

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING (Amended w.e.f. 10.8.2020)

[Pursuant to SEBI (Prohibition of Insider Trading) (Amendment Regulations, 2020 Dated 17th July, 2020]

Preamble:

The Securities and Exchange Board of India (SEBI) had notified the Regulations viz., Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "Insider Trading Regulations / the said Regulations"). Pursuant to Clause 9 of the said Regulations, the Board of Directors of TTK Prestige Limited ("**the Company**") had formulated a Code of Conduct to Regulate, Monitor and Report Trading ("**the Code**") by its Designated Persons and Immediate Relatives of Designated Persons towards achieving compliance with the said Regulations. This regulation has further been amended by SEBI vide Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019. Accordingly, the Board of Directors of the Company have adopted a new Code of Conduct for trading by insiders replacing the existing Code.

(I) Title:

- (1) This Code is called **TTK Prestige Limited (Insider Trading) Code, 2015**, as amended.
- (2) This Code is applicable to 'Designated Persons' and their Immediate Relatives.
- (3) This Code was approved by the Board of Directors of the Company in their meeting held on 10th August, 2020, in line with SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2020 notified on 17th July, 2020.
- (4) This Code shall come into force on and from 17th July, 2020.

(II) Objective of the Code:

The objective of Company's Code is to ensure protection of Unpublished Price-Sensitive Information (UPSI) of the Company and to serve as a guideline to Designated Persons covered by Company's Code for dealing in the Securities of the Company. In addition to setting out the policy of the Company, it provides an understanding of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and any other applicable law, in relation to prevention of Insider Trading. The Company's Code is subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of the Company's Code and applicable law, the applicable law shall prevail.

(III) Definitions:

In this Code, unless the context otherwise provide:

- (1) **“Act”** means the Securities and Exchange Board of India Act, 1992;
- (2) **“Board”** means the Board of Directors of TTK Prestige Limited;
- (3) **“Code”** means the TTK Prestige Limited (Insider Trading) Code, 2015, as amended;
- (4) **“Compliance Officer”** means any Senior Officer designated and appointed by the Board of Directors. The Compliance Officer is Mrs. Manjula K V, Company Secretary and shall report to the Board. In case of temporary absence of Mrs. Manjula K V, Mr. Saranyan R – Chief Financial Officer shall act as the Compliance Officer or the Compliance Officer shall appoint such other senior officer as she may deem fit;
- (5) **“Connected person”** mean-
 - (i) any person who is or has during the six months prior to the concerned act been associated with the 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 UPSI or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established-
 - (a) an immediate relative of connected persons specified in Clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or

- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- (i) a banker of the company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

(6) **“Designated Persons”** mean-

- (a) All Directors
- (b) CEO and Employees up to two levels below CEO of the Company and its Material Subsidiaries irrespective of their functional role in the Company or ability to access UPSI;
- (c) Key executives in the Finance and Secretarial Department located at Accounts / Corporate office of the Company
- (d) Statutory Auditors / Internal Auditors
- (e) Any other employees and their dependents, as may be identified by the Compliance Officer who are privy to any price sensitive information.
- (f) Employees of Material Subsidiaries of the Company designated on the basis of their functional role or access to UPSI by their Board;
- (g) Any support staff of the Company such as IT Staff, Secretarial Staff who have access to UPSI;
- (h) Immediate Relatives of persons mentioned in Clause (a) to (g).

(7) **“Employee”** means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the said Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

(8) **“Fiduciaries”** means Professional Firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks, etc., assisting or advising the Company shall be collectively referred to as Fiduciaries for the purpose of these regulations.

