

# **Code of Conduct for Prevention of Insider Trading**

## **Message**

**From Managing Director**

**To,  
The Directors and Designated Persons,  
Phoenix Township Limited**

The Securities and Exchange Board of India (SEBI) has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "Regulations") for regulating, monitoring and reporting of trading by insiders of the Company.

The Prohibition of Insider Trading Policy (hereinafter referred to as "The POLICY") governing the personal securities transactions of all directors/designated persons are enclosed for your information and compliance.

**Phoenix Township Limited** is committed :

- i) to comply fully with all the applicable laws and regulations,
- ii) to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information;
- iii) to bring transparency and fairness in dealing with all stakeholders; and
- iv) to make sure that no Director, Designated persons may use any un-published price sensitive information related to the Company or its Securities to gain personal benefit or to provide benefit to any third party

Compliance with the Policy shall be closely monitored. Violations shall be viewed seriously and strict action shall be initiated.

You are expected to abide by the Policy strictly. Therefore, you are requested to read the POLICY and familiarize yourself with the contents thereof, and sign the form of 'Acknowledgement and Undertaking' that appears at the end and return the acknowledgement to the Compliance Officer. You are also requested to retain a copy of the POLICY for your reference.

**Samit Hede  
DIN: 01411689  
Managing Director**

## **1) Introduction**

Insider trading means trading in Securities of a company by its Directors, Designated Persons or other Insiders based on unpublished Price Sensitive Information. Such trading by Insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Regulations) under the powers conferred on it under the SEBI Act, 1992. These regulations shall be into force with effect from One hundred and twentieth day from the date of its publication in the official Gazette and the same is applicable to all listed companies.

Regulation 3 of the Regulations, which prohibits insider trading is quoted below:

- (1) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.*
- (2) No person shall procure from or cause the communication by any insider of unpublished Price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.*
- (3) Notwithstanding anything contained in this regulation, an unpublished price sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-*
  - (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;*
  - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction 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.*
- (4) For purposes of sub-regulation (3), the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the*

*purpose of sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.*

In line with the above and in order to comply with the mandatory requirement of the Regulations, it was necessary to formulate a specific Code of Conduct for Phoenix Township Limited for use by its Directors and Designated Persons.

This document embodies the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ('Code') to be adopted by Phoenix Township Limited and followed by their Directors, and Designated Persons.

## **2) Applicability**

This Code of Conduct will be applicable to Directors/Designated Person's and connected person as defined herein, wherein the designated person shall include promoters, key managerial personnel and other designated employees of the Company including Group Companies.

## **3) Definition**

- a) "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b) "**Audit Committee**" means the Committee as constituted by the Board of Directors of Phoenix Township Limited under Section 177 of the Companies Act, 2013.
- c) "**Chairman of Audit Committee**" means Chairman of the Audit Committee of the Board of Directors of Phoenix Township Limited.
- d) "**Chairman of Management Committee**" means Chairman of the Management Committee of the Board of Directors of Phoenix Township Limited.
- e) "**Chairman of the Board**" means Chairman of the Board of Directors of Phoenix Township Limited.
- f) "**Companies Act**" means The Companies Act, 2013.
- g) "**Company**" or "the Company" or "PTL" means Phoenix Township Limited.
- h) "**Compliance Officer**" means Company Secretary or any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

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

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

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

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

(e). an official of a stock exchange or of clearing house or corporation; or

(f). a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

(g). a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

(h). an official or an employee of a self-regulatory organization 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 a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest;

**j) "Designated Person's" shall include**

- Directors,
- Employee comprising of top three tier or its equivalent

- Notified Employees in Finance, Legal and Secretarial Department irrespective of any designation and grade.
- Employee designated by the Board of Directors from time to time to whom the trading restriction shall be applicable.
- Any other person who may have access to any 'price sensitive information' as defined in this Code or the Regulations for e.g. Auditors, Accountancy firms, Law Firms, Analysts, Consultants etc assisting or advising the Company.

**k) "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;

**l) "Insider"** means any person who is:

i) a connected person; or

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

**m) "Management Committee"** means the Committee as constituted by the Board of Directors of Phoenix Township Limited.

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

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

**p) Top three tiers** of the Company's management shall mean and include the following:

i) Tier –I

All Executive, Non-Executive, Whole-time & Independent Directors, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer.

ii) Tier –II

All Business Heads, Company Secretary & other Notified Functional Heads.

iii) Tier –III

Executive Assistants, Personal Secretaries, Finance Executives etc. of Tier- I & II as may be notified.

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

**r) "Threshold Limit"** means the minimum number of securities as decided by the Board of Directors of the Company from time to time.

Until otherwise resolved by the Board, the threshold limit shall be the aggregate of value of Rs. 5,00,000 (Five lakh rupees) of securities traded whether in one transaction or a series of transaction over any calendar quarter

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

**t) "Trading Window"** - means a period for trading in the Company's Securities as specified by the Company from time to time. All days shall be the Trading Period except those days specified in Clause 7 hereunder.

Trading in the context of this code shall mean buying or selling of any quantity of Phoenix Township securities or futures & options transaction or any other synthetic or private sale arrangement i.e. even purchase or sale of a single Phoenix Township Limited share shall constitute trading.

**u) "Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnel; and
- (vi) Material events in accordance with the listing agreement

Words and expressions used and not defined in these regulations 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.

#### **4) Compliance Team**

- a. Unless otherwise resolved by the Board of Directors, the Company Secretary for the time being of the Company shall be the Compliance Officer for the purpose of this Code.
- b. The Compliance Officer shall maintain a list of all designated Persons including their designation, dates on which they became/ ceased to be designated Persons etc. He shall take all necessary steps to implement this code and do all such acts, things and deeds in relation to this code as may be directed by the Board of Directors of the Company.

- c. The compliance officer or such other person as may be appointed, from time to time, as compliance officer, and shall be assisted in the application and monitoring of the POLICY by the other employees of the compliance team. For the purposes of the POLICY, the Compliance Team shall report to the Company Secretary / Managing Director / Chief Financial Officer / Deputy Chief Financial Officer, irrespective of designation by which referred to.
- d. The Compliance Team shall be responsible for setting forth policies and procedures and monitoring adherence to the rules for the preservation of “Unpublished Price Sensitive Information”, pre clearance of trades of all designated employees and their Dependant Relatives and to monitor the trades and the implementation of the POLICY under the overall supervision of the Board of Directors of company.
- e. The Compliance Team shall also assist Directors/ Designated Persons in addressing any clarification regarding the POLICY.
- f. The Compliance Team shall maintain a record of the Designated Persons and any changes made in the list of the Designated Persons.
- g. The Compliance Team shall maintain records of all the declarations in the appropriate form given by the directors/ designated Persons for a minimum period of five years.

## **5) Preservation of “Unpublished Price Sensitive Information”**

- a. Directors/ Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Employees/ Directors/Designated Persons shall not pass on such information to any Person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
- b. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider’s legitimate purposes, performance of duties or discharge of legal obligations. .
- c. Limited access to the confidential information: - Files containing confidential information will be kept secure. Computer files will have adequate security of login and password etc.

## **6) Chinese Walls**

### **6.1 General**

Phoenix Township Limited has established policies, procedures and physical arrangements (collectively ‘Chinese Walls’) designed to manage confidential information and prevent the inadvertent spread and misuse of inside information, or the appearance thereof. Management shall

understand where Chinese Walls have been set up or where they are needed according to this Policy or local requirements.

In general, Chinese Walls separate areas that have access to Inside Information (“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 Inside Information (Unpublished Price Sensitive Information) and Confidential Information. Chinese Walls are also designed as a means of managing Conflicts of Interest.

Where Chinese Walls arrangements are in place employees/designated persons working within an Insider Area are prohibited from communicating any Confidential or Inside Information to employees in Public Areas without the prior approval of the Compliance Officer.

Employees within a Chinese wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the local Compliance Officer immediately.

Management shall ensure that appropriate policies, procedures and physical arrangements are implemented for the relevant businesses and that these are complied with by all affected employees/ designated persons.

The establishment of Chinese Walls is not intended to suggest that within Insider Areas material, Confidential Information can circulate freely. Within Insider Areas, the ‘need-to-know’ policy is fully in effect.

#### **6.2 Procedure to Cross the wall:**

Any person, who needs to cross the Chinese Walls as defined in the organization by the Management, shall first seek a prior approval of his departmental head for crossing such wall and having an access or providing an access to such confidential Information which do not come under his area of operation.

### **7) Prevention of misuse of “Unpublished Price Sensitive Information”**

All directors/officers and designated persons of the company will be subject to trading restrictions as enumerated below:-

- A)** No director, officer and designated employee of the company shall trade in the Company’s securities while the Trading Window is closed.

The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information for a period of 7 days prior to the day on which the Unpublished price sensitive information is published and the trading window shall open not



earlier than 48 hours after the information becomes generally available.

The trading window will be closed, inter alia, at the time of:-

- a. Declaration of financial results of the Company (quarterly, half-yearly and annual).
- b. Declaration of Dividend (Interim & Final)
- c. Issue of securities by way of public/ rights, Bonus etc.
- d. Any major expansion plans or execution of new projects.
- e. Amalgamation, mergers, takeovers and buy back.
- f. Disposal of whole or substantially whole of the undertaking.
- g. Any changes in policies, plans, operations of the company.

In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs will not be allowed when trading window is closed.

- B)** All directors / designated persons who buy or sell any number of shares of the company shall not enter into a contra trade i.e. sell or buy any number of shares during the next six months following their prior transaction. All directors/ designated persons shall also not take positions in derivative transactions in the shares of the company at any time.
- C)** All Directors, Designated Employees of the Company intending to deal in the securities of the Company up to the threshold Limit as defined, may do so without any pre-clearance. In all other cases, they should pre-clear the transactions as per the procedure prescribed in the code.

## **8) Pre-Clearance of Trades**

All directors/designated Persons of the company who intends to deal in the securities of the company above the threshold limit should pre-clear the transactions as per the pre-dealing procedure as described hereunder.

An application may be made in **Form I** to the Compliance Officer indicating the estimated number of securities that the designated employee/ officer / director intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

An undertaking (**Form I(a)**) shall be executed in favor of the company by such designated persons / Director /officer incorporating, inter alia, the following clauses, as may be applicable:

- That the director/designated person does not have any access or has not received “Unpublished Price sensitive information” up to the time of signing the undertaking.
- That in case the employee/director/officer has access to or receives “Unpublished Price sensitive information” after the signing of the undertaking but before the execution of the

transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the company till the time such information becomes public.

- That he/she has not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
- That he/she has made a full and true disclosure in the matter.

The Compliance officer shall on receiving an application provide an acknowledgement on the duplicate of the application

The Approving Authority shall grant approval or reject in **Form II**.

All directors/designated persons shall execute their order in respect of securities of the company within one week after the approval of pre-clearance is given or before closing of Trading Window, whichever is earlier. If the order is not executed within one week after the approval is given, the employee/ Director must pre-clear the transaction again

The Compliance officer shall retain copies of all applications and acknowledgements. In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is on the possession of any unpublished price sensitive information. There shall be no obligation to give reasons for any withholding of consent.

In case the sale of securities is necessitated by personal emergency, the compliance officer may waive the holding period after recording in writing his/her reasons in this regard. An application for waiver of holding period shall be made to the Compliance officer in **Form III**

In case the permission is denied by the Approving Authority, the applicant may approach the Appellate Authority:-

**Pre-clearance Approval & Appeal Matrix**

Category	Pre-Clearance Category	Approving Authority	In case approval is denied the applicant may approach the Appellate Authority
I	Pre-clearance of trade by all Directors, excluding Chairman of Audit Committee	Chairman of Audit Committee, who may have the option to consult one or more Independent Directors.	Board of Directors
II	Pre-clearance of trade by Chairman of Audit Committee	Managing Director, who may have the option to consult one or more independent directors.	Board of Directors
III	Pre-clearance of trade by other members of Tier I and Tier II	Chairman Management Committee	Audit Committee
IV	Pre-clearance of trade by	Compliance Officer	Management

	members of Tier III and other insiders		Committee
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### Procedure to obtain Pre-clearance -

Steps	Act	From*	To*
1	Make an application in Form I for Pre-clearance to the Compliance Officer along with an undertaking in favour of the Company.	Insider	Compliance Officer
2	Compliance Officer shall -		
	<b>For Category -1-</b> Circulate a mail along with scanned copy of the Preclearance form to Chairman Audit Committee with a copy to all the Whole-time Directors	Compliance Officer	Chairman Audit Committee with a copy to all the Whole-time Directors
	<b>For Category-2-</b> Circulate a mail to Managing Director with a copy to all the Whole-time Directors	Compliance Officer	Managing Director with a copy to all the Whole-time Directors
	<b>For Category-3-</b> Circulate a mail to Chairman of Managing Committee with a copy to other members of Management Committee.	Compliance Officer	Chairman of Managing Committee with a copy to all the Whole-time Directors
3	In case all conditions met preclearance granted and intimated to the Insider within two working days	Compliance Officer	Insider
4	In case of denial of permission, the applicant shall have an option to appeal as per the above matrix through Compliance Officer to the Appellate Authority.	Insider	Chairman-Audit Committee or Chairman-Board
5	Pre-clearance valid for 7 calendar days & thereafter the outcome to be reported back to Compliance Officer	Insider	Compliance Officer

\* All correspondence for obtaining approvals via email will be considered valid. However, the Compliance Officer shall preserve the print-outs for necessary correspondence.

### Some of the grounds of rejection of Pre-clearance could be as under-

In case the Insider is having a prior knowledge which is not in public domain relating to the following, the Approving Authority may refuse the pre-clearance during the black-out period:-

- Periodical financial results of the Company;
- Intended declaration of dividends (Interim and / or Final);
- Issue of Securities or Buy-back of Securities;
- Any major expansion plans or execution of new projects;
- Amalgamation, merger or takeover;
- Disposal of the whole or substantially the whole of the undertaking;
- Any significant changes in policies, plans or operations of the Company having material impact on the financials of the Company;
- Significant alliances, joint ventures etc.;
- Any Capital Structuring e.g. bonus, sub-division etc

## 9) Trading Plans

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.

This option is given to a person who may be perpetually in possession of unpublished price sensitive information. Such a person would formulate a Trading plan for trading in securities to be executed in future which will enable him to trade in securities in a compliant manner. Thus when a person is in possession of unpublished price sensitive information when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he had pre-decided even before the unpublished price sensitive information came into being.

Such trading plan shall:-

(i) Not entail commencement of trading on behalf of the insider earlier than six months (the cool-off period) from the public disclosure of the plan;

**NOTE:** In any case, it should be remembered that this is only a statutory cool-off period and would not grant immunity from action if the insider were to be in possession of the same unpublished price sensitive information both at the time of formulation of the plan and implementation of the same.

(ii) Not entail trading for the period between the **twentieth trading day** prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the **second trading day** after the disclosure of such financial results;

(iii) Entail trading for a period of not less than twelve months;

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

(v) 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

(vi) Not entail trading in securities for market abuse.

