

S P APPARELS LIMITED

**CODE FOR PROHIBITION OF
INSIDER TRADING**

CODE OF CONDUCT FOR THE PROHIBITION OF INSIDER TRADING

INTRODUCTION

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, (*hereinafter referred to as "Insider Trading Regulations"*) the Board of Directors of the Company in its meeting held on 14.11.2016 approved the "Code of Conduct for Prevention of Insider Trading". The amendments to the Code have been approved by the Board of Directors of the Company on February 13, 2019 to be in line with the amendments made by SEBI on December 31, 2018.

The objective of the Code is to prevent dealing in securities of the Company by an Insider either on his own behalf or on behalf of any other person, on the basis of unpublished price sensitive information.

All companies must have their internal code "which should not dilute the minimum standards set for the Regulation, Monitoring and Reporting of Trading by Insiders, as provided in Schedule B of the Insider Trading Regulations in any manner (Regulation 9(1) and 9(2) of the Insider Trading Regulations).

In substitution of the code and in order to find tune it in line with the amendments as prescribed by SEBI in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015, the Code of Conduct is reviewed from time to time.

1. THE PRINCIPLES AND OBLIGATION:

The Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Promoter and Person who is part of Promoter Group, Director and Designated Employees of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Promoter and Person who is part of Promoter Group, Director/Chief Executive Officer/Chief Financial Officer/Senior Management Personnel/ other designated employees and their immediate relatives shall use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, S.P.APPARELS LIMITED (*hereinafter referred to as "The Company"*) hereby notifies that this code of conduct is to be followed by all Promoter and Persons who are part of Promoter Group, Directors/ other designated employees and their immediate relatives of the company

2. APPLICABILITY:

This Code shall be applicable to Promoters/Directors/ designated persons and their immediate relatives of the Company.

3. DEFINITIONS :

I.1. "Act" means the Securities and Exchange Board of India Act, 1992.

I.2. "Board" means the Board of Directors of the Company.

I.3. "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of S. P. APPARELS LIMITED as amended from time to time.

I.4. "Company" means S. P. APPARELS LIMITED

I.5. "Compliance Officer" means Ms. K. Vinodhini Compliance Officer of the Company reporting to the Board of Directors 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 Company.

I.6. "Connected Person" shall generally include:

i) any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

a. an immediate relative of connected persons specified in clause (i); or

b. a holding company or associate company or subsidiary company; or

c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or

d. an investment company, trustee company, asset management company or an employee or director thereof; or

- e. an official of a stock exchange or of clearing house or corporation; or
- f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- i. a banker of the Company; or
- j. a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of a Company or his immediate relative or banker of the Company, has more than ten percent of the holding or interest;

I.7. “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.

I.8. “Director” means a member of the Board of Directors of the Company.

I.9. “Designated Persons” cover the following:

(i). Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body.

(ii). Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors.

(iii). All promoters of listed companies and promoters who are individual or investment companies for intermediaries or fiduciaries.

(iv). Chief Executive Officers and Employees upto two levels below Chief Executive Officers of such listed company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information.

(v). Any support staff of listed company, intermediary or fiduciary such as IT staff, secretarial staff, financial staff, etc., who have access to unpublished price sensitive information.

I.10. “Employee” means every employee of the Company including the Directors in the employment of the Company.

I.11. "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.

I.12. "Insider" means any person who is,

i) a connected person; or

ii) in possession of or having access to unpublished price sensitive information.

I.13. "Key Managerial Person" means person as defined in Section 2(51) of the Companies Act, 2013

I.14. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:

I.15. "Regulations" shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

I.16. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

I.17. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

I.18. "Trading Window" means the period during which trading may be carried out in Company's securities by the Designated Persons.

I.19. "Trading Plan" ("TP") means a plan for dealing in securities of the Company for a period not less than 12 months by an insider.

I.18. "Trading Day" means a day on which the recognized stock exchanges are open for trading;

I.19. "Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions, changes in key managerial personnel, and/or any such other information which may affect the price of securities

I.20. Other terms not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

II. CODE

1. COMPLIANCE OFFICER:

The Company Secretary of the Company shall be the Compliance Officer for setting forth the policies and procedures and to implement and monitor adherence to this 'Code of Conduct' and applicable laws and regulations and policies and procedures. The Compliance Officer shall report to the Board.

The Compliance Officer under this Code shall be responsible for:

(i) compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of unpublished price sensitive information;

(ii) pre-clearing of Designated Employees' trades in the company ;

(iii) monitoring of trades in Company and the implementation of this Code of Conduct as well as the provisions of SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time, under the overall supervision of the Board.

(iv) The Compliance Officer shall maintain a record of the Designated Employees and any changes made in the list of Designated Employees.

(v) The Compliance Officer shall place before the Chairman of the Audit Committee on a quarterly basis, all the details of dealing in securities by the Directors / Designated Employees and the accompanying documents that such persons had executed under the pre-dealing procedure envisaged in this code of conduct.

(vi) The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

2. INFORMATION TO BE PROVIDED ON A NEED TO KNOW BASIS:

Unpublished price sensitive information is to be handled on a "need to know" basis, Unpublished price sensitive information 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 rise to a conflict of interest or appearance of misuse of the information.

If, in the performance of duties, it becomes necessary for the Employee to disclose any price sensitive information to any person outside the Company, e.g., Advisors, Auditors, Consultants, Merchant Bankers, Share Transfer agent etc., the Employee shall inform the Compliance Officer of the Price Sensitive Information proposed to be disclosed and shall ensure that the concerned Advisor, Auditor, Consultant, Merchant Banker, Share transfer agent, etc., executes a Non Disclosure Agreement with the Company in such format as may be prescribed by the Company.

CHINESE WALL:

No Insider shall communicate Unpublished Price Sensitive Information to any other person except on a need-to-know basis for furtherance of the Insider's legitimate purposes by permitting such other person to cross the Chinese Wall.

3. PRESERVATION OF PRICE SENSITIVE INFORMATION:

No person shall either on his own behalf or on behalf of any other person, deal in the securities of the Company when in possession of any unpublished price sensitive information.

No person shall communicate, counsel or procure directly or indirectly any unpublished price sensitive information to any person who while in possession of such unpublished price sensitive information shall not deal in the securities of the company.

Designated Employees shall maintain the confidentiality of all Price Sensitive Information. They shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of the securities of the company.

4. PREVENTION OF MISUSE OF "PRICE SENSITIVE INFORMATION

All directors/designated employees of the Company shall be subject to trading restrictions as enumerated below:

i. All directors / Designated Employees and their immediate relatives shall trade in the securities of the Company only during a specific trading period called "Trading Window" to be specified by the Company. All directors / designated employees and their immediate relatives shall be prohibited to trade in the securities of the Company during the time the information referred to in sub-clause (iii) below is unpublished and during the period the trading window is closed.

ii. The trading window shall remain closed at the time of

- (a) Declaration of financial results (quarterly, half-yearly and annually).
- (b) Declaration of dividends (interim and final).
- (c) Issue of securities by way of public/rights/bonus etc.
- (d) Any major expansion plans or execution of new projects.
- (e) Amalgamation, mergers, takeovers and buy-back.
- (f) Disposal of whole or substantially whole of the undertaking.
- (g) Any changes in policies, plans or operations of the company.
- (h) Such other information as specified by various law, rules and regulations and ascertained by the Compliance Officer for this purpose.

iii. The Trading Window shall remain closed from the last day of every quarter and the timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available. 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.

5. OTHER RESTRICTIONS

i. All directors/designated employees and their immediate relatives shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, the employee/director must pre-clear the transaction again.

ii. All Directors / designated employees and their immediate relatives who buys or sells any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction

iii. He shall also not take positions in derivative transactions in the shares of the Company at any time.

iv. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer. (Application for Waiver is at Annexure IV.)

6. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

All designated employees / persons connected with the Company will have to forward details of their securities transactions including the statement of their dependent family members to the Compliance Officer in the following manner:-

(i) Every promoter, key managerial personnel and director of the Company shall disclose his holding of securities of the Company and that of his immediate relatives as on the date of the Insider Trading regulations taking effect i.e. 15.05.2015, to the Company within thirty days of these regulations taking effect i.e. by June 15, 2015 in Form A at Annexure V;

(ii) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company and that of his immediate relatives as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in Form B at Annexure VI.

(iii) Statement(s) in Annexure VIII disclosing the total number of shares or voting rights held, by him and / or immediate relative(s) as at the end of the financial year of the Company, within 30 working days the end of the financial year. This is irrespective of whether there is any change in the holdings.

(iv) Every promoter, designated employee and director of every Company shall disclose to the Compliance officer in Form C at Annexure VII the details of securities of the Company acquired or disposed of within two trading days of such transaction either by himself or by his immediate relatives if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Ten Lakh Rupees.

(v) The compliance Officer shall maintain records of all declarations in the form given by the Directors / Officers / Designated Employees for a minimum period of five years.

The disclosures are summarized below:

I. Initial Disclosures

By whom	What to be disclosed	When to be Disclosed	Form
Promoter/ Directors/KMPs	Number of shares or voting rights held as on 15.5.2015 by self and immediate relatives	By 15.06.2015	A
Promoter/ Directors/KMPs	Number of shares or voting rights held on the date of becoming a Promoter / Director / KMP by self and immediate relatives	Within seven days of such appointment	B
All Designated Employees	Statement of Holdings of self and immediate relatives	Within 30 working days of March 31	Annexure VIII

II. Continual Disclosures

By whom	What to be disclosed	When to be disclosed	Form
Promoter / Director / Designated Employee of the Company	The details of securities of Company acquired or disposed of either by himself or by his immediate relatives if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Ten Lakh Rupees.	Within 2 trading days of Acquisition or sale of Shares or voting rights, as the case may be.	C

7. DISCLOSURE OF INFORMATION BY COMPANY

The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure under Clause 11(iv) above or from the date of becoming aware of such information.

The Disclosure of the incremental transactions after any disclosure under this Clause shall be made when the transactions effected after the prior disclosure cross the threshold specified in Clause 11(iv) above.

8. TRADING PLAN

(a) Importance of Trading Plan

- ✚ All Insiders may formulate a Trading Plan ('TP') and the same, if formulated shall be approved by the Compliance Officer subject to compliance of Code and Regulations.
- ✚ By virtue of Trading Plan, the Insider can plan for trades to be executed by him/her in future.
- ✚ No pre-clearance would be required for dealing in the securities of the Company once the Trading Plan gets approved.

(b) Requisites of Trading Plan

- ✚ A trading shall be executed on expiry of six months from the date of public disclosure of the Trading Plan.
- ✚ Trading as per TP shall not take place between 20th trading day prior to the last day of the financial period for which the results are required to be announced by the Company and 2 (two) trading days after the disclosure of such financial results.
- ✚ Designated Person shall give one Trading Plan at a time and the same shall not be less than 12 months i.e. there cannot be any overlapping of Trading Plans.
- ✚ Trading Plan shall set out either the value of trades or the number of securities to be traded, along with specific dates and time intervals.
- ✚ Trading on the basis of Trading Plan should not lead to market abuse.

(c) Approval of Trading Plan

- ✚ The Compliance Officer shall review the Trading Plan to assess whether such plan has any potential and in not in violation of the Regulations and shall be entitled to seek such express undertakings as may be considered necessary including but not limited to the effect that the applicant is not in possession of UPSI.

- ✚ On the basis of such assessment, the Compliance Officer shall within 15 days of the receipt of Trading Plan, approve or disapprove any trading plan so submitted. In case of dis-approval the Compliance Officer shall record the reasons for the same.

(d) Notification to Stock Exchange(s)

The Compliance Officer shall notify the particulars of the approved Trading Plan to the stock exchange(s) where its securities are listed.

(e) Execution of Trading Plan

- ✚ Trading Plan once approved shall be irrevocable and has to be mandatorily implemented without any deviation.
- ✚ The implementation of the Trading Plan shall be deferred if any UPSI in possession at the time of formulation of the plan has not become generally available at the time of commencement of implementation of such plan.

9. PRE-CLEARANCE & TRADES

(a) When the Trading Window is open, trading by all directors / designated persons in the securities of S P Apparels shall be subject to preclearance by the Compliance Officer, if the value of the proposed trade(s) is above a minimum threshold limit of 750 shares over any calendar quarter, or such other limits as the Board may stipulate. No Director / Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed. The application for pre clearance shall be made in **Form E** to the compliance officer.

(b) While seeking Pre clearance all Directors / Designated Employees shall submit a declaration in **Form F** to the Compliance Officer confirming that he does not possess any UPSI. In case the Director or the designated employee has access to or receives “Price Sensitive Information” after the signing of the undertaking, but before the execution of the transaction he or she shall inform the Compliance Officer of the change in his position and that he or she would completely refrain from dealing in the securities of the Company till the time such information becomes generally available. He or She shall further undertake that he or she has not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time and that he or she has made a full and true disclosure in the matter.

(c) In case the Compliance Officer wishes to deal in the securities of S P Apparels, he/she would have to make the application in the prescribed **Form E** to the Managing Director of the Company.

(d) The Order in respect of securities shall be executed within seven (7) trading days after approval is granted by the Compliance Officer, failing which fresh pre-clearance would be needed for the trades to be executed. He shall report the execution of such Orders in **Form G** to the Compliance Officer within 2 days of the execution of the Order.

(e) A Designated Person who is permitted to trade shall not execute a contra trade within a period of six (6) months following the prior transaction. Relaxation may be given from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such 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.

(f) He shall also not take positions in derivative transactions in the shares of the company at any time.

10. SUBMISSION OF INFORMATION:

(i) All Designated persons shall be required to disclose names and Permanent Account Number of the following persons to the Compliance Officer 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
- (c) Phone, mobile and cell numbers which are used by them

Explanation–The term “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 shall exclude relationships in which the payment is based on arm’s length transactions.”

(ii) In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed within 30 days of April 01, 2019 on a one time basis.

11. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

- ✚ Any contravention of these Regulations shall be dealt with by SEBI in accordance with the SEBI Act, and rules made there under.
- ✚ Any Designated Person contravening the Code will be liable to penalty and appropriate disciplinary action including remuneration freeze, suspension, dismissal, recovery, claw back etc. as may be decided by the Chairman of the Board in consultation with the Compliance Officer. Such disciplinary action shall be recommended by the Audit Committee and approved by the Board.
- ✚ The action by Company shall not preclude SEBI from taking any action in case of violation of Regulations.

12. AMENDMENT TO CODE OF CONDUCT

The Board of Directors of S.P.Apparels Ltd reserves the right to add, amend, modify this Code of Conduct as and when it deems appropriate.

13. SAVINGS CLAUSE

If any rules under the code are in conflict with or inconsistent with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, then the SEBI (Prohibition of Insider Trading) Regulations, 2015 as modified/ amended from time to time, shall prevail and shall deemed to have been included in this code.

Annexure 1
Application for Pre-clearance

(For use by Promoters / Directors/ Designated Persons to deal in the securities of Company)

To,
The Compliance Officer
..... Limited

Dear Sir,

I / my immediate relative am desirous of dealing in the below-mentioned securities of the Company in my own name or on behalf of my immediate relative(write name of family member and relationship) and seek your approval to acquire/ purchase/ sell them

Type of Security	No. of Shares	Market Price on date of Application (To give last trading day's closing price)	Nature of Trade Buy / Sell	Date by which trade is proposed to be executed	Folio No./ DP ID No./Client ID No. Along with the name of depository	Present Holding (No. of Shares)	
Equity shares						Physical	Demat

My undertaking for the purpose of pre-clearance is attached herewith. I/ my immediate relative is aware that if the order is not executed within seven trading days after the approval is given, I would have to pre-clear the transaction again.

I have made full and true disclosure in this application.

Signature:

Name:

Designation:

Department:

Annexure I

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

Undertaking

In compliance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code for Prohibition of Insider Trading, I, _____ (Name of the Designated Person) hereby undertake/declare that:

1. I do not have any access to or have not received any “Price Sensitive Information” upto the time of signing this undertaking.
2. In case I have access to or receive any “Price Sensitive Information” after the signing of this undertaking but before the execution of the deal, I shall inform the Compliance Office of the change in the position and that I would completely refrain from dealing in Securities till the time such information is made available to public by Company.
3. I have not contravened the Code as notified by the company from time to time.
4. I have made full and true disclosure in the matter.

Signed this _____ day of _____, 20__

Signature:

Name:

Designation:

Department:

ANNEXURE II

FORMAT FOR PRE-DEALING APPROVAL LETTER

Date: _____

Approval No: __ of __

To,

Mr. /Mrs. _____

Emp No. : _____

Designation: _____

PRE-DEALING APPROVAL/DISAPPROVAL -Your application Dtd. _____

Dear Mr. /Mrs. _____

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application. This approval letter is valid till _____ (i.e. for {7 trading days}). If you do not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within four {4} days from the date of transaction/deal. In case the transaction is not undertaken a “Nil” report shall be necessary.

Yours truly,

Compliance Officer

Annexure III

Format for Confirmation of Trades executed, pursuant to pre clearance

From:
Name:
Designation:

To
The Compliance Officer
.....Limited

Dear Sir,

Pursuant to your pre clearance datedI / my immediate relative have dealt in the below-mentioned securities of the Company in my own name or on behalf of my immediate relative(write name of family member and relationship)

Type of Security	No. of Shares	Price at which transacted	Nature of Trade Buy / Sell	Date on which executed	Folio No./ DP ID No./Client ID No. Along with the name of depository	Present Holding (No. of Shares)	
Equity shares						Physical	Demat

I hereby confirm that I did not have have any access to or have not received any “Price Sensitive Information” upto the time of execution of this transaction.

I have made full and true disclosure in the matter.

Signature:

Name:

Designation:

Department:

ANNEXURE IV

(Declaration by Designated Person(s) and dependent family members under Code for Prevention of Insider Trading for permission to sell within 6 months days of purchase / sale)

From:

Shri/Smt: _____

Designation: _____

Employee No.: _____

To:

The Compliance Officer

..... Ltd

Dear Sir,

Sub: PERMISSION FOR DO CONTRA TRADE WITHIN 6 MONTHS OF PREVIOUS TRANSACTION

In terms of the captioned subject the details of my/immediate relative member(s) Shri/Smt. _____, purchased shares of the company as specified below:

Date of Purchase	Number of Shares	Pre-Clearance and Date	No	DP ID/ Client ID

Whereas in terms of the requirement of Code for prevention of Insider Trading, shares are required to be held for a period of at least 6 months from the day of purchase, however, on account of the exigent circumstances mentioned hereunder, I desire to dispose the shares forthwith:

In view of the aforesaid I earnestly request that the Company accords its approval to my request for sale.

Thanking you,

(SIGNATURE)

ANNEXURE V

FORM A

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

Name of the company: _____ ISIN

of the company: _____

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors / Immediate relative to / Others etc	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5

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

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

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE VI

FORM B

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

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors / Immediate relative to / Others etc	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5

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

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

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE VII

FORM C

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

Name of the company: _____ ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & addresses with contact nos	Category of Person (Promoters / KMP / Directors / Immediate relative to / others etc.)	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice / acquisition of shares / sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Value	Transaction Type (Buy/Sale/Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place:

Annexure VIII

**ANNUAL STATEMENT OF HOLDINGS OF DIRECTORS / OFFICERS /
DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES**

Date:

To,

The Compliance Officer
..... Limited

STATEMENT OF SHAREHOLDINGS IN

As on _____, I along with my immediate relatives, hold the Securities of the Company,
details whereof are as under:

Description of Security:

Name of the Holder	Physical Holdings		Electronic Holdings		
	Folio No	Total Holdings	DP ID	Client ID	Total Holdings

Yours truly,

Signature: _____

Name: _____