(9) **“Generally available information”** means the information which is available on Company’s website and disclosures made to Stock Exchanges and official press releases made by the

Company;

- (10) **“Legitimate Purpose”** shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with Partners, Collaborators, Lenders, Customers, Suppliers, Merchant Bankers, Legal Advisors, Auditors, Insolvency Professionals or Other Advisors or Consultants and such other category of persons that the Board of Directors may specify, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- (11) **“Insider”** means any person who is a Connected Person or in possession or having access to unpublished price sensitive information. Persons receiving UPSI for Legitimate Purpose will also be considered as an Insider.
- (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.
- (13) **“Informant”** means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.
- (14) **“Irrelevant, Vexatious and Frivolous Information”** includes, reporting of information which in the opinion of the Board-
 - (i) Does not constitute a violation of insider trading laws; or
 - (ii) Is rendered solely for the purposes of malicious prosecution; or
 - (iii) Is rendered intentionally in an effort to waste the time and resource of the Board.
- (15) **“Officer of the Company”** means any person as defined in of Section 2(59) of the Companies Act, 2013 and includes the auditor of the Company.
- (16) **“Original Information”** means any relevant information submitted in accordance with the said Regulations pertaining to any violation of insider trading laws that is:
 - (i) derived from the independent knowledge and analysis of the Informant;
 - (ii) not known to the Board from any other source, except where the Informant is the original source of the information;
 - (iii) is sufficiently specific, credible and timely to – (1) commence an examination or inquiry or audit; (2) assist in an ongoing examination or investigation or inquiry

- or (4) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the Board;
 - (iv) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit or investigation, or from the news media, except where the Informant is the original source of the information; and
 - (v) not irrelevant or frivolous or vexatious.
- (17) **"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.
- (18) **"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.
- (19) **"Securities and Exchange Board of India or SEBI"** means the Statutory Body established under SEBI Act, 1992.
- (20) **"Securities / Shares" or "Securities of the Company"** shall include shares, scrips, stock, bonds, debentures, debenture stock and other derivative instruments of the Company, which are listed on Stock Exchange(s).
- (21) **"Trading"** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- (22) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- (23) **"Generally available information"** means the information which is available on Company's website and disclosures made to Stock Exchanges and official press releases made by the Company;
- (24) **"Unpublished price sensitive information" (UPSI)** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and

- (vi) such other information as determined by the Board of Directors / Chief Executive Officer / Chief Operating Officer / Chief Financial Officer / Compliance Officer, from time to time.
- (25) **“Unpublished Information”** means any information, which is not officially published by the Company or its agent and is not specific in nature. However speculative reports in print or electronic media by an analyst or reporter or by means of rumor shall not be considered as published information.
- (26) **“Regulations”** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

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 (Regulations) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and the Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

(IV) Applicability of the Code:

The Code shall be applicable to the Designated Persons and their immediate relatives.

(V) Code of Conduct on matters relating to insider trading:

- (a) No insider shall communicate, provide, or allow access to any UPSI, relating to the company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (b) No insider shall counsel any other person to deal in shares of the Company on the basis of unpublished price sensitive information.

(VI) Trading Window:

“Trading Window” means the period during which trading in the Securities of the Company is permitted to Designated Persons. The Designated Persons can trade in shares after taking the approval only during the trading window if the value of the proposed trade is above the threshold limit of Rs.10 lakhs, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.

The trading window will be deemed to be closed during the following:

- (a) From the end of every quarter till 48 hours after the declaration of financial results.
- (b) With regard to any other matter, any other period as notified by the Board of Directors in compliance with the applicable SEBI Regulations in force.

(VII) Procedure for 'Designated Persons' to invest in Company's securities:

No Designated Persons shall invest in the Company's shares beyond the threshold limit of **Rs.10,00,000 (Ten Lakhs)** whether in one transaction or a series of transactions over any calendar quarter unless;