(3) The compliance officer will review the trading plan to assess whether the plan have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

(4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the 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 unpublished price sensitive information in possession of the

insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

(5) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **10) Reporting requirement for transaction in Securities**

The following disclosures to the Compliance Officer:-

### **(1) Initial Disclosures.**

- (a). Every promoter, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect;
- (b). Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

### **(2) Continual Disclosures.**

- (a). Every promoter, employee 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;
- (b). 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.

Explanation.— It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

### **Disclosures by other connected persons.**

(3) Any company whose securities are listed on a stock exchange 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.

## **11) Penalties for Non-Adherence**

Directors, Officers and designated employees of the company, who trades in securities or communicates any information in contravention of the POLICY shall be liable to disciplinary action and may be penalized. Such penalty may include warning, wage freeze, suspension, and/ or ineligibility for future participation in ESOPs etc., as may be decided by the Management on a case to case basis.

PTL may cause an Employee who has violated any provisions of the POLICY to disgorge of profits made or likely to have been made.

PTL reserves the right to terminate the services of any Employee who violates any provision of the POLICY.

Over and above any penalty that PTL may impose on an Employee who indulges in Insider trading, he/she may also be liable to such penalty/prosecution/proceedings as SEBI may impose.

## **12) Information**

In case it is observed that there has been a violation of the aforesaid Regulations, the Compliance Officer *shall* intimate SEBI of the same. This Policy may be amended or replaced from time to time, and such amended or replaced Policy shall immediately apply to all Employees and their Dependent Relatives.

**FORM I**

APPLICATION FOR PRE CLEARANCE FOR DIRECTORS/EMPLOYEE FOR BUY/SALE OF SECURITIES

Name of the Director/Employee:	Name of the Broker:
Trading A/c Number:	DP Account No.

Date	Company/Scheme/Plan	Purchase/Sale	Type of transaction (Primary, Secondary, Right etc.)	Type of security (Equity, Mutual Funds etc)	Quality	* last day closing price (Rs.)	Value (Rs.)

\*Last day closing Price: Last Day closing price means closing price of previous working day on which request for pre-clearance is submitted.

**Declarations**

- I confirm that this request conforms to the code of conduct for prevention of insider trading. I also declare that I have not indulged in insider trading
- I do not have any access to / have not received any "Price Sensitive Information" as defined in this policy
- In case I have access to / receive "Price Sensitive Information" after signing the securities dealing authorization form but before execution of the transaction, I shall inform Head of Compliance of the change in my position and would completely refrain from dealing in securities of the company till the time such information becomes public.
- I further undertake that I shall not, either in my name or, in my capacity as member of an HUF, or through or jointly with my dependant relatives, buy/sell the aforementioned securities for a period of 30 calendar days from the date of sale/purchase concerned.

- I also declared that I have not contravened the requirements of the POLICY, SEBI (Insider Trading Regulations) and SEBI (Mutual Funds) Regulations, 1996.
- I declare that I am purchasing/selling the Securities only after 30 days of Selling/Purchasing, if any.
- I finally declare that I have made a full and complete disclosure while making this requisition.

Place:

Date:

Name & Signature of the Director/Employee:

Signature of the Compliance Officer:



**FORM I(a)**  
**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE**  
**APPLICATION FOR PRE-CLEARANCE**

**UNDERTAKING**

To,  
----- Limited,  
Mumbai

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

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

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

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

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

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

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

Date:

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

\* Indicate number of shares

**FORM III**

**APPLICATION FOR WAIVER OF FROM THE REQUIREMENT OF REFRAINING FROM PROFITING**

Date: \_\_\_\_\_

The Compliance Officer,  
----- Ltd

Dear Sir/ Madam,

I request you to grant me waiver from the requirement of refraining from profiting from the purchase and sale or sale and purchase of any security within a period of 30 calendar days from the date of my personal transaction as required under the PTL code of conduct for prevention of insider trading policy with respect to \_\_\_\_\_ (no. of shares/units/securities) of \_\_\_\_\_ (name of the Company/Fund) held by me/ \_\_\_\_\_(name of the dependant relative) singly/jointly acquired by me / my dependent relative on \_\_\_\_\_(Date). I desire to deal in the said shares on account of \_\_\_\_\_(give reasons).

Given below are the necessary details required for your perusal.

Name of the broker \_\_\_\_\_  
Trading Account Code \_\_\_\_\_ Nature of transactions (Buy/sale): \_\_\_\_\_  
Date of Last Purchase/Sale: \_\_\_\_\_

Thanking you,

Yours faithfully,

Name of the Director/Employee: \_\_\_\_\_  
Signature \_\_\_\_\_  
Name of the Company: \_\_\_\_\_  
Department: \_\_\_\_\_

**FORM IV**

**INITIAL DISCLOSURE**

TO BE SUBMITTED WITHIN 2 (TWO) CALENDAR DAYS OF APPOINTMENT/JOINING AND

TO BE SUBMITTED WITHIN 2 (TWO) WORKING DAYS, WHEN SHAREHOLDING INCREASES ABOVE 5% (FIVE PERCENT)

Details of share holdings

Name of the Director/Employee: \_\_\_\_\_

Name of the Company: \_\_\_\_\_

Department: \_\_\_\_\_

Date of Appointment: \_\_\_\_\_

Trading a/c number:

Name of the broker:

DP A/c Number:

Sr. No.	Date of purchase	Name of the Security	Type of Security	No. of shares purchased
1				
2				
3				
4				
5				
6				
7				

Signature of the Director/Employee: \_\_\_\_\_

Date: \_\_\_\_\_

**FORM V**

STATEMENT OF HOLDINGS FOR THE YEAR ENDED MARCH 31\_\_\_\_

TO BE SUBMITTED BY ALL DIRECTORS/EMPLOYEES

Name of the Director/Employee:	Name of the broker:
Trading A/c Number:	DP Account No.

Type of Security	Name of Company/ Mutual Fund and Scheme/Plan	Quantity	Market Value in Rs. (as on March 31,_)	Date of Acquisition

I hereby certify the above is/as correct and complete.

I also certify that the above is inclusive of all holdings, single and joint:

- ✓ In my name or in my capacity as member of HUF.
- ✓ In the name of my dependent relatives.

**Name of Director/Employee:**

**Signature of Director/ Employee:**

**Date:**

**Place:**

**FORM VI**

**Regulation 7(2a) — Details of change in shareholding by Director or Officer of a listed company and his dependents**

<i>Name, PAN No. &amp; Address of Director / Officer</i>	<i>No. &amp; % of shares / voting rights held by the Director / Officer</i>	<i>Date of receipt of allotment advice / acquisition / sale of shares / voting rights</i>	<i>Date of intimation to company</i>	<i>Mode of acquisition (market purchase / public rights / preferential offer etc.)</i>	<i>No. &amp; % of shares / post acquisition / voting rights sale</i>	<i>Trading member through whom the trade was executed with SEBI Registration No. of the TM</i>	<i>Exchange on which the trade was executed</i>	<i>Buy quantity</i>	<i>Buy value</i>	<i>Sell quantity</i>	<i>Sell value</i>

**Name of Director/Employee:**

**Signature of Director/ Employee:**

**Date:**

**Place:**

**FORM VII**

**Declaration Dependent Relatives**

Date: \_\_\_\_\_

The Compliance Officer,  
Phoenix Township Limited

Dear Sir/ Madam,

I, \_\_\_\_\_ having my trading account with \_\_\_\_\_ and Trading Code/Unique Client Code (U.C.C.) no. \_\_\_\_\_ do hereby declare that:

A. The following persons are my dependant relatives:

Sr. No.	Name	Relationship	Name of the Broker	U.C.C./Trading Code
1				
2				
3				
4				

B. I also undertake that in case of any change in the above mentioned list, I shall intimate the same in writing to the Compliance Department at the earliest

**Name of Director/Employee:**

**Signature of Director/ Employee:**

**Date:**

**Place:**