TVS Holdings Limited

[Formerly known as Sundaram-Clayton Limited]

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

[As approved by the Board of Directors on 29th April 2015 (Effective Date – 15th May 2015) and modified on 30th April 2019 and 5th February 2020]

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INTRODUCTION

Securities and Exchange Board of India ("**SEBI**") has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations**"). Regulation 9 of Chapter IV of the PIT Regulations provides for the formulation of a 'Code of Conduct' by all listed companies to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the PIT Regulation.

Accordingly, TVS Holdings Limited (the "**Company**" or "**TVSH**"), has formulated and notified this Code of Conduct in compliance with the PIT Regulations, to be effective from 15 May 2015.

1. DEFINITIONS

1.1 "**Act**" means the Securities and Exchange Board of India Act, 1992

1.2 "**Board**" means the board of directors of the Company or any committee of Directors thereof;

1.3 '**Code**" means this Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, formulated in accordance with the PIT Regulations or any amendment that may be in force, from time to time.

1.4 "**CA 2013**" means the Companies Act, 2013, as amended, and the rules framed thereunder.

1.5 "**Company**" means TVS Holdings Limited.

1.6 "**Compliance Officer**" means the company secretary of the Company, appointed in terms of the provisions of Section 203 of the CA 2013.

1.7 "**Chief Investor Relations Officer'** means the chief financial officer of the Company, appointed in terms of Section 203 of CA 2013, to deal with dissemination of information and disclosure of 'Unpublished Price Sensitive Information' or 'UPSI', as the case may be.

1.8 "**Designated Persons**" shall mean

(a) Promoters and members of the promoter group of the Company;

(b) Directors;

(c) Chief executive officer and employees up to two levels below chief executive officer of the Company and its material subsidiaries ;

(d) Support staff in sales, finance, secretarial, taxation, information systems and research and development; and

(e) Employees based on their functional role in the Company and its material subsidiaries, having access to UPSI.

1.9 "**Fiduciaries**" mean auditors, accountancy firms, law firms, analysts, consultants, banks etc., assisting or advising the Company, from time to time.

1.10 "**Generally Available Information**" means information that is accessible to the public on non-discretionary basis.

1.11 "**Insider**" means any person who is:

(a) a connected person; or

(b) in possession of or having access to UPSI.

1.12 "**Legitimate Purpose**" shall have the same meaning as defined under Code of Practices and Procedures for Fair Disclosure of UPSI formulated by the Company in compliance with Regulation 8 of the PIT Regulations which shall include the following:

(a) For strategic transactions, including acquisitions, mergers / demergers, divestments, financing, etc.;

(b) For discharge of Statutory / Regulatory / legal obligations and other genuine or reasonable business purposes, for furtherance of performance of duties;

(c) For complying with the Judiciary orders / directions binding upon the Company; and

(d) For discharge of a fiduciary duty or in the interest of public shareholders or stakeholders or transactions undertaken with an intent notto make profit or to gain unlawfully or without a view to misuse information, or the like, as may be determined by CEO / CFO.

1.13 **PIT Regulations**" means the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

1.14 "**Promoter**" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

1.15 "**Promoter Group**" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

1.16 "**SEBI**" means the Securities and Exchange Board of India.

1.17 "**Securities**" shall have the same meaning as assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

1.18 "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly;

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

1.20 "**Unpublished Price Sensitive Information**" **or** "**UPSI**" means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily 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, delistings, disposals and expansion of business and such other transactions; or

(e) changes in key managerial personnel

Words and expressions not defined in this Code shall have the same meaning as defined in the PIT Regulations, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Act, Securities Contracts (Regulation) Act, 1956 and its allied rules CA 2013 and rules and regulations made thereunder.

2. COMPLIANCE OFFICER

2.1 The Compliance Officer shall be responsible for compliance with the policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, pre-clearance of Trades, approving the 'Trading Plan' and monitoring the same in accordance with the PIT Regulations.

2.2 The Compliance Officer shall provide report on insider trading to the Board / audit committee, once in a year.

2.3 The Compliance Officer shall be responsible for determining when the trading window may be closed and re-opened. The provisions on 'Trading Window' are discussed in detail under paragraph 3 of Part II of the Code.

2.4 The Compliance Officer has been empowered to grant relaxation from strict application of restrictions on contra Trades. The provisions on contra Trade are discussed in detail under paragraph 4 of Part II of the Code.

2.5 The Compliance Officer shall maintain records of all the declarations in the appropriate form given by all the Insiders, for a minimum period of 5 (five) years.

3. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION" OR "UPSI"

3.1 Employees and Designated Person(s) shall maintain confidentiality of all UPSI and shall not communicate, provide, or allow access to UPSI to any person, except where such communication is in furtherance of Legitimate Purpose, performance of duties and discharge of legal obligations.

3.2 UPSI is to be handled on a 'need to know' basis i.e., it should be disclosed only to those within the Company and to the core members as defined by the chief executive officer, who need the information in furtherance of Legitimate Purpose, performance of duties and/ or to discharge their duty and whose possession of information will not give rise to a conflict of interest or appearance of misuse of the information. The UPSI shall be communicated, allowed access to or provided in a secure location.

3.3 The Company shall ensure that all files including soft copies containing UPSI are kept secure and are password protected, such that the information can only be accessed by persons who 'need to know' such information in furtherance of Legitimate Purpose, performance of duties and/ or to discharge their duty.

3.4 If, in the performance of duties, it becomes necessary for the employees of the Company and/ or Designated Person(s) to disclose UPSI to any person outside the Company such as the Fiduciaries, the employees of the Company and/ or Designated Person(s) shall ensure that a confidentiality agreement is entered into with such Fiduciaries prior to providing access to UPSI and such Fiduciaries are informed about the restrictions on communication of UPSI and trading while in possession of UPSI as contemplated under the PIT Regulations.

3.5 Chinese wall procedures and physical, operational and electronic arrangements through bio metric access (collectively '**Chinese Walls**') shall be used to manage confidential informationand prevent the inadvertent spread and misuse of UPSI. In general, Chinese Walls separate areas that have access to UPSI ("**Insider Areas**") from those who do not have such access ("**Public Areas"**). As such, Chinese Walls are designed to operate as barriers to the passing of UPSI and other confidential information.

(a) Where Chinese Wall arrangements are in place employees and/ or Designated Person(s) working within an Insider Area are prohibited from communicating any price sensitive information to employees in Public Areas without prior approval of the Chief Investor Relations Officer / Compliance Officer.

(b) Employees within a Chinese Wall shall be responsible to ensure the Chinese Wall is not breached deliberately or inadvertently. Employees should take care to ensure that UPSI is not posted on IT systems that are available outside specific Insider Areas. Known or suspected breaches of the Chinese Wall must be referred to theChief Investor Relations Officer immediately.

3.6 The establishment of Chinese Walls is not intended to suggest that UPSI can circulate freely within Insider Areas. The 'need-to-know' principle shall be fully in effect within Insider Areas. In exceptional circumstances, employees of the Company and/ or Designated Persons(s), as the case may be, from the Public Areas may be allowed to 'cross the wall' and given access to UPSI by following the 'need-to-know' principle, under intimation to the Chief Investor Relations Officer. The Chief Investor Relations Officer would duly record reasons for crossing the wall in writing. Such persons shall be made aware of the duties and responsibilities attached to the receipt of UPSI, and the liability that attaches to misuse or unwarranted use of such information.

3.7 The Compliance Officer in consultation with the managing director/ chief executive officer or chief financial officerof the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or on-going sensitive transaction(s) and they shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons. The Company shall

enter into confidentiality/ non-disclosure agreements with such persons prior to providing access to UPSI to them.

3.8 Further the Company shall:

(a) Identify list of all employees, Designated Persons and connected persons who have access to UPSI or are in receipt of UPSI.

(b) Maintain structured digital database containing names of such persons or entities as the case may be with whom UPSI is shared. Such database is to be maintained withtime stamping and audit trails to ensure non-tampering of thedata and shall contain the following information:

(i) Name of the person/ entity(ies) with whom UPSI is shared, along with their permanent account number ("**PAN**") or any other valid identifier authorized by the law where PAN is not available.

(ii) Name of Designated Person(s) along with their immediate relatives, along with the PAN or any other valid identifier authorized by the law where PAN is not available.

3.9 Notwithstanding anything contained in this Code, UPSI may be communicated, provided, allowed access to or procured, in connection with:–

(a) a transaction that would entail an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendment that may be in force, from time to time ("**Takeover Regulations**") where the Board is of informed opinion that the proposed transaction is in the best interests of the Company;

(b) a transaction that would not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute UPSI is disseminated to be made Generally Available Information at least 2 (two) Trading Days prior to the proposed transaction being effected in such form, as the Board may determine.

The aforesaid communication of UPSI shall be undertaken in compliance with the provisions under the PIT Regulations and any other applicable law. Further, the Board shall require such persons, with whom the UPSI is being shared, to execute agreements to contract confidentiality/ non-disclosure inter alia requiring them to keep the information received confidential and restrict them to Trade in Securities of the Company, when in possession of UPSI.

3.10 **Defences to trading while in possession of UPSI**

(a) In the following scenarios insiders can trade while having hands on any UPSI:

(b) Symmetric UPSI Trades:

(i) both the Insiders holdingsymmetric UPSI and had made a conscious and informed trade decisioncan undertake off-market trades;

(ii) such off-market trades shall be through; and

(iii) The insiders shall report the trade to the company within 2 working days & Company should in turn notify to Stock Exchanges.

4. RESTRICTION ON TRADING

4.1 Designated Person(s) and Insider(s) may Trade in Securities subject to compliance with the PIT Regulations and this Code.

4.2 No Designated Person(s) and Insider(s) shall Trade in Securities when in possession of UPSI and where a person has undertaken a Trade in Securities has been in possession of UPSI, his Trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

4.3 Trades may be permitted in certain cases as under, subject to compliance with the PIT Regulations:

(a) Off-market *inter-se* transfer between Insider(s) in possession of the same UPSI and both parties had made a conscious and informed Trade decision.