- (1) He / she takes prior approval of the Compliance Officer giving his name, estimated number of shares he / she intends to purchase or sell and details of Depository Participant.
- (2) He / she files an undertaking stating that:
 - (i) He / she does not have access to or has not received UPSI up to the time of signing the undertaking.
 - (ii) In the event of receiving any UPSI after signing the undertaking but before execution of the transaction, he / she will inform the Compliance Officer of the change and will refrain from dealing in the shares of the Company till such information is made public.
 - (iii) He / she has not contravened the Code or the Insider Trading Regulations.
 - (iv) He / she has made a full and true disclosure in the matter.
 - (v) The prior approval should be sought in the format as given in **Annexure-1** along with the above undertaking in **Annexure-1A**.
 - (vi) The approval of the Compliance Officer will be as per the format given in **Annexure-2** within 2 trading days from the receipt of the request. Provided that the Compliance Officer while rejecting the request shall state the reasons for the rejection.
 - (vii) Off market trades shall be reported by Insiders within 2 working days to the Company Secretary in writing which will be reported by the Company within 2 working days of receipt of such information to the Stock Exchange.
- (3) The Designated Persons must execute the order for purchase / sale of shares within 7 trading days of getting approval from the Compliance Officer. Otherwise fresh approval will be required. The Designated Persons shall disclose the executed transaction in the format as given in **Annexure-3**. If the trade is not executed within

- (4) 7 (seven) trading days from the date of pre-clearance approval, the Designated Person shall inform the Compliance Officer in the format prescribed at **Annexure-3**.
- (5) For the purpose of this Clause, the authority to clear the trades of Compliance Officer shall be the Chairman of the Company.
- (6) Designated Persons who buy or sell any number of shares of the Company shall not enter into a contra trade or an opposite transaction i.e., sell or buy any number of shares during the next 6 months following the prior transaction. Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. The profits, if any, made through such prohibited transactions, may be disgorged from the Designated Person and remitted to Investor Education and Protection Fund (IEPF) administered by SEBI. Provided that this restriction shall not be applicable for trades pursuant to exercise of stock options.
- (7) In case of sale necessitated by personal emergency, holding period of 6 months can be waived by the Compliance Officer, for reasons to be recorded in writing. In case of subscription in the primary market (IPO) the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- (8) The Designated Persons shall submit the required Forms for seeking approval for trading in securities and other disclosures.
- (9) All Designated Persons are required to disclose name and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:
 - (a) immediate relatives;
 - (b) persons with whom such Designated Person(s) shares a material financial relationship; and
 - (c) phone, mobile and cell numbers which are used by them as per **Annexure-4**.

In addition, names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation: 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.

(VIII) Disclosures:

Every Promoter, member of the promoter group, key managerial personnel and director shall disclose his / their holdings of the securities of the Company within 30 days of the commencement of this Code. Such disclosures shall be as per **Form A** attached herewith. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of promoter group shall disclose his holding of securities of the Company as on the date of such appointment on becoming a promoter to the Company within seven days of such appointment or becoming a promoter. Such disclosures shall be as per **Form B** attached herewith.

Every promoter, member of promoter group, designated person 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 ten lakh rupees or such other value as may be specified. Such disclosures shall be as per **Form C** attached herewith.

(IX) Protection against retaliation and victimization:

In line with the amendment to the said Regulations, suitable protection against any discharge, termination, demotion, suspension, threats, harassment - directly or indirectly, or discrimination would be provided to any Employee / Informant, who files a Voluntary Information Disclosure Form in the manner set out in Schedule D to the said Regulations, irrespective of whether the information is considered or rejected by the Board or he or she is eligible for a Reward under the said Regulations, by reason of:

- (i) filing a Voluntary Information Disclosure Form under these regulations;
- (ii) testifying in, participating in, or otherwise assisting or aiding the Board in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the Board; or
- (iii) breaching any confidentiality agreement or provisions of any terms and conditions

- (iv) of employment or engagement solely to prevent any employee from cooperating with the Board in any manner.

(X) Mechanism for prevention of Insider Trading:

The Managing Director shall put in place adequate and effective system of Internal Controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

In this connection the following shall be ensured:

- (a) All employees who have access to UPSI shall be identified as designated persons.
- (b) All UPSI shall be identified and clearly marked as UPSI and its confidentiality shall be maintained as per the Regulation.
- (c) Adequate restriction shall be placed on communication and procurement of UPSI in terms of the Regulations.
- (d) List of employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreement be signed, or notice be served on those employees and other person to ensure compliance with 9A(1) & 9A(2) of the Regulations.
- (e) Audit Committee shall review compliance with the provision at least once in a financial year and verify the internal controls.
- (f) Formulate a written policy and procedure for enquiring into a case of leak of UPSI or suspected leak of UPSI.
- (g) Intermediaries and Fiduciaries are required to co-operate in any enquiry initiated by the Company under these regulations and this must be made known to them.

(XI) Powers of Board to investigate offences:

In relation to any offences by Designated Persons the Board or committee constituted shall:

- (a) Serve a notice on the Designated Persons provided that, if the Committee is of the opinion that it is necessary in the interest of the Company, it can initiate such proceedings without serving any notice.
- (b) Investigate such records and documents in his / her possession or in the possession of the Company.
- (c) Record reasons of the Designated Persons in writing.
- (d) Record the findings of the Inquiry Committee and penalty imposed, if any.

(XII) Penalty for Contravention:

1. The Company shall have the power to impose the following penalty on the Designated Persons:
 - (a) Withhold any dividend declared by the Board of the Company.
 - (b) Employees / Officers / Directors of the Company who violate the code of conduct shall also be subject to disciplinary action by the Company which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
 - (c) The Company shall also take such steps within its power to recover any profits made in respect of such dealings from the Designated Persons(s).
 - (d) 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, as amended from time to time.
2. In case it is observed by the Company / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the same shall be informed by the Company promptly to the Stock Exchanges where the Company's securities are traded, in the format as prescribed by SEBI vide Circular No.SEBI/HO/ISD/ISD/CIR/P/2020/135 dated 23rd July, 2020 as given in Annexure-5.
3. Any amount collected under this Clause by the Company shall be remitted to the Investor Education and Protection Fund (IEPF) administered by SEBI in the manner and mode stipulated by them.

(XIII) Role of Compliance Officer:

- (1) The Compliance Officer shall review the trading plans to assess whether such plans would have any potential for violation of the Insider Trading Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of such plans. The Compliance Officer may require the Designated Persons to declare that such person is not in possession of UPSI or that such person shall ensure that any UPSI in his possession become Generally Available before such person commences executing their trades. Once satisfied, the Compliance Officer may approve the trading plan, which would then have to be implemented in accordance with the Insider Trading Regulations.
- (2) The Compliance Officer shall provide periodic reports to the Chairman of the Audit

- (3) Committee and the Board of the Company, including all the details of the Trading in Securities of the Company by Designated Persons and the accompanying documents, as may be necessary. Such reports shall also include details that would facilitate the Audit Committee and the Board to review compliance with Insider Trading Regulations and enable them to verify that the systems for internal control are adequate and operating effectively.
- (4) The Compliance Officer shall inter-alia, under the overall supervision and direction of the Board:
- (a) determine the Designated Persons based on the role and function of such employee in the Company and the access that such role and function would provide to UPSI ;
 - (b) update, maintain and monitor a structured Digital Database containing the nature of unpublished price sensitive information and the names of such persons with whom any UPSI has been shared or who may have access to any UPSI of the Company, in the ordinary course of business and for Legitimate Purpose or in relation to substantial transactions involving takeovers, mergers or acquisitions or any other purpose in accordance with this Code along with Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available and such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database;
 - (c) shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding such investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.
 - (d) assist the Managing Director to put in place adequate and effective system of internal controls to ensure compliance with the requirements of the Regulation 9A of the Insider Trading Regulations; and

- (5) The Compliance Officer shall maintain all records under the Company's Code and the Insider Trading Regulations for a minimum period of five (5) years.
- (6) The Compliance Officer shall in consultation with the Board of Directors shall inform the Stock Exchanges where the Company's securities of any violation of the Insider Trading Regulations or TTK Prestige Code.

(XIV) Power of the Board to effect modifications to these rules:

The Board shall have the powers to make such changes / modifications in these Rules as may be required from time to time to make these Rules more effective and in line with such notifications / changes / amendments made by SEBI.

(XV) Caution:

All Designated Persons are hereby requested in their own interest not to purchase any shares in the Company beyond the threshold limit as mentioned in Rule IV para 1 without the prior clearance of the Compliance Officer. In case of any difficulty in understanding these Rules, all Designated Persons should first contact the Compliance Officer.

(XVI) Summary of Obligations of Board of Directors of the Company:

(a) Supervise

- Activities of Compliance Officer as described in Clause XII;
- Execution of Confidential and Non-Disclosure Agreements;
- Digital Data base;
- Compliance with Regulation 9(1) and 9(2) of Insider Trading Regulations

(b) Approval of:

- Code of Conduct for fair disclosure of UPSI and for regulations, monitoring and reporting of trading by Designated Persons;
 - Policy for determination of "Legitimate Purposes"/Inquiry in case of leak/suspected leak of UPSI;
 - List of designated persons;
 - Formats for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for reporting level of holdings in securities.
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(c) Relaxation in case of Open Offer / Due Diligence:

- Board to determine if sharing of UPSI for proposed transaction is in the best interest of proposed transaction.

ANNEXURE-1

FORMAT FOR APPLICATION FOR PRE-CLEARANCE APPROVAL

Date: _____

To

The Compliance Officer
TTK Prestige Limited
Nagarjuna Castle, 1/1 & 1/2,
Ashok Nagar, Richmond Town
Bangalore – 560 025

Dear Sir / Madam,

Re : 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 / Sale / Subscription of ___ Equity shares 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 (a) Purchase of securities (b) Subscription to securities (c) Sale of securities	
5.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I am enclosing the form of Undertaking duly signed by me.

Yours faithfully,

ANNEXURE-1A

FORMAT FOR UNDERTAKING

[TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE]

To

**The Compliance Officer
TTK Prestige Limited
Nagarjuna Castle, 1/1 & 1/2,
Ashok Nagar, Richmond Town
Bangalore – 560 025**

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

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

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

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

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

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

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

Date : _____

Signature : _____

* Indicate number of shares

ANNEXURE-2

FORMAT FOR PRE- CLEARANCE ORDER

To

Name: _____

Designation: _____

Address/Place: _____

This is to inform you that your request for dealing in _____ (Nos.) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For TTK Prestige Limited

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction.

ANNEXURE-3

**FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED / NOT EXECUTED AFTER
OBTAINING PRE-CLEARANCE
(To be submitted within 2 days of transaction / dealing in securities of the
Company)**

To
The Compliance Officer
TTK Prestige Limited
Nagarjuna Castle, 1/1 & 1/2,
Ashok Nagar, Richmond Town
Bangalore – 560 025

With reference to trading approval granted by the Company to me on _____, I hereby inform that-

- I have not bought / sold/ subscribed any securities of the Company
- I have bought/sold/subscribed to _____ securities as mentioned below on _ (date)

Name of holder	No. of securities dealt with	Bought / sold / subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 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 hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

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

(Note: After pre-clearance, if the Designated Person opts not to trade in securities should enclose the reasons for taking such decision along with this form.)

Date : _____

Signature : _____

Name : _____

Designation: _____

ANNEXURE-4

INFORMATION PURSUANT TO CLAUSE VII(8) OF THE CODE

To
The Compliance Officer
TTK Prestige Limited
Nagarjuna Castle, 1/1 & 1/2,
Ashok Nagar, Richmond Town
Bangalore – 560 025

In compliance of Clause 14 of the Schedule B of PIT Regulations and Code on sharing of Unpublished Price Sensitive Information [UPSI] for Legitimate purpose:

Sr. No.	Name of the person	Relationship (Self/ Immediate Relative/ material relationship)	Permanent Account Number or any other identifier authorized by law	Contact details (Phone, Mobile No. and Email ID)

I _____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with Clause VII(8) of the Code and as per the Schedule B of the Regulations. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

- (a) Under any proceedings or pursuant to any order of courts or tribunals;
- (b) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- (c) In compliance with applicable laws, regulations, rules and requirements;

Date : _____

Signature _____

Name _____

Designation _____

ANNEXURE-5

**Report by (Name of the Listed Company / Intermediary / Fiduciary) for violations related to
Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015
[For Intermediaries / Fiduciaries: Schedule C read with Regulation 9(1) and 9(2) of SEBI
(Prohibition of Insider Trading) Regulations, 2015]**

S.No.	Particulars	Details
1.	Name of the Listed Company / Intermediary / Fiduciary	
2.	<i>Please tick appropriate checkbox</i>	
	Reporting in capacity of	
	☐ Listed Company	
	☐ Intermediary	
	☐ Fiduciary	
3.	A. Details of Designated Person (DP)	
	(i) Name of the DP	
	(ii) PAN of the DP	
	(iii) Designation of DP	
	(iv) Functional Role of DP	
	(v) Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	(i) Name of the immediate relative of DP	
	(ii) PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	(i) Name of the scrip	
	(ii) No. of shares traded and value (Rs.) (Date-wise)	
	D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter	
	(i) Date of intimation of trade(s) by concerned DP / Director / Promoter / Promoter Group to Company under Regulation 7 of SEBI (PIT) Regulations, 2015	
	(ii) Date of intimation of trade(s) by Company to Stock Exchanges under Regulation 7 of SEBI (PIT) Regulations, 2015	
4.	Details of violations observed under Code of Conduct	
5.	Action taken by Listed Company / Intermediary / Fiduciary	
6.	Reasons recorded in writing for taking action stated above	
7.	Details of the previous instances of violations, if any, since last financial year	
8.	If any amount collected for Code of Conduct violation(s)	
	(i) Mode of transfer to SEBI – IEPF (Online / Demand Draft)	
	(ii) Details of transfer / payment	
	• In case of online:	
	Particulars	Details
	Name of the Transferor	
	Bank Name, branch and Account Number	
	UTR / Transaction Reference Number	
	Transaction Date	

		Transaction Amount (in Rs.)	
		• In case of Demand Draft (DD):	
		Particulars	Details
		Bank Name and branch	
		DD Number	
		DD Date	
		DD Amount (in Rs.)	
9.		Any other relevant information	

Yours faithfully

Signature:

Name of Compliance Officer:

PAN:

Email ID:

Date:

Place:

FORM A

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 by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2):

Name, PAN, CIN / DIN & Address with Contact Nos.	Category of Person (Promoters / KMP / Directors / immediate relatives / others, etc.)	Securities held as on the date of regulation coming into force		% of Share-holding	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.)	Number		Number of Units (Contracts* 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	8	9

Note: “Securities” shall have the meaning as defined under Regulation 2(1)(a) 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, 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 as at the time of becoming Promoter / appointment of Director / KMP		% of Share-holding	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.)	Number		Number of Units (Contracts* 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	8	9	10

Note: “Securities” shall have the meaning as defined under Regulation 2(1)(a) 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 with contact nos.	Category of Person (Promoter/ member of the Promoter Group/ Designated Person/Director immediate relatives/others Etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment/ advice/ acquisition of shares/ disposal of shares, specify		Date of intimati on to company	Mode of acquisition /disposal (on market/public c/rights/pref erential offer/off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which The trade was executed
		Type of securities (For e.g. – Shares, Warrants, Convertible Debenture s, Rights Entitlement s etc.)	No. and % of shareh olding	Type of securities (For e.g. – Shares, Warrants, Convertible Debenture s, Rights entitlement etc.)	No.	Value	Transaction Type (Purchase/ Sale/Pledge/ Revocation/ Invocation/ Others – please specify)	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights Entitlements etc.)	No. and % of sharehol ding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

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

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

Name & Signature:

Designation:

Date:

Place: