



TD POWER SYSTEMS LIMITED

Corporate Identity Number (CIN): L31103KA1999PLC025071
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CODE OF CONDUCT UNDER REGULATION 9(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

(Effective from 15th May 2015)



A. SHORT TITLE, APPLICABILITY AND COMMENCEMENT:

- (i) This Code of Conduct may be called as 'The Code of Conduct to regulate, monitor and report Insider Trading' in respect of the equity shares of TD Power Systems Limited ('the Company').
- (ii) This Code of Conduct shall be applicable to all 'Directors', 'Key Managerial Personnel' and 'Designated Employees' of the Company, the 'Insiders' and 'Connected Persons' as defined in this Code.
- (iii) This Code of Conduct shall come into force with effect from May 15, 2015.
- (iv) This Code of Conduct may be modified by the Board of Directors from time to time to adopt best practices and to comply with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

B. DEFINITIONS:

In this Code unless the context otherwise requires, the following words, expression and derivations therefrom shall have the meanings assigned to them as under:-

- 1.1 "**Act**" means the Securities and Exchange Board of India Act, 1992.
- 1.2 "**Board**" means the Board of Directors of the Company.
- 1.3 "**Code**" or "**Code of Conduct**" shall mean this Code for or Regulating, Monitoring and reporting of trades for prohibition of Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- 1.4 "**Company**" means TD Power Systems Limited.
- 1.5 "**Compliance Officer**" means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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.
- 1.6 "**Connected Person**" means:
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished

price sensitive information or is reasonably expected to allow such access.

- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
- (a) a 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 recognised or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
 - (k) firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner.
 - (l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d)

1.7 "Designated Employee(s)" shall include

- (i) Chief Financial Officer (CFO), Company Secretary, Heads of department (HOD) and Unit heads.
- (ii) Every employee in the finance, accounts, secretarial and legal functions as may be determined and informed by the Compliance Officer; and
- (iii) All executive assistants (EA) & personal assistants and Secretaries of CFO, CS, Hod's, Unit heads.
- (iv) any employee of the Company who is reasonably expected to have access to or could access Unpublished Price Sensitive Information of the Company by virtue of any connection that would put them in position to access the same.

1.8 "Designated Persons" means any person who is either:

- Designated Employee
- Connected Person
- Any other employee who will have access to or possess Unpublished Price

Sensitive Information

- 1.9 **"Director"** means a member of the Board of Directors of the Company.
- 1.10 **"Employee"** means every employee of the Company including the Directors in the employment of the Company.
- 1.11 **"Generally available Information"** Means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- 1.12 **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- 1.13 **"Insider"** means any person who,
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- 1.14 **"Key Managerial Person"** means the person as defined in Section 2(51) of the Companies Act, 2013 including any amendment or modification thereto.
- 1.15 **"Listing Agreement"** means the agreement entered by the Company with Bombay Stock exchange and National Stock Exchange in connection with the listing of equity shares of the Company.
- 1.16 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modification thereof:
- 1.17 **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modification thereof:
- 1.18 **"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)
- 1.19 **"Securities"** includes equity shares and derivatives but does not include units of mutual funds. It shall also have the meaning assigned to it under the Securities

Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.

- 1.20 "**SEBI**" means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992.
- 1.21 "**Stock Exchange**" means Bombay Stock Exchange and National Stock Exchange.
- 1.22 "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (i) "**Trading**" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities and trade shall be construed accordingly.
- 1.23 "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;
- 1.24 "**Trading Window**" means a period to be specified by the Company in which trading of securities can be done by the Directors, Key Managerial Personnel and Designated Employees either directly or through their Dependents or Relatives.
- 1.25 "**Unpublished Price Sensitive Information (UPSI)**" 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 the following:
- a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions
 - e. changes in key managerial personnel; and
- 1.26 Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.
- 1.27 In this Code words importing the masculine gender shall include the feminine gender and vice-versa.

C. ROLE OF THE COMPLIANCE OFFICER

- ✚ The Compliance Officer shall provide clarifications sought for under the SEBI (Prohibition of Insider Trading) Regulations, 2015 to all concerned, to the extent possible

- ✚ The Compliance Officer shall preserve the disclosures received and submitted to the Stock Exchanges concerned for a minimum period of five years
- ✚ The Compliance Officer shall report to the Board of Directors of the Company and shall provide reports on compliances of the SEBI (prohibition of Insider Trading) Regulations, 2015 to the Chairman of the Audit Committee on the following
 - ✚ Pre-clearance sanctioned or rejected
 - ✚ Details of transactions done pursuant to pre-clearance including those cases where no transaction has been executed after securing pre-clearance along with the reasons:
 - ✚ Details of relaxation, if any from the strict requirements under this Code;
 - ✚ Disciplinary actions, if any taken by Managing Director pursuant to this Code;
 - ✚ Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 if any;
 - ✚ Trading plans, if any presented for approval;
 - ✚ Other relevant information for each calendar quarter.
- ✚ The Compliance Officer shall place the aforesaid details at the first meeting of the Board of Directors held after the close of the calendar quarter.

D. TRADING WINDOW

- ✚ All designated persons shall deal in the securities of the Company only when the trading window is open. Immediate relatives of designated persons shall not deal in the securities when the trading window is closed. It is the duty of the designated persons to inform the immediate relatives of the closure of trading window and ensure that they do not deal in the securities of the Company.
- ✚ The trading window shall be closed from the end of every quarter till 48 hours after the declaration of financials results. Also, the trading window shall be closed when the compliance officer determines that a designated person or class of designated person can reasonably be expected to have possession of UPSI.
- ✚ The Compliance officer or any other employee from the Company Secretarial department of the Company will notify the designated persons about closure and opening of trading window and also inform the stock exchanges.
- ✚ The trading window shall also apply to any person having contractual or fiduciary relation with the Company such as auditors, law firms, analysts, consultants etc., assisting or advising the Company.

E. CLEARANCE OF TRADES

All designated persons including immediate relatives of such designated persons, who intend to deal in the securities of the Company should obtain pre-clearance from the Compliance Officer where the proposed trade whether in one transaction or a series of transactions is likely to exceed 5000 shares during a calendar quarter.

However, no designated person shall be entitled to 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 open. The pre-dealing procedure shall be as given below:

- (i) An application complete in all respects should be made in the prescribed Form in **Annexure 1**
- (ii) An undertaking as per **Annexure 2** shall be executed in favor of the Company by the designated person
- (iii) The Compliance officer after satisfying himself that the application and undertaking are in order and the proposed trade will not breach the SEBI (Prohibition of Insider Trading) Regulations, 2015 or this Code of Conduct shall pre-clear the trades within three working days from receipt of application and undertaking complete in all respects in **Annexure 3**
- (iv) The designated persons shall execute their trade in respect of securities of the Company within seven trading days after the approval of pre-clearance is given
- (v) If the trade is not executed within the aforesaid seven days, the designated person must obtain fresh pre-clearance by following the aforesaid procedure above.
- (vi) The designated persons must report to the Compliance Officer the details of the trade executed within two trading days of the execution of the trade, if the value of the trade, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified. In case the transaction is not undertaken a 'Nil' report must be submitted to the Compliance officer within two (2) working days from the expiry of the aforesaid seven trading days whichever is later. **Annexure 4**
- (vii) The designated person shall not execute / deal in a contra trade for any number of securities (even when the number of securities to be dealt is less than 5000) for a period of 6 months from the execution of the trade in point (iv) & (v) above.

Contra trade means: In case the designated person pre-clears for buying shares of the company, he cannot enter into a sale of securities of the company for a period of 6 months from the date of execution of buy order and vice-versa.

- (viii) The Compliance officer may waive at his discretion the sale of securities necessitated due to personal emergency before the six months period mentioned above. The Compliance Officer may take necessary undertakings and declarations and seek appropriate information as he deems necessary from the designated person before granting the relaxation.

In case of other circumstances the Compliance Officer in consultation with Managing Director on a case to case basis may grant relaxation from the strict

application of the holding period of six months. The Compliance Officer may take necessary undertakings and declarations and seek appropriate information as he deems necessary from the designated person before granting the relaxation.

- (ix) The waiver from the strict application under clause (viii) will have to be in writing giving reasons thereof.
- (x) Notwithstanding anything above, if a contra trade is executed inadvertently or otherwise in violation of this code, the profits therefrom must be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.
- (xi) By Designated persons (including transactions /holdings of immediate relatives)

All designated persons shall furnish in the prescribed form (Annexure 5 & 6) to the Compliance Officer details of their holding of securities and transactions in the securities of the Company on a half yearly and annual basis.

- (xii) By Connected persons

The Compliance Officer may after considering the facts, circumstances and appropriateness, require the connected person or class of connected persons to whom the Company has to provide unpublished price sensitive information in the course of its business, to furnish the details of holdings and trading in securities of the Company as per Annexure 5 & 6.

F. DISCLOSURES UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AND THIS CODE.

a. Initial Disclosures.

- (i) Every person on appointment as a 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 seven days of such appointment or becoming a promoter in the prescribed Form (Form B).

b. Continual Disclosures.

- (i) Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within 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 ten lakh rupees or such other value as may be specified in the prescribed Form **(Form C)**.
- (ii) Every 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 or from becoming aware of such information.

c. Disclosures by other connected persons.

- (i) The Company may, at its discretion 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 these regulations in the prescribed Form **(Form D)**.

G. TRADING PLANS

- (i) 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.
- (ii) Such trading plan shall:—
 - a. 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.
 - b. not entail overlap of any period for which another trading plan is already in existence;
 - c. Set out the following parameters for each trade to be executed.
 - ✚ Either the value of the trade to be effected or the number of securities to be traded;
 - ✚ Nature of trade
 - ✚ Either specific date or time period not exceeding five consecutive trading days
 - ✚ Price Limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to range specified below:
 - **For a buy trade:** the upper price limit shall be between the closing price on the day before submission of trading plan and upto twenty percent higher than such closing price.
 - **For a sell trade:** the lower price limit shall be between the closing price on the day before the submission of trading plan and upto twenty percent lower than such closing price.
- (iii) not entail trading in securities for market abuse.
- (iv) The compliance officer upon receipt of trading plan shall review the trading plan to assess whether the plan would have any potential for violation of these regulations. The Compliance Officer will 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.
- (v) The Compliance officer will endeavor to approve the trading plan within seven working days of receipt of the trading plan together with necessary undertakings and declarations.
- (vi) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.
- (vii) The implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the designated person / insider at the time of formulation of the plan has not become generally available

at the time of the commencement of implementation. If the insider has set a price limit for a trade as specified above, 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 set by insider, trade shall not be executed.

- (viii) In case of non-implementation (full/partial) of the trading plan due to either reasons enumerated in the para (VI) & (VII) above or failure of execution of the trade due to inadequate liquidity in the scrip, the procedure specified in the regulation shall be followed.
- (ix) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

H. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

- a. No Insider shall communicate, provide or allow access to any Unpublished Price Sensitive Information in respect of the Equity Shares of the Company to any person including other Insiders, except where such communication is in furtherance of legitimate purposes, performance of duties of legal obligations.
- b. An Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the listed company is of informed opinion that sharing of such information is in the best interest of the Company.

not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant material fact.

I. "CHINESE WALL" PROCEDURE

- a. To prevent the misuse of confidential information, the Company shall adopt the "Chinese Wall" policy which separates those areas of the function which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".
- b. The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area. The employees in inside area may be physically segregated from employees in public area.
- c. In exceptional circumstances, employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the compliance officer.

J. VIOLATION OF THIS CODE OF CONDUCT

- a. Any person who violates this code is liable for disciplinary action and also other sanctions, monetary or otherwise by the Managing Director and in appropriate cases by the Audit Committee or the Board of Directors of the Company.
- b. The violation of this code or SEBI (Prohibition of Insider Trading) Regulations, 2015, if any observed by or brought to the notice of the Compliance Officer, the same will be reported to SEBI.

K. Annexure 1 to 6

Annexure 1

Form for application for pre clearance

(To be made only in case dealing exceeds 5000 securities)

The Compliance Officer

Date:.....

TD POWER SYSTEMS LIMITED (TDPS)
#27, 28 & 29, KIADB Industrial
Area Dabaspeta, Nelamangala
Taluk Bangalore – 562111

Dear Sir,

Application for Pre-dealing approval in Equity Shares of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to regulate, monitor and report Insider Trading, I/we seek approval to purchase / sale / subscribe/acquire ----- Equity shares in the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of Equity Shares held as on date	
4	ISIN /Folio No. / DPID/ Client Id	
5	The Proposal is a) Acquisition/Purchase of Equity Shares b) Subscription to Equity Shares c) Sale of Equity Shares	
6	Proposed date of dealing in Equity Shares	
7	Estimated number of Equity Shares proposed to be purchased/ acquired/ subscribed/sold	
8	Price at which the transaction is proposed (if off market)	
9	Current Market Price (as on the date of application)	
10	Whether the proposed transaction will be through stock exchange or off – market	
11	Folio No/ DPID & Client ID where the Equity Shares will be credited /debited – (applicable for off market)	

I/We enclose herewith the form of Undertaking signed by me/us.

Yours faithfully,

(Signature)

Annexure 2

**Form for the undertaking
(Annexure to Form for Application for Pre-clearance).**

The Compliance Officer
TD POWER SYSTEMS LIMITED (TDPS)
#27, 28 & 29, KIADB Industrial
Area Dabaspeta, Nelamangala
Taluk Bangalore – 562 111

Date:

Dear Sir,

I/We _____ of the Company resident of _____, desirous of dealing in equity shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction

I/We further declare that I/We am/are not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code of Conduct to regulate, monitor and report Insider Trading up to the time of signing this Undertaking.

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

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

I/We undertake to submit necessary report within three days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I/We shall execute the deal within seven days of the receipt of approval, failing which I/We shall seek pre-clearance afresh.

I/We declare that I/We have made full and true disclosure in the matter, based on the knowledge and information available with me/us.

**THAT I SHALL NOT PURCHASE/SALE THE COMPANY'S EQUITY SHARES FOR A
MINIMUM PERIOD OF 6 MONTHS FROM THE DATE OF PURCHASE/SALE**

Yours faithfully,

.....
Name
Designation

Annexure 3

Format for Pre- Clearance Order

To,

Name : _____ Designation : _____ Place: _____

This is to inform you that your request for dealing in _____(nos) shares of the Company/ stock derivative as mentioned in your application dated _____is approved. Please note that the said transaction must be completed on or before _____(date) that is within Seven 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 seven days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall benecessary.

Yours faithfully,
For TD Power Systems Limited

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

Annexure 4

(Format for disclosure of transaction to be submitted within two trading days of transaction / dealing in Equity Shares of the Company)

Date:

**The Compliance Officer
TD POWER SYSTEMS LIMITED (TDPS)
27, 28 & 29, KIADB Industrial
Area Dabaspeta, Nelamangala
Taluk Bangalore – 562111**

Name of holder	No. of Equity shares dealt with	Bought/acquired/sold/ sub scribed	DP ID and Client ID / Folio No	Total Price (Rs.)

In connection with the aforesaid transaction(s), I/We hereby undertake to preserve, for a period of 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/We agree to hold the above Equity Shares for a minimum period of six months. In case there is any urgent need to sell these before expiry of six months, I/We shall approach the Compliance Officer

Signature:.....

Name:

Designation:

Annexure 5

Format for Initial Disclosure of

Securities The Compliance Officer,

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____ (date of designated person).

I. Details of securities held by me :

Type of Securities	No. of securities held	Folio No	Beneficiary A/c Client ID

II. Details of dependent(s) :

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Procedures and Conduct for Prevention of Insider Trading, I hereby declare that i have the following dependents:

Sr. No.	Name of the dependent	Relation with Director / Officer / Designated Employee

III. Details of securities held by dependent(s) :

Name of Relative	Relationship	Type of securities	No. of Securities held	Folio No	Beneficiary A/c Client ID

Date :

Signature: _____

Annexure 6

Disclosure of change in shareholding

The Compliance Officer,

I, _____, in my capacity as _____ of the Company hereby submit the following details of change in holding of securities of the Company:

Name, PAN No. & address of shareholder	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

Details of change in securities held by dependent family members :

Name, PAN No. & address of shareholder And relationship	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Date: Signature: _____

FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]**

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 or members of the promoter group of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/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	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 (Contract lot size)	Contract specifications	Number of units (Contract lot size)	Notional value in rupee terms	Notional value in rupee terms			
1	2	3	Type of security (For eg. Shares, Warrants, Convertible Debenture etc.)	4	No.	5	6	7	8	9	10	11	12

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

Signature:
Designation:
Date:
Place:

FORM C

Securities and Exchange Board of India (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, 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/relative to others etc.)	Securities held prior to acquisition/disposal#		Securities acquired/Disposed				Securities held post Acquisition /disposal#		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 (For eg. Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of security (For eg. Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Value *	Transaction Type (Purchase /sale Pledge/ Revocation/ Invocation / Others-please specify)	Type of security (For eg. Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding						
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	NSE

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 on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons or 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)
16	17	18	19	20	21
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

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

Signature _____
 Designation _____
 Date _____
 Place _____

FORM D

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

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/disposal of shares specify	Date of intimation to company	Mode of acquisition/disposal (on trade was market/public/rights/Preferential offer / off market/inter-se transfer, ESOPs etc.)	Exchange where which the trade was executed				
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding						Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name:

Signature:

Place

Annexure 2 - Report by (Name of the listed company/ Intermediary/Fiduciary) for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

[For listed companies: Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

For Intermediaries/ Fiduciaries: Schedule C read with Regulation 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	<i>Please tick appropriate checkbox</i> Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	A. Details of Designated Person (DP)	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (₹) (Date- wise)	
	D. In case value of trade(s) is more than ₹10 lacs in a calendar quarter	
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under Regulation 7 of SEBI (PIT) Regulations, 2015	
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	
6	Reasons recorded in writing for taking action stated above	
7	Details of the previous instances of violations, if any, since last financial year	

8	If any amount collected for Code of Conduct violation(s)													
	i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)													
9	ii. Details of transfer/payment													
	In case of Online:													
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Name of the transferor</td> <td></td> </tr> <tr> <td>Bank Name, branch and Account number</td> <td></td> </tr> <tr> <td>UTR/Transaction reference Number</td> <td></td> </tr> <tr> <td>Transaction date</td> <td></td> </tr> <tr> <td>Transaction Amount (in ₹)</td> <td></td> </tr> </tbody> </table>		Particulars	Details	Name of the transferor		Bank Name, branch and Account number		UTR/Transaction reference Number		Transaction date		Transaction Amount (in ₹)	
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	Name of the transferor													
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	UTR/Transaction reference Number													
	Transaction date													
	Transaction Amount (in ₹)													
	In case of Demand Draft (DD):													
<table border="1"> <thead> <tr> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Bank Name and branch</td> <td></td> </tr> <tr> <td>DD Number</td> <td></td> </tr> <tr> <td>DD date</td> <td></td> </tr> <tr> <td>DD amount (in ₹)</td> <td></td> </tr> </tbody> </table>		Particulars	Details	Bank Name and branch		DD Number		DD date		DD amount (in ₹)				
Particulars	Details													
Bank Name and branch														
DD Number														
DD date														
DD amount (in ₹)														
Any other relevant information														

Yours Faithfully,
Name & Signature of Compliance Officer
PAN
Email

Date & Place

Version history of the Policy:

Particulars	Date
Adopted	May 20,2015
Modified	May 22,2019
Modified	January 27,2022
Modified	November 09,2022
Modified	October 29,2024
Last Modified	February 06,2025



