Thomas Cook (India) Ltd.
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Fort, Mumbai - 400001
Board: +91-22-6160 3333
CIN: L63040MH1978PLC020717
A FAIRFAX Company

Thomas Cook Travel Smooth thomascook.in

1st April, 2019

The Manager,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code: 500413
Fax No.: 2272 2037/39/41/61

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
Scrip Code: THOMASCOOK
Fax No.: 2659 8237/38

Dear Sir/ Madam,

Sub: Submission of the amended Code of Conduct for Prevention of Insider Trading of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015

With reference to the captioned subject, we wish to inform that, in pursuance of the amended SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') the Board of Directors of the Company have duly approved the amendments to the Company's Code of Conduct for Prevention of Insider Trading ('Code').

In compliance with the said regulations, kindly find enclosed herewith the Thomas Cook (India) Limited's amended Code of Conduct for Prevention of Insider Trading which has come into effect from 1st April, 2019.

The amended code is also available on the website of the Company www.thomascook.in.

This is for your information and records.

Thank you,
Yours faithfully,
For **Thomas Cook (India) Limited**

AMIT JYOTINDRA PAREKH
Digitally signed by AMIT JYOTINDRA PAREKH
Date: 2019.04.01 16:34:29 +05'30'

Amit J. Parekh
Company Secretary and Compliance Officer

Encl.: a/a

Prevention

of

Insider Trading

Version 5.5

Thomas Cook (India) Limited

1st April 2019

FOREWORD

In creating this handbook we have tried to reinforce and recapture the long unblemished history and values driven culture of Thomas Cook (India) Ltd. The Business Ethics and Integrity Program (Values That Work.....at Work) was implemented in February, 1998 and amended in January, 2015 and contains a section on Insider Trading and Stock Tipping which is applicable to all the TCIL employees, irrespective of their grade.

The Securities and Exchange Board of India (SEBI) promulgated the SEBI (Prohibition of Insider Trading) Regulations, 1992 which were subsequently amended on 20th February, 2002, 11th July, 2003, 23rd April, 2007, 19th November, 2008 and 16th August 2011. These regulations, as amended, prohibit any employee of a company, listed on any stock exchange, from dealing in the securities of their company while in possession of any unpublished price sensitive information. The designated persons are also prohibited from communicating or imparting, whether directly or indirectly, confidential information to any other person, who may then deal in the company's securities.

SEBI, therefore, required all listed companies to frame a specific code of internal procedures and conduct to ensure the adherence to provisions of these regulations. With this in mind we had organized our handbook in three parts: the TCIL directives, Frequently Asked Questions and the SEBI Regulations.

SEBI with the objective of bringing the basic framework governing the regime of Insider Trading practices in line with the dynamic global scenario and to tighten the gaps of existing norms, had notified the Prevention of Insider Trading Regulations to be renowned as SEBI (Prohibition of Insider Trading) Regulations, 2015, on 15th January, 2015 and these had become effective 15th May, 2015.

SEBI with an intention to further strengthen the legal framework governing the prohibition of insider trading has amended the SEBI (Prohibition of Insider Trading) Regulations, 2015 by notifying the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The amendments as per the said notification shall come into effect on 1st April, 2019.

SEBI's move is a significant step to ensuring confidentiality in the operations and to provide a well governed legal system of the corporate sectors on one hand and to refrain any person from unfair trading in securities who has privilege of having access to unpublished information of any company.

This Code not only aims at meeting that regulation but also intends to define and translate these norms and parameters to all our employees in easily understood terms, in order to avoid any purposeful or innocent breach of company ethics. We must remember that our pride as a company and TCIL employees stems from ethical behaviour beyond compliance.

Thomas Cook (India) Limited is committed to good corporate governance and has consistently maintained its organizational culture as a remarkable confluence of high standards of Professionalism, Growth and Building Shareholder Equity with principles of Fairness, Ethics and Corporate Governance in spirit.

With that pertinent reminder I take great pleasure in releasing **"Code of Conduct for Prevention of Insider Trading"** handbook effective 1st April, 2019 (Version 5.5), This version overrides all the earlier versions viz. 27th May , 2016 (Version 5.4), 8th March , 2016 (Version 5.3) , 29th October , 2015 (Version 5.2), 30th July 2015 (Version 5.1),15th May, 2015 (Version 5.0), 30th May, 2002 (Version 1.0), first reprinted on 16th June, 2006 (Version 2.0) then on 2nd July 2009 (Version 3.0) and 29th October 2012 (Version 4.0).

Madhavan Menon

Chairman & Managing Director

THOMAS COOK (INDIA) LIMITED

CODE OF CONDUCT FOR:

1. **PREVENTION OF INSIDER TRADING**

AND

2. **PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

AND

3. **STANDARDS FOR REGULATING, MONITORING AND REPORTING TRADING BY INSIDERS**

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CHAPTER – I- INTRODUCTION

1. INTRODUCTION:

Insider trading means dealing in Securities of a company by its Directors, Designated Persons or other Insiders based on Unpublished Price Sensitive Information. Such dealings by Insiders erode the investors' confidence in the integrity of the management and are 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 SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. With an intention to further strengthen the legal framework for prevention of Insider Trading, the SEBI has amended the existing regulations vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which are effective from 1st April, 2019. The amended SEBI (Prohibition of Insider Trading) Regulations seem to be more promising and equipped to ensure better compliance and enforcement.

The Insider Trading Regulations prohibits an insider of a Company to deal in the securities of such Company while in possession of any Unpublished Price Sensitive Information. The Insider Trading Regulations also prohibits an insider to communicate, counsel or procure, whether directly or indirectly, any Unpublished Price Sensitive Information to any person including insiders, who while in possession of such information may deal in the securities of the Company listed or proposed to be listed.

Chapter IV of the Regulations, *inter alia*, requires all listed Companies to frame a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders as near thereto the Principles and Minimum Standards specified in Schedule A and Schedule B to the Regulations.

Every director, officer, designated employee of the company and such other person as may be identified has a duty to safeguard the confidentiality of all the information obtained during the course of his /her employment at or association with the company.

This code of conduct for Prevention of Insider Trading (the Code) shall come into force with effect from 01.04.2019.

2. BACKGROUND:

Thomas Cook (India) Limited is committed to good corporate governance and has consistently maintained its organizational culture as a remarkable confluence of high standards of Professionalism, Growth and Building Shareholder Equity with principles of Fairness, Ethics and Corporate Governance in spirit.

3. DEFINITIONS:

3.1 **"Analogous Body"** shall mean the Chairman and Managing Director (CMD) and Chief Executive Officer (CEO) of the Company.

3.2 **"Audit cum Risk Management Committee"** shall mean the Audit cum Risk Management Committee of the Board of Directors of TCIL, duly constituted from time to time

3.3 "**Board of Directors**" or "**Board**" shall mean the collective body of the Directors of the Company.

3.4 "**Code**" or "**this Code**" shall mean the "Code of Conduct for Prevention of Insider Trading" as amended from time to time.

3.5 "**Company**" or "**the Company**" shall mean Thomas Cook (India) Limited.

3.6 "**Compliance Officer**" means 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;.

["financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows]

3.7 "**Connected Person**" means**:-**

a) 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**.**

b) 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, -

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

(ii) a holding company or associate company or subsidiary company; or

(iii) an intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or

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

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

(vi) 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

(vii) 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

(viii) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or

(ix) a banker of the Company; or

(x) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

3.8 **"Designated Person(s)"** shall include the following persons:

i) promoter

ii) Directors of the Company

iii) permanent invitees / invitees to the Board meetings and committee meetings

iv) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information

v) Employees of material subsidiaries of the Company designated by their respective board of directors on the basis of their functional role or access to unpublished price sensitive information in the organization

vi) Such other employees of the Company or Material Subsidiaries or any support staff of the Company on the basis of their functional role or access to unpublished price sensitive information as may be notified by the Compliance Officer in consultation with the Chairman and Managing Director, Chief Executive Officer from time to time.

3.9 "**Director**" means a member of the Board of Directors of the Company.

3.10 **"Execom"** means members of the Executive Committee of the Company working in India or out of India;

3.11 "**Generally available information"** means information that is accessible to the public on a non-discriminatory basis and information of the Company published on Stock Exchange website.

3.12 "**Immediate Relative**" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

Explanation: Even if a spouse is financially independent and does not consult an insider while taking trading decisions, that spouse shall not be exempted from the definition of 'immediate relative' and is presumed to be an 'immediate relative', unless rebutted so.

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

(a) A connected person; or

(b) In possession of or having access to UPSI;

3.14 **"Material Subsidiary"** shall have the same meaning assigned under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any modification thereof.

3.15 "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

3.16 **"Promoter group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;]

3.17 **"Proposed to be Listed"** shall include securities of an unlisted company:

(i) if such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing; or

(ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013

3.18 "**Regulations**" or "**these Regulations**" means SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time.

3.19 "**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.

3.20 "**Stakeholders Relationship Committee**" shall mean the Stakeholders Relationship Committee of the Board of Directors of TCIL, duly constituted from time to time.

3.21 "**Stock Exchange**" means:

(i) BSE Limited and

(ii) National Stock Exchange of India Limited;

3.22 "**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

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

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

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

(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

NOTE:

1. Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

CHAPTER – II- CONFIDENTIALITY OF PRICE SENSITIVE INFORMATION

1. APPLICABILITY:

This Code shall be applicable to all the designated persons, their immediate relatives, officers of the Company and to the insiders.

2. COMPLIANCE OFFICER DUTIES AND RESPONSIBILITIES:

SEBI has enhanced the role & responsibilities of a Compliance Officer for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI & implementation of codes specified in the Regulations.

2.1 In view of the foregoing, the Board of the Company has appointed the Company Secretary as the Compliance Officer to ensure compliance for effective implementation of these Regulations and also this Code across the Company. The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Cum Risk Management Committee every quarter or at such frequency as may be stipulated by the Board of Directors.

2.2 The Compliance Officer shall hold the position so long as he/she is in the employment of the Company. In his absence, or till such time a successor is appointed, the Executive Director and CEO shall, in the interim period act as the Compliance Officer.

2.3 In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure and also be authorised to seek necessary declarations for pre-clearance to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

2.4 The Compliance Officer shall be responsible for all communications and filings with SEBI in connection with all matters relating to the administration of the Code and other requirements under the Regulations.

2.5 The Compliance Officer shall also be the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

2.6 DUTIES OF THE COMPLIANCE OFFICER:

The Compliance Officer shall be responsible for:

(i) Prescribing procedures for various activities referred to in the Code.

(ii) Monitoring adherence to the regulations for the preservation of "UPSI".

(iii) Grant of pre-clearance approvals to the Designated Persons for dealings in the Company's Securities by them / their Immediate Relatives and monitoring of such dealings.

(iv) Maintenance of structured digital database containing the names of designated persons or entities as the case may be with whom UPSI is shared under this regulation along with :

- Name of such recipient of UPSI
- Name of organization or entity to whom the recipient represents
- Phone, Mobile numbers, if any used by them
- Details of Immediate relatives of designated persons along with details of persons with whom such designated person(s) shares a material financial relationship

  ["material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.]
- Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available

(v) Determination of trading window closure and re-opening periods.

(vi) The Compliance Officer shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

(vii) The Compliance Officer shall be responsible to administer the code of conduct and other requirements under this Code.

2.7 RESPONDING TO MARKET RUMORS:

The CMD and/or CEO and/or the Corporate Communications team and/or Compliance Officer shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.

2.8 DISCLOSURE OF INFORMATION:

(i) The Company will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the Regulations

(ii) To ensure that the information is disseminated in a uniform manner, the Company will transmit the information to all the stock exchanges where the securities of the Company are listed, at the same time and shall also publish the same on the website of the Company viz. www.thomascook.in

(iii) All UPSI shall be first communicated to the stock exchanges before the same is shared with Analyst and Research personnel.

(iv) The Company will make available transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website of the Company to ensure official confirmation and documentation of disclosures made.

3. RESPONSIBILITY TO MAINTAIN CONFIDENTIALITY OF UPSI ETC:

3.1 PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

3.1.1 All the Designated Persons shall maintain confidentiality of all UPSI ("UPSI") coming into their possession or control.

3.1.2 Further, the Designated Persons and their Immediate Relatives shall not:

i. Communicate, provide, or allow access to any UPSI, relating to a company or securities listed or proposed to be listed, to any person.

ii. Trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI.

iii. All Directors / Officers / Designated Persons and / or their Immediate Relatives shall also not take positions in derivative transactions in the securities of the Company at any time.

3.2 NEED TO KNOW:

3.2.1 UPSI is to be handled on a "need to know" basis, i.e. it should be disclosed only to those within the company who need the information for legitimate purposes, to perform their or discharge of legal obligations and whose possession of such information will not give rise to conflict of interest or appearance of misuse of information.

3.2.2 Sharing of UPSI for legitimate purpose:

i. The UPSI shall be shared by any person(s) authorized by the analogous body in consultation with the Compliance Officer of the Company in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

- Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- Sharing of UPSI where such communication is in furtherance of performance of duty (ies);
- Sharing of UPSI for discharge of legal obligation(s).
- Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the analogous body in consultation with the Compliance Officer of the Company.

ii. Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

iii. Such sharing should not be carried out to evade or circumvent the prohibitions of Regulations.

3.2.3 Process for how and when people are brought 'inside' on sensitive transactions

i. The CMD and/or CEO shall identify the resources as may be required for undertaking any sensitive transactions.

ii. Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice whether in writing or by electronic mode shall be given to such persons:

- To make such person aware that the information shared is or would be UPSI.
- To make such person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use.
- To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with this Code and Regulations.

[Sensitive transaction: For the purposes of this Code, sensitive transaction will include matters as mentioned under the definition of UPSI in Section 3.2.3 of this Code]

3.2.4 UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

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

Where such UPSI has been communicated, provided, allowed access to or procured in connection with the aforesaid matters, the Company shall require the concerned parties to execute agreements to contract confidentiality or non-disclosure obligations or have suitable confidentiality clause inserted on the part of such parties and such parties shall keep information so received confidential, except for the above mentioned purposes, and shall not otherwise trade in securities of the Company when in possession of UPSI.

3.3 INTERNAL CONTROL ON HAVING ACCESS TO CONFIDENTIAL INFORMATION:

3.3.1 All employees having access to UPSI will be identified as designated employee;

3.3.2 All the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of this Code and Regulations

3.3.3 All UPSI shall be communicated and procured in compliance with the procedure mentioned in this Code

3.3.4 All employees with whom UPSI on any sensitive transaction is shared shall maintain confidentiality and also notice shall be served to them as mentioned in Section 1.2.3 of the Code.

3.3.5 The Compliance Officer shall ensure the compliance of such internal controls and the Audit Committee shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

3.3.6 Norms for Chinese walls procedure and process for permitting any Designated Person to cross the wall:

(i) To prevent the misuse of UPSI, the organisation shall adopt a "Chinese Wall" policy which separates those areas of the organisation/ firm which routinely have access to UPSI, considered "inside areas" from those areas which deal with sale/marketing/investment advise or other departments providing support services, considered "public areas".

(ii) The employees in the inside area shall not communicate any UPSI to anyone in public area.

(iii) The employees in inside area shall be physically segregated from employees in public area.

(iv) Demarcation of the various departments as inside area shall be implemented by the organization.

(v) In exceptional circumstances employees from the public areas may be brought "over the wall" and given UPSI on a "need to know" basis, under intimation to the Compliance Officer.

3.3.7 The Designated Persons privy to UPSI shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- Files containing confidential information shall be kept secure.
- Computer files must have adequate security of login through a password.
- Follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to time in consultation with the person in charge of the information technology function

3.4 TRADING PLANS:

3.4.1 An Insider shall be entitled to formulate a Trading Plan for dealing in securities of the Company & present it to Compliance Officer for approval & public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

3.4.2 Trading Plan shall:

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

(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) be for a period of at least 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 number of securities to be traded along with the nature of tradeand the intervals at, or dates on which such trades shall be executed; and

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

3.4.3 The Compliance Officer shall consider and assess the Trading Plan made as above and may approve it with such additional express undertakings to be taken from the Insider as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

3.4.4 Pre-clearance of trades and trading window norms shall not be required for a trade executed as per an approved trading plan

3.4.5 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 at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation.

In such case, the commencement of the Plan shall be deferred until such UPSI becomes generally available information.

3.4.6 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

3.4.7 Any trading opted by a person under Trading Plan can be done, even if it is a contra trade, but only to the extent and in the manner disclosed in the plan, save and except for pledging of securities.

CHAPTER – III- TRADING RESTRICTIONS

1. TRADING WINDOW:

1.1. All Designated Persons and their immediate relatives 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 or otherwise deal in the Company's securities during the period when the trading window is closed.

Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall normally be closed in the matter of financial results for a period of seven (7) days prior to and two (2) Days after a Board Meeting.

In case of ESOPs, exercise of options is allowed in the period when the Trading Window is closed. However, sale of Securities allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

1.2. 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 UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. Designated persons and their Immediate Relatives shall not trade in securities when the trading window is closed.

1.3. The Compliance Officer shall determine the time for re-opening the trading window after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which shall not be earlier than 48 hours after the information becomes generally available.

When the trading window is open, trading by designated persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above such thresholds as specified hereunder.

However, if the circumstances so warrant, the time for closing the window may be increased or decreased by the Compliance Officer.

2. PRE-CLEARANCE OF DEALS IN SECURITIES:

2.1 Every Designated Person shall obtain a pre-clearance approval as per the procedure prescribed hereunder for any dealing in any Securities of the Company proposed to be undertaken by such Designated Person / his /her Immediate Relative. Such pre-clearance approval would be necessary, only if the cumulative dealing in any month exceeds:

a) 2500 (Two thousand five hundred) securities or

b) market value of Rs. 5,00,000/- (Rupees Five Lakh),

whichever is lesser.

2.2 The pre-dealing procedure shall be hereunder:

- ✓ For the purpose of obtaining a pre-clearance approval, the concerned Designated Person shall make an application in the prescribed form (see **Annexure 1**) to the Compliance Officer.
- ✓ Such application should be complete and correct in all respects and should be accompanied by such undertakings (see **Annexure 2**) declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time-to-time.
- ✓ Within 2 (two) Working Days of the receipt of the application together with the necessary undertaking, the Compliance Officer shall either clear the requested deal or refuse to clear the deal by giving the reasons therefore in writing;
- ✓ In case any transaction has been refused, the Designated Person shall be free to re-apply for pre-clearance of the transaction, which was refused, to the Chairman of the Audit Committee of the Company. The decision of the Chairman of the Audit Committee in this regard shall be final.
- ✓ All Designated Persons / his /her Immediate Relative shall execute the order in respect of securities of the Company within 7 (seven) trading days from the receipt of pre-clearance approval.
- ✓ In the event that the Compliance Officer and/or his/her Immediate Relatives propose to deal in TCIL Securities, which requires pre-clearance as provided in Clause 2.1 above, then the Compliance Officer shall submit the application and undertaking as stated hereinabove to the Board of Directors of the Company. Only upon receipt of the clearance from the Board of Directors of the Company, can the Compliance Officer and/or Immediate Relatives deal in TCIL Securities. All other provisions of this Code as applicable to the Designated Persons shall be applicable to the Compliance Officer also.
- ✓ Irrespective of whether any dealings require pre-clearance approval or not, the Designated Person / his /her Immediate Relative shall file within 2 (two) trading days of the execution of any deal, the details of such deal with the Compliance Officer in the prescribed form (see **Annexure 3**). In case the transaction is not undertaken after obtaining pre-clearance approval, a report to that effect shall be filed by the Designated Person/ his /her Immediate Relative.

- ✓ If the order is not executed within seven (7) trading days from the receipt of approval, the Designated Person must pre-clear the transaction again.
- ✓ Even if a spouse is financially independent and does not consult an insider while taking trading decisions, that spouse shall **not** be exempted from the definition of 'immediate relative' and is presumed to be an 'immediate relative', unless rebutted so.

2.3 Designated person who is permitted to trade shall not execute a contra trade for six months from the date of entering into a transaction. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

2.4 Where any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be surrendered for remittance to SEBI for credit the Investor Protection and Education Fund administered by SEBI under the Act.

2.5 If a designated person has sold/ purchased shares, he can subscribe and exercise ESOPs at any time after such sale/purchase, without attracting contra trade restrictions.

2.6 Where a designated person acquires shares under an ESOP and subsequently sells/pledges those shares, such sale shall not be considered as contra trade, with respect to exercise of ESOPs.

2.7 Where a designated person purchases some shares otherwise than by way of exercising ESOPs (i.e. market/ off market/ third party purchases), also acquires shares later under an ESOP and subsequently sells/ pledges shares so acquired under ESOP, the sale will not be a contra trade but will be subject to other provisions of the Regulations. However, he will not be able to sell the shares purchased through market/ off market/ third party for the next six months.

2.8 Where a designated person sells shares (i.e. market/ off market/ third party sale), also acquires shares later under an ESOP, the acquisition under ESOP shall not be a contra trade. Further, he can sell/ pledge shares so acquired at anytime thereafter without attracting contra trade restrictions. He, however, will not be able to purchase further shares (i.e. market/ off market/ third party purchases) for the next six months from the time he had sold shares.

2.9 Buy back offers, open offers, rights issues, FPOs, bonus issues, etc. of a listed company are available to designated persons also, and restriction of 'contra-trade' shall not apply in respect of such matters.

CHAPTER-IV- REPORTING & DISCLOSURE REQUIREMENTS

1. REPORTING REQUIREMENTS:

1.1. All Directors/ officers/ designated persons shall be required to forward the following details of their securities / transactions including the transactions made by their Immediate Relatives to the Compliance Officer in the formats attached to this Code:

- All holdings / nil holdings in securities of that Company by directors/ officers/ designated persons at the time of joining the Company. Such disclosure shall be in the form specified in **Annexure 4** and shall be delivered to the Compliance Officer within 15 (fifteen) days from the date of joining TCIL;
- A six monthly statement of any transactions in securities subject to the provisions of this Code in the form specified in **Annexure 5**; and
- Annual statement of all holdings in securities as on 31st March every year. Such disclosure shall be in the form specified in **Annexure 6** and shall be delivered to the Compliance Officer on or before 15th April every year.

The above reporting requirements shall be in addition to the pre-clearance applications and post-deal disclosures.

1.2. The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors/ officers / designated persons for a minimum period of five years.

2. DISCLOSURES:

2.1 The disclosures to be made hereunder are in addition to the disclosures hereinabove mentioned and shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

(A) Initial Disclosures:

(a) Every promoter, member of promoter group, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose in prescribed format (see **Annexure 7**) its/ their/ his/ her holding of securities of the company as on the date of these regulations taking effect, to the company within 30 (thirty days) of these regulations taking effect.

(b) Every key managerial personnel, a director, promoter and member of promoter group of the company on his/ her/ its/ their appointment shall disclose in prescribed format (see **Annexure 8**) his/ her/ its/ their holding of securities of the company as on the date of appointment or becoming a promoter, to the company within 7 (seven) days of such appointment or becoming a promoter.

(B) Continual Disclosure:

Every Designated Person, promoter, member of promoter group and director of company shall disclose (see **Annexure 9**) to the company the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether

in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakh).

(C) Disclosures by other connected persons:

The company may require from connected persons, as defined in this Code, to make disclosures in prescribed format (see **Annexure 10**) of holdings within 15 (fifteen) days of being so connected with the Company and of trading in securities of the Company within 2 (two) trading days of such trading respectively.

2.2 Disclosure by Company to Stock Exchange:

The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.

2.3 The Compliance Officer shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

CHAPTER- V- MISCELLANEOUS

1. DISSEMINATION OF PRICE SENSITIVE INFORMATION:

1.1. No information shall be passed by a Designated Person by way of making a recommendation for the purchase or sale of securities of the Company.

1.2. No information shall be passed by a Designated Person by way of Disclosure/ dissemination of UPSI with special reference to analysts, media persons and institutional investors.

1.3. The Company will promptly make a public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

1.4. The Company will make a uniform and universal dissemination of UPSI thus avoiding selective disclosure.

1.5. The Company will make prompt public dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise.

2. PENALTY FOR CONTRAVENTION:

2.1. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/ her Immediate Relatives).

2.2. The Disciplinary Committee comprising of the Chairman and Managing Director, Chief Executive Officer and Compliance Officer of the Company will make an inquiry in the case of :

- Any violation of this code; or
- Leak of any UPSI or on suspected leak of UPSI;

Further the Committee will inform the SEBI promptly of the leaks, inquiries and results of such inquiries.

2.3. Designated Person who violates this Code shall be subject to disciplinary action by the Company, which may include wage freeze, ineligibility for future participation in employee stock option plans, suspension, termination of employment/ engagement and such other actions as may be deemed appropriate Audit cum Risk Management Committee of the Board of Directors of the Company.

2.4. The instances of leak of UPSI by Designated Persons shall be reported by the employees as per the Whistle Blower Policy of the Company and the said Designated Persons may be penalized and appropriate action may be taken by the Company against them.The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

3. INFORMATION:

3.1. Where there is a violation of regulations, the Company shall promptly inform SEBI about such violation.

4. CLARIFICATIONS:

4.1. For all queries concerning this Code, the Directors, Officers and Employees may please contact the Compliance Officer.

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:

To,

The Compliance Officer,

Thomas Cook (India) Limited,

Dear Sir/Madam,

Application for Pre-clearance approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sell / subscribe _____ securities or around Rs. _____ in market value of securities of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	The proposal is for (strike off unwanted)	(a) Purchase of securities (b) Sale of securities (c) Subscription to securities
6.	Whether any opposite transaction was entered into during the last six (6) months	YES NO
7.	Estimated number of securities proposed to be purchased/ subscribed/ sold	
8.	Whether the proposed transaction will be through stock exchange or off-market deal	

9.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited (if same as in 4. above, mention so, else give details)	

I agree to not enter into an opposite transaction i.e. Sell or Buy (strike off whichever is not applicable) any number of securities during the next six months following this transaction.

I also agree to not take positions in derivative transactions in the shares of the Company at any time during my employment with TCIL.

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

_____

(Name of Employee)

ANNEXURE 2

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

UNDERTAKING

To,

Thomas Cook (India) Limited,

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ (indicate number of shares/ market value) shares / Rs. _____ worth market value 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 UPSI (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 receive any information that could be construed as "UPSI" 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 (2) trading 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 seven (7) trading days of the receipt of approval failing which I shall seek pre-clearance again.

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

Date: _____

Signature: _____

Name: _____

ANNEXURE 3

Disclosure of Dealings

(On Plain Paper)

Date:

To,

The Compliance Officer

Thomas Cook (India) Limited

Thomas Cook Building,

Dr. D.N.Road, Fort,

Mumbai – 400 001

Dear Sir,

DETAILS OF DEALINGS

Ref: Your Approval letter No. _____ dated _____(if applicable)

I hereby inform you that I/ my Dependant Family Member(s) have bought/sold/subscribed to the TCIL Securities as mentioned below:

Name of holder	*F/J	No. of Securities dealt with	Bought/ Sold/ Subscribed	DP ID No/ CLIENT ID (electronic form) or Folio no. (physical) where the Securities will be debited or credited	Price per security (Rs)	Date of purchase/ sale/ subscription

* "F" first holder "J" joint holder

In connection with the aforesaid dealing(s), I hereby undertake to preserve, for a period of 5(five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions)
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I agree to not enter into an opposite transaction i.e. Sell or Buy (strike off whichever is not applicable) any number of shares during the next six months following this transaction.

I also agree to not take positions in derivative transactions in the shares of the Company at any time during my employment with TCIL.

Yours truly,

Signature : _____

Name : _____

Emp No : _____

ANNEXURE 4

Initial Disclosure by Designated Persons
(On Plain Paper)

Date:
To
The Compliance Officer
Thomas Cook (India) Limited
Dr. D. N. Road, Fort,
Mumbai – 400 001

Internal use
Recd date and time:
Sign:

Particulars	**Details**
Name of Employee	
Grade	
Department	
PAN*	
Location	
Persons with whom such designated person(s) shares a material financial relationship*	
Phone No./ Mobile No.*	
Educational institutions from which designated persons have graduated*	
Names of the past employers*	

Mandatory fields

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and TCIL Code, I hereby declare that I have the following Immediate Relatives:

Sr. No.	**Name of the Immediate Relatives:**	**PAN***	**Phone No./Mobile No.***	**Relationship with the Designated Person**
	(name of spouse)			
	(name(s) of dependent children)			
	(name(s) of dependent parent(s))			
	(name(s) of dependent brother(s)/sister(s))			
	(name of dependent parent(s) of spouse)			
	(name of dependent sibling(s) of spouse)			

Mandatory fields

(*Note: Dependent means any of the above, who is either dependent financially on you, or, if not financially dependent on you, still consults you in taking decisions relating to trading in securities. Even if a spouse is*

financially independent and does not consult the designated person while taking trading decisions, that spouse shall be presumed to be an 'immediate relative')

I hereby declare that I / my Immediate Relatives hold the following demat account(s)

- but do not hold Thomas Cook (India) Limited (TCIL) Securities as on date OR
- and hold TCIL Securities as per the details given below:

(Provide the demat account details even if you / your immediate relatives do not hold TCIL securities but hold a demat account)

Name of holder/ Immediate Relative	*S/F/J	Folio No. (physical form)	No of Securities	DP ID and CLIENT ID (electronic form)	No of Securities

* "S" sole holder / "F" first holder / "J" joint holder

I hereby undertake to approach the Compliance Officer for pre-clearance approval in case of any proposed Dealing (buying/selling/subscribing/acquiring) in TCIL Securities in respect of the above mentioned holders.

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

Signature: _____ Name: _____

Employee No: _____ Department: _____

Location: _____

Applicable only where the designated person is TCIL employee

ANNEXURE 5

Half Yearly Disclosure by Designated Persons
(On Plain Paper)

Date: _____

The Compliance Officer
Thomas Cook (India) Limited
Dr. D. N. Road, Fort,
Mumbai – 400 001

Dear Sir,

SUB: HALF YEARLY TRANSACTION STATEMENT

For the half year ended 30th September, _____, I hereby declare that I / my Immediate Relatives

- have not dealt in Thomas Cook (India) Limited (TCIL) Securities OR
- have dealt in TCIL Securities as per the details given below:

Name of holder/ Immediate Relative	*S/F/J	Opening balance	No. of Securities dealt with during the 6 months	Date of deal (s)	Bought/ Sold/ Subscribed	Price per security (Rs)	Closing balance	DP ID No & CLIENT ID (electronic form) or Folio no. (physical) where the Securities will be debited or credited

strike out whichever is not applicable

* "S" sole holder / "F" first holder / "J" joint holder

In connection with the aforesaid dealing(s), I hereby undertake to preserve, for a period of 3 (three) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions)
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

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

I declare that I have not entered into an opposite transaction i.e. Sell or Buy (strike off whichever is not applicable) for any number of securities during the **six months** of the aforesaid transaction/s.

I also agree to not take positions in derivative transactions in the shares of the Company at any time during my employment with TCIL.

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

Signature: _____ Name: _____

Employee No: _____ Department: _____

Location: _____

ANNEXURE 6

Annual Disclosure of Holdings by Designated Persons

Date: _____

The Compliance Officer
Thomas Cook (India) Limited
Dr. D. N. Road, Fort,
Mumbai – 400 001

Dear Sir,

ANNUAL STATEMENT OF SHAREHOLDINGS IN THOMAS COOK (INDIA) LIMITED

Particulars	**Details**
Name of the Person	
Grade	
Department	
Location	
Persons with whom such designated person(s) shares a material financial relationship*	

Mandatory fields

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

As on 31st March_____, I / my Immediate Family Members, have the following Demat Accounts in our respective names.

Further, I / my Immediate Family Members, in the capacity of Sole holder / First holder / Joint holder *hold / do not hold the Securities of the Company, details whereof are as under:

Description of Securities:

Name of Holder	**S/F/J	PAN*	Phone No./Mobile No./Cell No.*	Folio No. (Physical Form) AND / OR DP ID & CLIENT ID (Electronic Form)	No. of Securities
_____ (Self)					
_____ (Spouse)					
_____ (Dependent child/children)					
_____ (Dependent Parent/s)					
_____ (Dependent brother(s)/sisters(s))					
_____ (Dependent parent(s) of spouse)					
_____ (Dependent sibling(s) of spouse)					

Mandatory fields

(*Note: Dependent means any of the above, who is either dependent financially on you, or, if not financially dependent on you, still consults you in taking decisions relating to trading in securities. Even if a spouse is financially independent and does not consult the designated person while taking trading decisions, that spouse shall be presumed to be an 'immediate relative'*)

** "S" sole holder / "F" first holder / "J" joint holder strike out whichever is not applicable

Yours faithfully,

Signature: _____ Name: _____

Employee No: _____ Department: _____

Location: _____

ANNEXURE 7

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial Disclosure to the Company]

Name of the Company :

ISIN of the Company :

Details of Securities held by Promoter, Member of Promoter Group, 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/ Promoter Group/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, Member of Promoter Group, 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	Notional value in Rupee	Contract Specifications	Number of Units (contracts* lot	Notional value in Rupee
6	7	8	9	10	11

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

Name & Signature :

Designation :

Date :

Place :

ANNEXURE 8

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, Member of Promoter Group 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/ Promoter Group/KMP / Directors/immediate relative to /others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter/Promoter Group	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, Member of Promoter Group 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 / Member of Promoter Group or appointment of Director / KMP			Open Interest of the Option Contracts held at the time of becoming Promoter / Member of Promoter Group or appointment of Director / KMP		
Contract Specifications	Number of Units (contracts* lot	Notional value in Rupee	Contract Specifications	Number of Units (contracts* lot	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 :

ANNEXURE 9

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, Member of Promoter Group, Designated Person 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 /Promoter Group/ 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		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, Member of Promoter Group, Designated Person or Director of a listed company and other such persons as mentioned in Regulation 6(2).

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

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

Name & Signature :

Designation :

Date :

Place :

ANNEXURE 10

FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name of the Company :

ISIN of the Company :

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

Name, PAN, & address contact nos. of other connected persons, as Identified by the Company	Connection With Company	Securities held prior to acquisition/ disposal		Securities acquired /				Securities held post acquisition / disposal		Date of allotment advice / acquisition of Shares / sale of shares		Date of intimation to Comp	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.	Valu	Transaction Type (Buy / Sale / Pledge / Revoke/Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of Shareholding	Specify From	To		
1	2	3	4	5	6	7	8	9	10	1		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 by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or						Exchange on which the trade was executed
Type of Contract	Contract specifications	B		S		
		Notional value	Number of Units (contracts* lot	Notional value	Number of Units (contracts* lot	
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 :

Date :

Place :