(i) The UPSI has not been obtained pursuant to Regulation 3(3) of the PIT Regulations/ paragraph 3.9 of the Code.

(ii) The Trades shall be reported to the Company within 2 (two) working days and the Company shall notify the particulars of such Trades to the stock exchange, where its securities are listed, within 2 (two) working days from receipt of the disclosure or from becoming aware of such information.

(b) block deal window mechanism between persons who were in possession of the UPSI and both parties had made a conscious and informed Trade decision. Provided that the UPSI has not been obtained pursuant to Regulation 3(3) of the PIT Regulations/ paragraph 3.9 of the Code.

(c) Transaction carried out pursuant to a statutory or regulatory obligation to carry out a *bona fide* transaction.

(d) Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

(e) In the case of non-individual insiders:

(i) the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to Trade; and

(ii) appropriate and adequate arrangements were in place to ensure that PIT Regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.

(f) The Trades were pursuant to a 'Trading Plan' set up in accordance with PIT Regulations/ this Code.

5. TRADING WINDOW

The Company through the Compliance Officer shall specify a trading period, to be called "Trading Window", for trading in Securities. The "Trading Window" may be closed as the Compliance Officer determines that a Designated Person or class of Designated Person(s) can reasonably be expected to have possession of UPSI.

5.1 When the Trading Window is closed, save as otherwise provided, none of the Designated Person(s), their immediate relatives and Insiders, shall Trade in the Securities of the Company during such period of closure.

5.2 The Trading Window shall be closed ordinarily but not restricted to, when the information relating to the following is unpublished and is likely to materially affect the price of the Securities upon coming into the public domain:

(a) Declaration of financial results (quarterly, half-yearly and annual);

(b) Declaration of dividends (interim and final);

(c) Issue of Securities by way of public/ rights/bonus/ stock split, etc.

(d) Any major expansion plans or execution of new projects;

(e) Amalgamation, mergers, demerger, takeovers, delisting and buy-back;

(f) Disposal of whole or substantially the whole of the undertaking;

(g) Any changes in policies, plans or operations of the Company; and

(h) Changes in the key managerial personnel.

5.3 In respect of declaration of financial results, the "Trading Window" shall remain closed from the first day of the month following the quarter, half-year or financial year, as the case may be till 48 (forty eight) hours from the time the results are communicated to the stock exchanges, where its securities are listed. With respect to others, the Trading Window closure period shall be 7 (seven) days prior to the date of the meeting of the Board convened for deciding the matters specified above or from the date of circulation of agenda papers pertaining to the subjects referred to above till 48 (forty eight) hours from the date of the Board meeting, as may be decided by the Compliance Officer.

5.4 In addition to the above, the Compliance Officer may close the Trading Window at any time if the Compliance Officer determines that Designated Person or class of Designated Person(s) can reasonably be expected to have possession of UPSI and the Trading Window shall be re-opened after 48 (forty eight) hours after such UPSI becomes generally available information.

5.5 The Designated Person, their immediate relatives and Insiders shall conduct all their dealings in the Securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the period when Trading Window is closed or during any such other period as may be specified by the Company from time to time.

5.6 Trading Window restrictions shall not apply to the following:-

(a) Off-market inter-*se* transfer between Insiders who were in possession of the same UPSI without being in breach of PIT Regulations (*provided such UPSI was not obtained in terms of Regulation 3(3) of the PIT Regulations/*

paragraph 3.9 of the Code) and both the parties had made a conscious and informed Trade decision;

(b) Transaction carried out through block deal window mechanism between persons who were in possession of UPSI without breach of PIT Regulations (*provided such UPSI was not obtained in terms of regulation 3(3) of the PIT Regulations/ paragraph 3.9 of the Code*) and both the parties had made a conscious and informed Trade decision;

(c) Transaction carried out pursuant to statutory or regulatory obligation to carry out a *bona fide* transaction;

(d) Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;

(e) Trades pursuant to trading plans set up in accordance with PIT Regulations;

(f) Pledge of shares for a *bona fide* purpose such as raising of funds; and

(g) Transactions undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back or open offer, delisting offer.

If any of the transactions mentioned in paragraphs (a) to (f) above are proposed to be undertaken when the "Trading Window" is closed, such transaction may undertaken subject to compliance with all applicable regulations notified by SEBI from time to time and subject to obtaining pre-clearance from the Compliance Officer.

6. PRE - CLEARANCE OF TRADES

6.1 All Designated Person(s) and their Immediate Relatives, who intend to Trade who intend to deal in Securities of the Company when the Trading Window is open, whether in a single transaction or a series of transactions over any calendar quarter, aggregates to a Trade value in excess of INR 10 lakh (Indian Rupees ten lakh), should obtain pre-clearance for the transaction from the Compliance Officer.

6.2 The procedure for pre-clearance shall be as under:

(a) An application may be made in the form prescribed in **Form 1 (appended),** to the Compliance Officer indicating the details as required

under the form along with an undertaking in the form prescribed in **Form II (appended)**.

(b) The pre-clearance by the Compliance Officer, if any shall in the form prescribed in **Form III (appended).**

(c) All Designated Persons and their immediate relatives shall deal/ execute Trades in respect of Securities of the Company within 7 (seven) Trading Days from obtaining the pre-clearance approval.

(d) All Designated Persons and their immediate relatives shall file within 2 (two) Trading Days of dealing in/ execution of Trade relating to Company's Securities in **Form IV (appended)**.

(e) If the dealing is not executed within such period, such person must pre - clear the transaction afresh.

6.3 All Designated Persons and their immediate relatives shall not enter into an opposite transaction / contra Trade including taking contra positions in derivatives transactions in the Securities of the Company during the next 6 (six) months following the prior transaction. This restriction shall not apply to shares acquired through exercise of employee stock options.

6.4 The Compliance Officer has been empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing, provided that such relaxation does not violate the PIT Regulations or this Code. Should a contra Trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the 'Investor Education and Protection Fund' administered by SEBI under the Act.

6.5 All Designated Persons shall also not take positions in derivative transactions in the Securities of the Company at any time.

7. TRADING PLAN

7.1 The Designated Person(s) or any Insider shall be entitled to formulate a trading planfor dealing in Securities of the Company and present it to the Compliance Officer in the prescribed Form VI (appended) for approval and public disclosure pursuant to which the Trade may be carried out on his/ her behalf in accordance with such plan.

7.2 Such trading plan shall:

(a) not entail commencement of trading on behalf of the insider earlier than 6 (six) months from the public disclosure of the plan;

(b) not entail trading for the period between the 20th (twentieth) Trading Day prior to the last day of any financial period for which results are required to be announced by the company and the 2nd (second) Trading Day after the disclosure of such financial results;

(c) entail trading for a period of not less than 12 (twelve) months;

(d) not entail overlap of any period for which another trading plan is already in existence;

(e) set out either the value of Trades to be effected or the number of securities to be traded along with the nature of the Trade and the intervals at, or dates on which such Trades shall be effected; and

(f) not entail trading in Securities for market abuse.

7.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the PIT Regulations and shall be entitled to seek such express undertakings as may be necessary, to enable such assessment and to approve and monitor the implementation of the plan. Trading Window norms, restrictions on contra Trade, and the requirement of seeking pre-clearance of Trades shall not be applicable for Trades executed as per an approved trading plan.

7.4 The trading plan once approved shall be irrevocable and the Designated Person(s) or Insider(s), as the case may be, shall mandatorily have to implement the trading plan, without being entitled to either deviate from it or to execute any Trade in the Securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any UPSI is inn possession of the Designated Person(s) or Insider(s), as the case may be, at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid a violation of Regulation 4(1) of the PIT Regulations..

7.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges, on which the Securities of the Company are listed. The trading plan proposed by the Compaliance Officer in his personal capacity shall be presented to the Managing Director of the Company for approval.

8. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES OF THE COMPANY

All Designated Persons shall be required to forward the following details involving transactions in the Securities of the Company including the statement of their respective immediate relatives to the Compliance Officer:

(a) Their holdings in Securities of the Company within 30 (thirty) days of this Code / Regulations taking effect, in **Form A (appended)**

(b) Annual statement of all holdings in Securities of the Company as on 31 March of each year, before 30 April of that year, in **Form V (appended).**

9. INITIAL DISCLOSURES

9.1 Every Promoter, member of the Promoter group, director and key managerial personnel of the Company shall disclose his/ her holding of the Securities of the Company as on the date of PIT Regulations taking effect this Code taking effect, to the Company within 30 (thirty) days of the Regulations in the format prescribed by SEBI, from time to time, which is enclosed as **Form A**.

9.2 Every person on appointment as a key managerial personnel or director or upon becoming a Promoter or member of the Promoter group of the Company shall disclose his holding of Securities of the Company as on the date of appointment or becoming a Promoter or member of the Promoter group to the Company within 7 (seven) days of such appointment or becoming a promoter in the format prescribed by SEBI, from time to time, which is enclosed as **Form B.**

10. CONTINUAL DISCLOSURES

10.1 Every Promoter, member of Promoter group, Designated Person (s) of the Company disclose to the Company the number of Securities of the Company acquired or disposed of within 2 (two) Trading Days of such transaction if the value of the Securities of the Company traded, whether in a single transaction or in a series of transaction over any calendar quarter, aggregates to a traded value in excess of INR 10 lakh (Indian Rupees ten lakh) in the format prescribed by SEBI, from time to time, which is enclosed as **Form C**.

10.2 The Company shall notify the particulars of such trading to the stock exchanges on which its Securities are listed within 2 (two) Trading Days of receipt of the disclosure or from becoming aware of such information.

11. MECHANISM ON INTERNAL CONTROL

11.1 To ensure adequate and effective system of internal controls are in place in line with the PIT Regulations, following procedures shall be followed:

(a) All employees who have access to UPSI are identified as designated persons;

(b) All the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of PIT regulations;

(c) Adequate restrictions shall be placed on communication or procurement of UPSI as required under PIT Regulations;

(d) List of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;

(e) All other relevant requirements specified under the PIT Regulations shall be complied with; and

(f) Periodic process review to evaluate the effectiveness of such internal controls will be done.

The audit committee of the Company shall review compliance with the provisions of PIT Regulations and this Code at least once in a financial year and verify that the systems of internal controls are adequate and are operating effectively.

11.2 Documents to be shared by Designated Person(s) with the Company:

(a) Every Designated Person shall disclose names, PAN or any other identifier authorized by law such as aadhar card/ passport copy, and the telephone/ mobile numbers of the following persons to the Company, on joining as well as on an annual basis and as and when information changes:

(i) Immediate relatives; and

(ii) Persons with whom such Designated Person(s) shares a material financial relationship.

(b) Further, names of educational institutions from which Designated Person(s) have graduated and names of past employers must be disclosed to the Company on a one time basis.

(c) For this Code, "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 immediately preceding 12 (twelve) months, equivalent to at least 25% (twenty five percent) of the annual income of such Designated Person, but shall exclude relationships in which payment is based on arm's length transactions.

12. PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI

12.1 The managing director and chief executive officer of the Company is authorised to put in place adequate and effective system of internal controls, to ensure compliance with the requirements given under the PIT Regulations to prevent insider trading and to delegate all such powers as deemed necessary for effective monitoring of the compliances of these regulations and the Code.

12.2 Inquiry for leakage of UPSI :

(a) All UPSI shall be handled on a 'need to know basis' only. In case, any UPSI is proposed to be provided, the person proposing to provide the information shall consult chief financial officer/ chief executive officer/ managing director of the Company in advance.

(b) Employees should be alert and vigilant with respect to any leakage/ suspected leakage of UPSI and should report the same, on a confidential basis, to the chairman of the audit committee.

(c) On becoming aware of any leakage/ suspected leakage of UPSI either suo-moto or on receipt of a written intimation to the Company, the chief executive officer of the Company will investigate the matter and collect evidences and will report to the chairman of the audit committee.

12.3 Process for inquiry :

(a) All the matters concerning any leakage/ suspected leakage of UPSI, will be thoroughly investigated by the surveillance team, which will be constituted by the chief executive officer and shall have the authority to involve external investigators for this purpose.

(b) Surveillance team shall consist of any person nominated by chairman/ managing director and such persons that are heads of legal department, secretarial department, taxation department, research and development department, information security department and human resources department. If any member of the surveillance team has a conflict of interest in any given case, then he/ she should recuse himself /herself and other members of team should deal with the matter on hand.

(c) The Compliance Officer shall simultaneously intimate SEBI about such leakage/ suspected leakage of UPSI.

12.4 For purpose of conducting inquiry, the surveillance team may call upon:

(a) such persons to seek clarification or information pertaining to the leakage/ suspected leakage of UPSI.

(b) such persons involved in origination of USPI for purpose of determination of key figures pertaining to financial figures.

(c) such persons involved in the consolidation of the figures for the financial results, preparation of board notes and dissemination of information.

(d) any other persons / intermediaries / Fiduciaries who had access to the UPSI, for inquiry conducted for leak of such UPSI.

(e) at its discretion, invite external investigators/ experts.

(f) take necessary actions including sending the suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.

(g) keep the identity of the suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.

(h) notify the suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence and to remain present for investigation, discussion and keep ready the personal bank account statement or such other details or documents as the investigating personnel may ask for.

(i) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

12.5 Investigation by surveillance team:

The said investigation shall be completed within 15 (fifteen) working days from the date of receipt of complaint relating to leakage/ suspected leakage of UPSI. The surveillance team's investigation report shall be submitted to the audit committee and summary report shall be submitted to Board immediately, and such report shall also be submitted to SEBI simultaneously.

12.6 Rights and obligations of the suspect :

(a) The suspect shall:

(i) co-operate with the surveillance team during the investigation process.

(ii) have a right to consult with a person or persons of their choice, other than members of surveillance team.

(iii) right to be informed of the outcome of the investigation

(b) The suspect has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the suspects.

(c) Unless there are compelling reasons not to do so, suspects will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrongdoing against a suspect shall be considered as maintainable unless there is good evidence in support of the allegation.

12.7 Consequences of non-compliance :

(a) On receipt of investigation report of the surveillance team, the Compliance Officer shall forthwith forward such report to audit committee.

(b) The disciplinary action against suspect may be taken within 15 (fifteen) working days from receipt of investigation report by the audit committee in consultation with the Board or any other person authorised by the Board.

(c) The disciplinary action may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the audit committee or the Board or any other person authorised by the Board, in addition to any other penal action that may be taken by the Company pursuant to the law. The suspect may also be subject to disciplinary action.

(d) The action by the Company shall not preclude SEBI from taking any action in case of violation of the PIT Regulations.

(e) SEBI or any other appropriate regulatory authority would also be informed of such violation, who may in turn take appropriate action against the suspect.

13. **PROTECTION TO EMPLOYEES FILING VOLUNTARY DISCLOSURE FORM**

An employee who files a voluntary information disclosure form in terms of Chapter IIIA of the PIT Regulations ("**Voluntary Information Disclosure Form**"), irrespective of whether the information is considered or rejected by SEBI and irrespective of whether the employee is eligible for a reward in terms of Chapter IIIA of the PIT Regulations, shall not be discriminated, discharged, terminated, demoted, suspended, threatened, or harassed, for any of the following reasons:

(a) filing a Voluntary Information Disclosure Form under PIT Regulations;

(b) testifying, participating, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or

(c) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement which are solely for preventing such employee from cooperating with SEBI in any manner.

Explanation- For the purpose of this clause, "employee" means an individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the PIT Regulations and is a director, regular or contractual employee, but does not include an advocate.

14. PENALTY FOR CONTRAVENTION OF THE CODE

14.1 The responsibility of complying with the provisions of the PIT Regulations and the Code shall be entirely on the Designated Person(s) of the Company including any violation by their immediate relatives.

14.2 Any Designated Person who undertakes a Trade in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

14.3 Designated Person who violates the Code shall also be subject to disciplinary action by the Company, which would be determined by the managing director, based on the recommendations of a team/ committee set up for this purpose. The penalty may include wage freeze, suspension, recovery, ineligibility for future participation in employee stock option plans, etc.

14.4 The action taken by the Company shall not preclude SEBI from taking any action in case of violation of the PIT Regulations.

14.5 In case it is observed by the Compliance Officer that there has been a violation of the PIT Regulations, SEBI shall be informed by the Company promptly.

15. AMENDMENT

The Board reserves its right to amend / substitute or modify this Code in whole or in part, at any time, without assigning any reason whatsoever. In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Code.

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TVS Holdings Limited
[Formerly known as Sundaram-Clayton Limited]

FORM I

APPLICATION FOR PRE-CLEARANCE

The Compliance Officer
TVS Holdings Limited
"Chaitanya", No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006

Dear Sir

Sub: Application for seeking pre-clearance to deal in the Securities of the Company

In pursuance to the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Code, I seek your approval for trading in the Securities of the Company as per the details given below. I understand that the term "trade" or "trading" hereunder includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in securities – even transactions such as creation of security interest or pledge are covered

S. No	Description		Particulars
1.	• Name of the applicant • Permanent account number	: :	
2.	Designation	:	
3.	Number and value of Securities of the Company held as on date.	:	
4.	Nature of Securities held	:	* Equity shares/ debentures/ any other Securities (please specify): _____
5.	Mode in which the Securities are held	:	* Physical/ dematerialized
6.	The proposal is for himself / herself through his/ her immediate relatives	:	• Acquisition in the open market* • Subscription to Securities* • Sale Securities* • Any other (please specify): _____
7.	Proposed date of dealing in Securities of the Company	:	

TVS Holdings Limited
[Formerly known as Sundaram-Clayton Limited]

S. No	Description		Particulars
8.	Nature of proposed dealing	:	Purchase / Sale of Securities*
9.	Estimated number of Securities proposed to be acquired / subscribed / sold	:	
10.	Price at which the transaction is proposed	:	
11.	Current market price (as on the date of application)	:	
12.	Whether the proposed transaction to be undertaken on market or off market	:	
13.	If the Securities are held / proposed to be dealt in dematerialized form	:	
14.	DP ID	:	
15.	Client ID Number	:	

I/ We hereby declare that I shall execute my/ our order in respect of Securities of the Company within 1 (one) week after the approval of pre-clearance is given. If the order is not executed within 1 (one) week after the approval is given, I undertake to obtain pre-clearance for the transaction again.

I/ We attach herewith the undertaking signed by me/ us.

Place :
Date : Signature

* Strike whichever is not applicable

TVS Holdings Limited
[Formerly known as Sundaram-Clayton Limited]

FORM II

UNDERTAKING

This undertaking is executed on this _____day of _____with reference to my application for the pre-clearance of trade in the Securities of TVS Holdings Limited, hereinafter called "Company"

I, _____ of the Company, residing at _____, am desirous of dealing in_____ number of Securities of the Company as mentioned in my / our application dated _____ for pre-clearance of the transactions and do hereby give an undertaking in favour of TVS Holdings Limited, "Chaitanya", No.12, Khader Nawaz Khan Road, Nungambakkam, Chennai – 600 006 .

I further declare that I am not / my immediate relatives are not in possession of or otherwise privy to any UPSI upto the time of signing this undertaking.

All capitalized words used herein but not defined shall have the same meaning assigned to them in the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("**Code**")

(1) THAT I have received and read the Code;

(2) THAT as on the date I do not possess/ own any Securities of the Company or I have purchased _____no of Securities of the Company from open market / off market.

(3) THAT I / my immediate relatives neither have access to nor received any 'UPSI' upto the time of signing this undertaking;

(4) THAT I / my immediate relatives would refrain from dealing in the Company's Securities if I / my relatives gained access to or receive any 'UPSI', after the date of signing this undertaking but before the execution of transaction, till such time the information becomes the general available information;

(5) THAT I / my immediate relatives have never contravened the stipulations laid down in the Code for prevention of insider trading, from time to time;

(6) THAT I / my immediate relatives undertake to submit that necessary report within 2 (two) Trading Days of execution of the transaction / a 'nil' report, if the transaction is not undertaken. If approval is granted, I / my immediate relatives shall deal in/ execute the trade within 7 (seven) days of the receipt of the pre-clearance failing which I / my immediate relatives shall re-apply for pre-clearance.

THAT to the best of my knowledge, I / my immediate relatives have made complete and full disclosure of my / my immediate relatives dealing in Securities of the Company from time to time;

Date :

Place :

Signature

This undertaking is required to be given by any Designated Person(s) when he/ she intends to deal in shares of the Company, in excess of the threshold limit, along with the application for pre-clearance.

Sundaram-Clayton Limited

FORM III

FORMAT FOR PRE-CLEARANCE APPROVAL

Date:_____

To

The Compliance Officer
TVS Holdings Limited
"Chaitanya",
No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006

Sub: Pre-clearance approval

Ref: Your application dated

With reference to your application seeking approval for undertaking certain transactions in the Securities of the Company detailed therein, please be informed that you are hereby authorized 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 days). If you do not execute the approval transaction / deal on or before this date you would have to seek fresh pre-dealing approval before any transaction / deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within two trading (2) days from the date of transaction / deal. In case, the transaction is not undertaken a "Nil" report shall be necessary.

Yours truly,
For TVS Holdings Limited

Compliance Officer

Sundaram-Clayton Limited

FORM IV

DEALING INFORMATION FORM

Date:_____

To

The Compliance Officer
TVS Holdings Limited
"Chaitanya",
No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006

Dear Sir

Ref: Your approval letter dated _____

I hereby inform you that I have -

- not bought/ sold/ subscribed any Securities of the Company;
- bought/ sold/ subscribed to the Securities of the Company as mentioned below:

Name of holder	First or joint holder	No of shares dealt with	Date of transaction	DP ID/ Client Id	Price (Rs.) per share

In connection with the aforesaid transactions, I hereby undertake to preserve, for a period of 3 (three) years and produce to the Compliance Officer/ SEBI any one 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 (in case of off market transfer)

Sundaram-Clayton Limited

I agree I shall not enter into any opposite transactions, i.e. sell or buy any number of shares during the next six months (please strike out whatever is not applicable). In case, there is any urgent need to sell these Securities within the said period, I shall approach the Compliance Officer for necessary approval (applicable in case if this form is being filed in relation to purchase / subscription of Securities of the Company).

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 transaction(s).

Yours truly,

Signature : _____

Name : _____

Designation : _____

Emp. No. : _____

Dep / Div No : _____

Sundaram-Clayton Limited

FORM V

FORMAT FOR GIVING THE STATEMENT OF ANNUAL HOLDINGS

To

The Compliance Officer
TVS Holdings Limited
"Chaitanya",
No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006

Re: ANNUAL DISCLOSURE FOR THE FINANCIAL YEAR ENDED_____AS PER THE TERMS OF THE CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS READ WITH SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

I along with my 'immediate relatives' hold Securities of the Company, the details of which are as follows:

S.No	Description		Particulars
1	Name of the Person and designation	:	
2	Permanent Account Number (PAN) / Director Identification Number (DIN) / Company Identification Number (CIN)	:	
3	No. of Securities held as on (end of the year)	:	
4	Nature of holding	:	Demat / physical. In case the securities are held in physical form, the folio no is:_____
5	Source of acquisition of Securities	:	

Sundaram-Clayton Limited

S.No	Description		Particulars
6	Details of Securities dealt by the applicant including their immediate relatives during the year ended		
	Date of dealing		
	Nature of dealing		
	Number of Securities		
	Price paid per Securities		
	Source of acquiring Securities		
	Mode of disposal of Securities		
7	Was pre-clearance obtained in relation to the aforesaid transaction:	:	
8	Date of obtaining pre-clearance	:	
9	Was the order for dealing in Securities executed within one week of pre-clearance of trades?	:	
10	If not, whether a fresh pre-clearance obtained? If so, the date of subsequent pre-clearance	:	
11	Details of Immediate Relatives' shareholding*		

Name of the Relative	Nature of Relationship	Folio Number	**No. of shares held as on (end of the quarter)	
			Physical	Demat

Sundaram-Clayton Limited

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

Date :
Place : Signature

* "Immediate Relative" shall mean the directors' / Designated Person(s)' spouse and includes parent, sibling and children of such director/ Designated Person(s), any of whom is either dependent financially or consults such person in taking decisions relating to trading in Securities.

Sundaram-Clayton Limited

FORM VI

FORMAT FOR MAKING APPLICATION FOR TRADING PLAN

The Compliance Officer
TVS Holdings Limited
"Chaitanya",
No.12, Khader Nawaz Khan Road,
Nungambakkam, Chennai – 600 006

Dear Sir/ Madam

Sub: Application for Trading Plan for dealing in the Securities of the Company in terms of the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("Code") read with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations")

Ref:

DP's Name	**:**
DP ID	**:**
Client ID	**:**
Name of the Insider	**:**
Designation	**:**

I wish to seek your approval in terms of the Code and PIT Regulations for the proposed 'trading plan' for dealing in the Securities of the Company.

S. No.	Nature of trade	Number Securities to be traded	Time intervals between the two trades	Date of the proposed trade

I confirm and declare:

(i) that I do not have access to the 'Unpublished Price Sensitive information' (UPSI) and also have not received any UPSI till today;

(ii) that, in case, I have access to any 'confidential information' related to UPSI or receive any confidential information to relate to UPSI or after approving the trading plan, I shall inform the change and refrain from dealing Securities till the UPSI becomes generally available;

(iii) that I have not contravened the terms of the Code and of the PIT Regulations;

(iv) that whatever is stated above is true and correct to the best of knowledge and nothing has been omitted or concealed.

Signature : _____

Name : _____

Designation/ position: _____

Emp code (if applicable): _____

Nature of relationship (if applicable): _____

Place : _____

Date : _____

APPROVAL OF TRADING PLAN

(1) I, ……., the Compliance Officer, have reviewed the trading plan submitted by the Designated Person(s)/ Insider (s) and the Designated Person(s)/ Insider(s) has furnished all the information / undertaking which I have demanded.

(2) The aforesaid Trading Plan is not violating any of the terms of the Code read with PIT Regulations.

(3) I shall monitor the implementation of the aforesaid trading plan.

For TVS Holdings Limited

……
Compliance Officer

Sundaram-Clayton Limited

DECLARATION & DISCLOSURE UNDER CODE OF CONDUCT BY DESIGNATED PERSONS - INSIDER TRADING REGULATIONS FOR THE FINANCIAL YEAR …….

I, ……., (Designation.....) am aware that as an employee in the course of my employment in the Company , I may have access to Unpublished Price Sensitive Information (UPSI), as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations), of the Company, its holding Company, its subsidiaries and affiliates.

(1) I shall keep the Company's UPSI confidential and shall:

- not disclose or make available UPSI in whole or in part to any relative/ third party;
- take adequate security measures to safeguard UPSI from unauthorised access or use, by separation, proper login and passcodes;
- not disclose or make use of any such UPSI concerning the Company or its holding Company, its subsidiaries and its affiliates, for market abuse or in violation of the regulations;
- comply and adhere to at all times, with the Company's code as amended from time to time and shall ensure compliance of the same by my immediate relatives or any person with whom I have a material financial relationship.

(2) I will disclose the Company's Confidential Information only to the extent such Confidential Information is required or requested to be disclosed by law, by any governmental or other regulatory authority, or by a court or other authority of competent jurisdiction. I will keep the company informed of such disclosures immediately.

(3) I am aware that I am liable to pay damages to the Company for any breach of the obligations in connection with the UPSI either by myself or through my relatives or through any other person having material relationship, as per the Regulations and Code of conduct.

(4) I have graduated from the following educational institutions. (Graduation / Post Graduation Details)

Sr. No.	Qualification	Name of the Educational Institution
1.		

Sundaram-Clayton Limited

Sr. No.	Qualification	Name of the Educational Institution
2.		
3.		

(5) I hereby disclose the following details in compliance with the Regulations.

Sr. No.	Immediate Relatives*	Name	PAN
1.	Spouse		
2.	Father		
3.	Mother		
4.	Son		
5	Daughter		
6	Brother		
7	Sister		

**any of whom is either dependent financially or consults in taking decisions relating to trading in securities.*

(6) I further declare that I have / do not have material financial relationship with M/s ...../ any one.

"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. It shall exclude loan from Banks / NBFCs, in which the payment is based on arm's length transactions.

(7) Details of shares held by me and my immediate relatives are as follows: (Please indicate name wise shareholding)

S.No	Particulars		Self	Relatives
1	Name of the employee / relative	:		
2	No. of shares held as on _____	:	…….. Equity Shares of Re.1/- each, fully paid-up	……..Equity Shares of Re.1/- each, fully paid-up

Sundaram-Clayton Limited

S.No	Particulars		Self	Relatives
3	Folio number in the case of physical holding or DP ID / Client ID in the case of Electronic holding.	:	DP ID / Client ID	DP ID / Client ID

Date: Signature

Place Name

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) - Initial disclosure to 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:

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.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of Shareholding
			Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

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

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:
Designation:
Date:
Place:

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) - Continual disclosure

Name of the company: _____

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

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

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

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

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

Name & Signature:
Designation:
Date:
Place

FORM D

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

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.)
		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(l)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of trading in Securities by other connected persons as identified by the company

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

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

Name:

Signature:

Place: