkata) Private Limited
(formerly known as South City Projects (Kolkata) Limited) ("Company")
Dear Sir,

With reference to the captioned subject, I hereby declare that:

1. I have received the Code on unpublished price sensitive information and dealing in Securities by the parties to the Company ("**Insider Code**" or "**Code**") and have read and understood the same and I undertake to abide by the same.

2. I have read and understood the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and do confirm and declare that I shall not violate the same in any manner whatsoever.

3. In case I have access to or receive any "Unpublished Price Sensitive Information", I shall completely refrain from dealing in Company's Securities till the time such information becomes public.

4. I have/will made/make a full and true disclosures regarding trading accounts and Securities holding in my name and in the name of my dependent relatives, Concern(s), Firm(s), HUF(s), Trust(s) or Association of Person(s) in which I or my dependent relatives has a stake of more than 10%.

5. I undertake not to pass on Unpublished Price Sensitive Information directly or indirectly to any persons or by way of making a recommendation for the purchase or sale of Company's Securities. I also undertake not to use price sensitive information to buy or sell Company's Securities of any sort, whether for my own account, my dependent relative(s) account, Company's account or a client's account.

Name of Designated Person/Employee:
Date of Joining:
Name of the Company:
Department:
Signature of Designated Person / Employee:
Place:
Date: