



# **PVP VENTURES LIMITED**

## **CODE OF INTERNAL PROCEDURES**

### **AND**

### **FOR REGULATING,**

## **MONITORING AND REPORTING OF**

## **TRADING BY INSIDERS**

*[Pursuant to Regulation 9 (1) & (2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and as amended as SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]*

## **INTRODUCTION**

Trading in a listed Company's securities by insiders who enjoy a special status on account of access to Un-published price sensitive information (UPS) and as a result thereof, are able to use their special status for individual benefit, at the expense of the general investor at large is referred to as Insider Trading.

In view of the possible avenues for communication of Un-published price sensitive information, which provides an opportunity for insiders to gain an advantage therefrom as compared to the general investor at large, SEBI had notified the SEBI (Prohibition of Insider Trading) Regulations, 1992, amended by SEBI (Prohibition of Insider Trading) Regulations 2015 which came into force on May 15, 2015 and further amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018.

These Regulations contain a comprehensive code for regulation, disclosures and approvals within a company for its employees and connected persons which needs to be followed if these categories of persons trade or otherwise deal in the Company's securities. The Regulations also require the Company to frame and implement a Code of Conduct for prevention of Insider Trading.

To achieve these objectives and to safeguard the confidentiality of Un-published price sensitive information PVP Ventures Limited (herein after referred to as "**the Company**") hereby notifies that this Code of Conduct ("**the Code**") is to be followed by all employees and connected persons.

## **APPLICABILITY AND SCOPE OF THE CODE**

This Code of Conduct for Prevention of Insider Trading is applicable on all employees and other connected persons who have access to or could have access to unpublished price sensitive information about the Company. Such persons are required to comply with this Code and to make the necessary disclosures as per Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as adopted by the Company. This amended Code shall be applicable with effect from April 01, 2019.

### **I. DEFINITIONS**

- a) "**Act**" means the Securities and Exchange Board of India Act, 1992;
- b) "**Board of Directors**" or "**Board**" means the Board of Directors of the Company;
- c) "**Chief Investor relations officer**" for the purpose of this Code - Head of Investor Relations shall be Designated as Chief Investor Relations officer;

- d) **Code** or **Code of Conduct** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders. M/s. PVP Ventures Limited (below referred as Company), has adopted this code in Compliance with the SEBI (PIT) Regulations, 2015 and SEBI (PIT) (Amendment) Regulations, 2018;
- e) **Company** means PVP Ventures Limited;
- f) **Compliance Officer** means the Company Secretary or such other senior officer, designated so and reporting to the Board of Directors who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- g) **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:
    - an immediate relative of connected persons specified in clause (i); or
    - a holding company or associate company or subsidiary company; or
    - an intermediary as specified in section 12 of the Act or an employee or director thereof; or
    - an Investment Company, Trustee Company, Asset Management Company or an Employee or Director thereof; or
    - an official of a stock exchange or of clearing house or corporation; or
    - 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
    - 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

- an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- a banker of the company; or
- a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative of banker of the Company, has more than 10% of the holding or interest.

**h) "Designated Persons"** shall mean and include-

- i. Director on the Board of the Company, whether executive or non-executive;
- ii. Key Managerial Personnel ("KMP");
- iii. All employees of the Company above the manager level;
- iv. Directors, KMP and employees above the manager level of Picturehouse Media Limited;
- v. Promoters/Promoter group of the Company;
- vi. Any other employee designated by the Board of Directors from time to time to whom the trading restrictions shall be applicable &;
- vii. Immediate Relatives of persons covered under Clause (a) to (g) above.

**i) "Employee"** means every employee of the Company including the Directors in the employment of the Company.

**j) "Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.

**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) "Promoters/Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

**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"** shall mean National Stock Exchange of India Limited, The BSE Limited and any other stock exchange(s) on which the securities of the Company are listed from time to time;

- p) **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 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) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- s) **"Unpublished Price Sensitive Information (UPS I)"** 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, de-listings, disposals and expansion of business and such other transactions;
  - v. Changes in key managerial personnel;
  - vi. Material events in accordance with the listing agreement &;
  - vii. Other matters as may be prescribed by SEBI/considered by the Compliance officer to be price sensitive from time to time.

**Explanation:** The following shall be deemed to be Material events in accordance with Listing Regulations-

- Events such strikes, lock-outs, closure on account of power cuts;
- Change in the general character or nature of business;
- Disruption of operations due to natural calamity;
- Commencement of any new commercial production/Commercial operations;
- Developments with respect to pricing/realisation arising out of change in the regulatory framework;
- Litigation/dispute with a material impact;
- Revision in ratings;
- Any other information having bearing on the operation/performance of the Company as well as price sensitive information, which includes but not restricted to:
  - ✓ Issue of any class of securities;
  - ✓ Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling divisions of the Company etc;
  - ✓ Change in market lot of the Company's shares, sub-division of equity shares of the Company;
  - ✓ Voluntary delisting by the Company from stock exchange(s);

- ✓ Forfeiture of shares;
- ✓ Any action, which will result in alteration in the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the Company;
- ✓ Information regarding opening, closing of status of ADR, GDR or any other class of securities to be issued abroad;
- ✓ Cancellation of dividend/rights/bonus etc;

Words and expressions not defined in the Code shall have the same meaning as contained in the Regulations.

## **II. ROLE OF COMPLIANCE OFFICER**

1. The Company has appointed the Company Secretary as Compliance Officer under the Code who shall report to the Board of Directors of the Company.
2. The Compliance Officer shall be responsible for the following duties-
  - a) The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors;
  - b) The Compliance Officer shall assist all employees in addressing any clarifications and the Company's Code of Conduct;
  - c) To maintain a record of Designated Persons and any changes made thereto;
  - d) To specify, in consultation with the Board of Directors, period during which the trading window shall remain closed from time to time and to inform the same to the Directors and Designated Persons;
  - e) To maintain a record of Prohibited Period specified from time to time;
  - f) To set forth policies, procedures, monitoring adherence to the Code for the preservation of 'Price-Sensitive Information', 'pre-clearing of trades by the Designated Persons and their dependents', monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of the Company;
  - g) To maintain the records of the declarations and disclosures given by the Designated Persons for a minimum period of Five (5) years;

- h) The Compliance officer shall review & approve the trading plan and make a public disclosure of the same through the websites of the Stock Exchanges in accordance with Regulation 5;
- i) To grant pre-clearances for trades by designated persons.

In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his function. The Board of Directors of the Company shall ensure that the Compliance Officer shall have access to all information and documents relating to the Company and its securities of the Company, which may be construed as Unpublished Price Sensitive Information as defined under this code in order to ensure compliance with the Regulations.

**III. PRESERVATION OF PRICE SENSITIVE INFORMATION:**

1. The insiders shall maintain the confidentiality of all UPSI and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the Dealing, purchase or sale of securities.
2. The insiders when in possession of any unpublished price sensitive information pertaining to the Company shall not-
  - 2.1 Deal/Buy/sell securities of the Company, either on their own behalf or on behalf of any other person.
  - AND
  - 2.2 Communicate, counsel or procure any unpublished price sensitive information to/ from any person.

**IV. RESTRICTION ON COMMUNICATION & NEED-TO-KNOW BASIS:**

1. All information shall be handled within the Company 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 his legal obligations.
2. A Chinese wall exists between members of respective departments and of the rest of Company. This Chinese wall is designed to isolate activities of one department from other in order to restrict the dissemination of information obtained by the respective departments/members on a "need-to-know" basis.
3. This Chinese wall is supported by the following procedures-
  - ✓ Physical separation of each Department;

- ✓ Limiting computer access to the Inter-department network;
  - ✓ Restriction on access to data via pen drives, external hard drives etc.
4. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails-
- ✓ 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; or
  - ✓ not attracting 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;
  - ✓ However, 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

**V. TRADING WHEN IN POSSESSION OF UPSI**

1. No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI;

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:

- a) The transaction is an off-market inter-se transfer between promoters who were in possession of the same UPSI without being in breach of Regulation 3 of SEBI (PIT) Regulations, 2015 and both parties had made a conscious and informed trade decision;
- b) in the case of non-individual insiders:
  - i. the individuals who were in possession of such UPSI, were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
  - ii. Appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals



possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.

- iii. The trades were pursuant to a trading plan set up in accordance with regulation 5 of the SEBI (PIT) Regulations, 2015.
2. In the case of connected persons the onus of establishing, that they were not in possession of UPSI, shall be on such connected persons and in other cases, the onus would be on the Board;
3. The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations;

#### **VI. TRADING PLAN:**

1. The Designated Persons, who are perpetually in possession of UPSI, shall have an option to formulate their trading plan and present the same to Compliance Officer(s) for approval. Upon approval of Trading Plan, the Compliance Officer(s) shall notify the same to Stock Exchanges where securities of the Company are listed.

The Compliance Officer(s) shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and may seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

2. Trading Plan shall:
  - a) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - b) 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 and the second trading day after the disclosure of such financial results;
  - c) entail trading for a period of not less than twelve months;
  - d) not entail overlap of any period for which another trading plan is already in existence;
  - e) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

- f) not entail trading in securities for market abuse;
- 3. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek 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.
- 5. However, 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 unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

## **VII. TRADING WINDOW**

- 1. The Employees and Connected persons shall not deal/ buy/sell/ pledge etc securities of the Company during Closure of the 'Trading Window', i.e. the period during which trading in the securities of the Company is prohibited. The Designated persons shall conduct all their dealings in the securities of the Company only during an open trading window and shall not deal in any transaction involving the purchase/ sale/ pledge etc of the Company's securities during the periods when the trading window is closed.
- 2. Unless otherwise specified by the Compliance Officer, the Trading Window for trading in Securities of the Company shall be closed for during the existence of UPSI.
- 3. The closure of trading Window for the purposes for which a specific notice/ intimation is required to be given to Stock Exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any UPSI is given to Stock Exchange. However, if the circumstances so warrants, the time for closing of trading window may be increased or decreased by the Compliance Officer.

The Trading Window shall be opened on third calendar day from the day on which the Price sensitive information is communicated to the Stock Exchange and becomes generally available.

- 4. The closure of the trading window for the purposes for which no specific notice/ intimation is required to be given to Stock Exchange shall be advised by the Compliance Officer of the Company preferably 7 days in prior, while the Trading Window shall be opened on third calendar day from the day on which Price sensitive information is communicated to the Stock Exchange and becomes generally available.
- 5. 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 shall not be allowed when trading is closed.

6. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
7. Connected persons and Employees who deal, buy or sell any number of shares of the Company, shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. However, the Compliance Officer(s) is 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. If a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act. The application for this approval should be made to the Compliance Officer(s) in format specified in **Form E**.

#### **VIII. PRE-CLEARANCE:**

1. All Connected persons & employees, who intend to deal in Company's securities (themselves or through immediate relatives) during the period other than trading window closure, are required to obtain the pre-clearance of the proposed acquisition/purchase/sale/pledge transactions as per the procedure described hereunder, if the said transaction of the securities of Company is in excess of 10,000 in number or Rs.5,00,000/- in market value, whichever is lower, in transaction(s) in a single day.
2. In case of dealing by Compliance Officer(s), pre-clearance from Chairman & Managing Director shall be required.
3. An application stating, inter alia, the estimated number of securities that the Connected persons and employees intends to deal in, the details as to the depository with which he has security account and the details as to the securities already held etc, for pre- clearance shall be made to the Compliance Officer of Company in the **Form E**.
4. Such communication for pre-clearance in specified format shall be sent to [investorrelations@pvpglobal.com](mailto:investorrelations@pvpglobal.com).
5. An undertaking shall also be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable-
  - a) That the said Designated Person or his immediate relative does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking;
  - b) That in case the said Designated Person or his immediate relative has access to or receives "Price Sensitive Information" after signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer(s) 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.
  - c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.

- d) The Compliance Officer(s) will scrutinize the application within 2 working days of submission and communicate the approval/ refusal (along with reasons thereof) to the applicant. In the absence of the Compliance Officer(s), the pre- clearance application will be decided upon by the Chairman & Managing Director.
- e) 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 Chairman of Audit Committee of the Company. The decision of Chairman of Audit Committee in this regard shall be final.
- f) The pre-clearance approval shall be valid only for seven calendar days from the date of communication and shall lapse thereafter. If the transaction is not consummated within seven calendar days from the approval date, the connected persons & Employees will be required to follow the process of pre clearance again. However the Compliance Officer(s) shall have the right to revoke the clearance granted, before the relevant transaction has been consummated, if considered necessary.
- g) The requirements of pre- clearance of a proposed transaction shall not apply in the following cases:
  - ✓ in the event of participation of a public event i.e. a rights or a bonus issue;
  - ✓ in the case of any acquisition of shares through transmission or inheritance, or  
- like mode &
  - ✓ By way of any court settlement or award thereof

## **IX. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

### **1. Initial Disclosures:**

- a) Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of the closure of the financial year i.e. every 31<sup>st</sup> March, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed **Form A**.
- b) Every person on appointment as a Key Managerial Personnel / Director / 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 in the prescribed **Form B**.

### **2. Continual Disclosures:**

- a) Every Promoter, Employee and Director of the 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 Rs. Ten lakhs in the prescribed **Form C**.

The disclosure shall be made within 2 working days of-

- the receipt of intimation of allotment of shares, or;
- the acquisition or sale of shares or voting rights, as the case may be.

- 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 in the prescribed **Form D**.

**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 of Rs. 10,00,000/-

#### **X. GENERAL:**

1. In case it is observed by the Company/Compliance Officer(s) that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the Company.
2. Connected persons & Employees are advised to pursue this code and SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, carefully and acquaint themselves with all the provisions contained therein. The Compliance Officer(s) shall assist the connected persons and employees in addressing any clarifications regarding the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's code of conduct for prevention of insider trading.
3. The Compliance Officer(s) shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Price Sensitive Information, Pre-clearance of trades by Connected Persons and employees or their immediate relatives and the implementation of the Code of Conduct for prevention of Insider Trading under the overall supervision of the Board of the Listed Company.
4. The Compliance Officer shall maintain records of all the declaration or information in the appropriate form given by the Connected persons and employees for a minimum period of 5 years.
5. The Compliance officer(s) shall place before the Chairman of the Audit Committee, on a quarterly basis all the details of the dealing in the securities by Designated Persons and the accompanying documents that such persons had executed the pre-dealing procedure as envisaged in this code.
6. **Uniform and universal disclosure of UPSI:**
  - a) The Company shall promptly furnish to the Stock Exchanges where the securities of the Company are listed, the material information related to any UPSI as soon as credible and concrete information comes into being;

- b) The information may also be hosted on the Company's website and will simultaneously be released to the media and news wires for wider circulation to make it generally available;
- c) The Chief Investor Relations Officer shall ensure that such dissemination of the UPSI is uniform and universal to avoid selective disclosures. In case any UPSI gets disclosed selectively, inadvertently or otherwise, the Chief Investor Relations officer shall ensure that such information is made generally available immediately. In this context, rumours or media speculation shall not be considered as selective disclosure.

**7. Handling of all UPSI:** The Company may make suitable arrangements to classify the computer files according to their sensitivity and such files shall be appropriately encrypted and handled.

**8. Determination of Legitimate Purpose:**

- a) UPSI shall only be shared with other person (s) or entity (ies) only for furtherance of legitimate purpose, performance of duties or discharge of legal obligation;
- b) The term legitimate purpose mean sharing of UPSI with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professional, other advisors or consultants from time to time, in the ordinary course of business;
- c) Such sharing of information shall not evade or circumvent the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Any persons or entities (as mentioned above) with whom UPSI is shared for Legitimate Purpose, shall be construed as an insider and due notice will be given to them at the time of sharing such information to maintain confidentiality in compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Such notice shall outline the duties, responsibilities and liabilities related to misuse or unwarranted use of such information and shall seek information including Permanent Account Number (PAN) or any other identifier authorised by law where PAN is not available;
- e) Such person (s) or entity (ies) shall have no objection, in case the Company shares with any regulatory authority, their details e.g. PAN or any other legal identifier (in case PAN not available), etc.

**XI. CONTRAVENTION**

Any contravention of the code by Designated Persons shall attract strictest disciplinary action including but not restricted to recovery of profits made, wage freeze, suspension and/ or termination of employment.

# DISCLOSURES FORMAT SPECIFIED

## FORM A

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

Name of the company:

ISIN of the company:

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	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	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contract size * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

Signature:

Designation:

Date:

Place:

## FORM B

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

Name of the company:

ISIN of the company:

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

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP	% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP	Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP
			Type of security No. (For eg. – Shares, Warrants, Convertible Debentures etc.)	Number of units (contracts * lot size) terms	Notional value in Rupee	Number of units (contracts * lot size) terms
1	2	3	4	5	6	7

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

Signature:

Designation:

Date:

Place:



# FORM C

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

Name of the company-

ISIN of the company-

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

Name, PAN No., CIN/ DIN, & address of Promoter/ Employee/ Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Dispos ed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimat ion to compa ny	Mode of acquisition (market purchase/p ublic rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Excha nge on which the trade was execu ted
		Type of security (For eg. – Shares, Warrants, Convertible Debentur s etc.)	No.	Type of security (For eg. – Shares, Warrant s, Converti b le Debentu r s etc.)	No.	Pre trans action	Post transa ction	From To				Buy		Sell		
								Value	Nu mber of			Value	Nu mber of unit			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:

## Form E

(To be submitted in duplicate)

*Application for Pre-clearance of Trade under SEBI Prohibition of Insider Trading) Regulations, 1992*

The Compliance Officer  
PVP Ventures Limited  
Door No. 2, 9<sup>th</sup> Floor  
KRM Centre, Harrington Road  
Chetpet,  
Chennai-600031

1. **Name:**
2. **Designation, Department & Employee Code:**
3. **DPID-Client Id & Details of Depository:**
4. **Name(s) of Account Holder(s):**
5. **Relation with Designated Employee:**
6. **No of securities held (including those held by immediate relatives) before proposed Transaction:**
7. **Nature of Proposed Transaction:**
8. **Estimated number of securities to be dealt in proposed Transaction (including by immediate relatives):**
9. **Estimated value of securities to be dealt in proposed Transaction (including by immediate relatives):**
10. **Reason for proposed Transaction:**

Kindly pre-clear the above transaction.

Thanking you,

## Pre-clearance order

This is to inform you that your request for dealing in \_\_\_\_\_(numbers) shares of the Company as mentioned in your abovementioned application is approved.

Please note that the said transaction must be completed on or before\_\_\_\_ (date), that is within 7 days from today.

For PVP Ventures Limited

Compliance Officer

Date:

### **CONFIRMATION OF DEAL**

The Compliance Officer  
PVP Ventures Limited  
Door No. 2, 9<sup>th</sup> Floor  
KRM Centre, Harrington Road  
Chetpet,  
Chennai-600031

I confirm that the share dealing for which approval was granted on \_\_\_\_\_ was completed on \_\_\_\_\_ to purchasing / selling \_\_\_\_\_ (number) equity shares of the Company.

Signature:

Employee Name:

Designation:

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