



**TVS Electronics Limited**

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**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND  
REPORTING OF TRADING BY INSIDERS**

(This policy is updated by the Board of Directors, with effect from 13<sup>th</sup> February 2025)

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## Definitions

- 1.1 **"Act"** means the Securities and Exchange Board of India Act, 1992.
- 1.2 **"Board"** means the Board of Directors of the Company.
- 1.3 **"Code" or "Code of Conduct"** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of TVS Electronics Limited as amended from time to time.
- 1.4 **"Company"** means TVS Electronics Limited (TVSE)
- 1.5 **"Compliance Officer"** means Company Secretary or such other senior officer, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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. Compliance officer will function as "Chief Investor Relations Officer" for the purpose of this Code and for the relevant Fair Practices Code.
- 1.6 **"Connected Person"** means:
- I. any person who is or has been, 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 or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - II. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
    - a) relative of connected persons specified in clause 1.6(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;
    - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
    - g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
    - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
    - i) a banker of the Company; or
    - j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

- k) a firm or its partner or its employee in which a connected person specified in clause 1.6(i) is also a partner; or
- l) a person sharing household or residence with a connected person specified in clause 1.6(i).

**1.7 "Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

**1.8 (a) "Designated Person(s)"** shall mean:

- (i) every employee from grade JC4 and above;
- (i) every employee including Heads of business of finance, accounts, business planning and development, products, services, human resources, secretarial, legal and such other departments as may be determined and informed by the Compliance Officer; and
- (ii) any other employee as may be determined and informed by the Compliance Officer from time to time.
- (iii) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the Company by the Board of Directors.
- (iv) All promoters of the Company and promoters who are individuals or investment companies.
- (v) 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.
- (vi) Any support staff of the Company such as IT staff or secretarial staff who have access to unpublished price sensitive information.
- (vii) Any other person as may be determined and informed by the Compliance Officer from time to time.

(b) **"Fiduciary"** shall mean and include auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

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

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

**1.11 "Generally available Information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

**1.12 "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

**1.13 "Insider"** means any person who,

- (i) a connected person; or
- (ii) in possession of or having access to unpublished price sensitive information.

**1.14 "Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013

**1.15 "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.

**1.16 "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

**1.17 "Relative"** shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

**1.18 "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;

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

**1.20 "Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch buy, sell, deal in any securities, and "trade" shall be construed accordingly

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

**1.22 "Unpublished Price Sensitive Information"** means: 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 (Interim and Final);
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) Such other information, in the opinion of the Board, if disclosed is likely to materially affect the prices of the securities.

**1.23 "Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

**1.24 "Specified Persons"** means the Designated Persons and their immediate relatives are collectively referred to as Specified Persons.

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

**1.25 “informant”** means an individual(s), who voluntarily submits to the Securities and Exchange Board of India (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 the SEBI (Prohibition of Insider Trading) Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

**1.26 “Original Information”** means any relevant information submitted in accordance with these 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. 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 audit, (3) open or re-open an 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.

**1.27 “Voluntary Information Disclosure Form”** – Informant shall submit Original Information by furnishing the Voluntary Information Disclosure Form to the Office of Informant Protection of the Board in the format and manner set out in Schedule D of SEBI (Prohibition of Insider Trading) Regulations.

## **2. Role of Compliance Officer**

- 2.1** TVSE has appointed the Compliance Officer who 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, but not less than once in a year.
- 2.2** The Compliance Officer shall be responsible for setting policies, procedures, monitoring mechanism to the rules for preserving the “Price Sensitive Information”, “Pre-Clearing Trades” of Directors, fiduciaries, Designated employees, and implementation of the Code of Conduct under the overall supervision of the Board and assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct.

### **3. Preservation of "Price Sensitive Information"**

**3.1** Directors, fiduciaries, Designated Employees and Connected Persons and such other specified persons, shall maintain the confidentiality of all Price Sensitive Information. Directors, fiduciaries and Designated Employees and Connected Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

**3.2** Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within TVSE who need the information to discharge their duty. Preservation of misuse of "Price Sensitive Information".

**3.3** All Directors, fiduciaries and Designated Persons and Connected Persons and such specified persons shall be subject to trading restrictions as enumerated below.

- i. When the trading window is closed, the Directors and Designated Persons, shall not trade in the company's securities in such period.**
- ii. The trading window shall be re-opened 48 hours after the information referred herein above, is made public.**
- iii. All directors/ fiduciaries /designated Persons and Connected Persons and such other specified persons, shall conduct all their dealings in the securities only during trading window is open. All Directors, fiduciaries and Designated Persons and such other specified persons, shall not engage in dealing in securities, whether on their own account or on behalf of the Dependent and shall ensure that their Dependent shall also not engage in Dealing in Securities on their own account, if such Director, Officer or Designated Persons or such other specified person, is in possession of any unpublished price sensitive information.**

#### Need to Know:

- (i)** "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company for legitimate purpose, who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii)** All non-public information directly received by any employee should immediately be reported to the head of the department.

**3.4 Limited access to confidential information:** Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

**3.5** The gap between clearance of accounts by Audit Committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

#### **4 Prevention of misuse of “Unpublished Price Sensitive Information”**

Designated Persons and immediate relatives of Designated Persons shall be governed by an internal code of conduct governing dealing in securities.

##### **4.1 Trading Plan**

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

##### **4.2 Trading Plan shall:**

- (i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- (ii) not entail overlap of any period for which another trading plan is already in existence;
- (iii) 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
- (iv) not entail trading in securities for market abuse.
- (v) set out following parameters for each trade to be executed:
  - (i) either the value of trade to be effected or the number of securities to be traded;
  - (ii) nature of the trade;
  - (iii) either specific date or time period not exceeding five consecutive trading days;
  - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
    - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
    - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
- (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
- (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

**4.3** The Compliance Officer shall review the Trading Plan made as above and shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

**4.4** The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

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.

Provided, If the insider has set a price limit for a trade under clause 4.2 (v)(iv) as mentioned above, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons

enumerated in clause 4.4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

(ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee

shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.



## **5 Trading Window and Window Closure**

- 5.1** (i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- (ii) The trading window shall be, inter alia, closed immediately from the end of quarter or such other period as may be determined by the Compliance Officer and during the unpublished price sensitive information is published.
- (iii) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.
- (iv) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.
- (v) In case of ESOPs, RSU or any other employee benefit scheme, involving exercise of options, such exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs, RSU or any other employee benefit Scheme, shall not be allowed when trading is closed.
- 5.2** The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the Company when it is determined that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- 5.3** The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re- opening of the trading window, however in any available.

## **6. Pre-clearance of trades**

- 6.1** All Designated Persons who intend to deal in the securities of should pre-clear the transaction, if the value of the proposed trades is above such thresholds as the Board of Directors or head(s) of the Company may stipulate from time to time.

However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking shall be executed in favour of the Company by such Specified Employee incorporating, inter - alia, the following clauses, as may be applicable:

- (a) That the employee/director/ fiduciary does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
  - (b) That in case the Specified Employee has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - (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) That he/she has made a full and true disclosure in the matter.
- (iii) All Specified Persons and their immediate relatives shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed.
- (iv) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.
- (v) All Specified Persons who 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. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. Provided that this shall not be applicable for purchase of shares pursuant to exercise of stock options.

In case of subscription in the primary market (initial public offers), 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.

- (vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed. The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and trading window norms and restrictions on contra trade shall not be applicable for trades carried out with an approved trading plan.

## **7 Other Restrictions**

- 7.1** The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 7.2** The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 7.3** The disclosures made under this Code shall be maintained for a period of five years.

## **8 Reporting Requirements for transactions in securities**

### **Initial Disclosure**

**8.1** Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group 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.

### **Continual Disclosure**

**8.2** Every promoter, member of promoter group/ Key Managerial Personnel / Director / Designated Persons 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 transaction over any calendar quarter, aggregates to a traded value in excess of the value prescribed by SEBI from time to time.

The disclosure shall be made within 2 trading days of:

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

### **Annual Disclosure**

**8.3** Designated Persons shall disclose names and PAN or any other identifier authorised by law of immediate relatives and persons with whom such designated person(s) shares a material financial relationship and other details as required under the Regulations on an annual basis and as and when the information changes.

“Material financial relationship” shall have the same meaning assigned to it under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 or any modification thereof.

### **One Time Disclosure:**

**8.4** The Designated Persons, as a onetime disclosure to the Company, will also have to provide the names of educational institutions from which designated persons have graduated and names of their past employers.

## **9. Protection against retaliation and victimization**

Pursuant to the provisions of Regulation 7I of Chapter IIIA of SEBI (Prohibition of Insider Trading) Regulations, the Company shall ensure to provide suitable protection against; any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the Board or he or she is eligible for a Reward under these 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 of employment or engagement solely to prevent any employee from cooperating with the Board in any manner.

Any Informant who believes that he or she has been subject to retaliation or victimization by his or her employer, may approach the competent court or tribunal for appropriate relief.

#### **10. Disclosure by the Company to the Stock Exchange(s)**

**10.1** Within 2 trading days of the receipt of intimation under Clause 8.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

**10.2** The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / fiduciaries / designated persons for a minimum period of five years.

#### **11. Dissemination of Price Sensitive Information**

**11.1** No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

**11.2** Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

**11.3** The Company shall have a process for how and when people are brought “inside” on sensitive transactions.

**11.4** The Company shall conduct awareness program to individuals and made aware of the duties and responsibilities attached to the receipt of UPSI and the liability for misusing or unwarranted use of UPSI.

#### **12. Penalty for contravention of the code of conduct**

**12.1** Every Specified 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 dependents).

**12.2** Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

**12.3** Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.

- 12.4** 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.
- 12.5** Any amount collected by the Company for violation of this code of conduct shall be remitted to SEBI for credit to the Investor Education and Protection (Fund IEPF) Account.
- 12.6** Any violation under this code of conduct shall be promptly intimated by the Company to the stock exchanges where the concerned securities are traded.

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## **APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To

The Compliance Officer,  
TVS Electronics Limited,  
No.249-A, Ambujammal Street,  
Alwarpet, Chennai – 600018.

Dear Sir/Madam,

### **Internal Use**

Date of receipt and time:

Signature

### **Application for Pre-Dealing approval in securities of TVS Electronics Limited**

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 for **purchase/sale** of the Equity Shares of the Company.

Name

Location

State whether Director / fiduciary / Designated Person / Immediate relative of Designated Person

Name:		Employee		Designation:		
Department:		No.Location:		PAN:		
Nature of transaction	Name of Proposed Seller/ Buyer (if Off-Market transaction)	No. of Shares	Date of proposed transaction	Previous Approval No.	DP/BEN ID of the account / folio no.  where the securities will be credited/ debited	No. of securities held in  such account / folio no.
s						

I enclose herewith the form of undertaking signed by me.

Thanking you,  
Yours truly,

\_\_\_\_\_  
\_\_\_\_\_

## **DISCLOSURE OF TRANSACTIONS**

To

Date:

The Compliance Officer,  
TVS Electronics Limited,  
No.249-A, Ambujammal Street,  
Alwarpet, Chennai – 600018.

Dear Sir/Madam,

### **DETAILS OF TRANSACTION**

**Ref: Your Pre-Dealing Approval letter dated \_\_\_\_\_**

I/We \_\_\_\_\_, resident of \_\_\_\_\_, hereby inform you that I have **Purchased/Sold(\_\_\_\_)** Equity Shares of TVS Electronics Limited as mentioned below during \_\_\_\_\_ to \_\_\_\_\_

<b>Name of holder</b>	<b>First or joint holder</b>	<b>No. of Securities dealt with</b>	<b>Purchased / Sold/ Subscribed</b>	<b>DP ID / CLIENT ID / Folio</b>	<b>Price (Rs)</b>
		Equity Shares			

In connection with the aforesaid transaction, I hereby undertake to preserve, for a period of 3 (Three) years and produce to the Compliance Officer/SEBI any of the documents related to the above transaction.

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

Yours truly,

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

Name:

Designation:

**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-DEALING**

**UNDERTAKING**

To

Date:

The Compliance Officer,  
TVS Electronics Limited,  
No.249-A, Ambujammal Street,  
Alwarpet, Chennai – 600018.

I \_\_\_\_\_, resident of \_\_\_\_\_,  
\_\_\_\_\_, hereby 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 case I have access to or I receive any Unpublished Price Sensitive Information after signing  
this Undertaking but before execution of the transaction. I shall inform the Compliance Officer of  
the change in my position and I would, and ensure that my Dependents would completely  
refrain from Dealing in the Securities of the Company till the time such Unpublished Price  
Sensitive Information becomes public.

I declare that I have not contravened the Code as notified by the Company and provisions of  
SEBI (Prohibition of Insider trading) Regulations, 2015 and amended from time to time.

I undertake to submit the necessary disclosure within two working days of the Purchase sale of  
shares, transactions / a 'Nil 'disclosure if the transaction is not undertaken.

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

\_\_\_\_\_  
(Signature of the Applicant)



**REPORTING OF DECISIONS NOT TO TRADE AFTER SECURING PRE-DEALING**

To

Date

The Compliance Officer,  
TVS Electronics Limited,  
No.249-A, Ambujammal Street,  
Alwarpet, Chennai – 600 018.

Dear Sir/Madam,

**Sub: Reporting on not to trade after securing pre-clearance**

This is with reference to the pre-clearance approval vide letter dated: \_\_\_\_\_ for trading  
\_\_\_\_\_ shares of the Company during the period \_\_\_\_\_ to \_\_\_\_\_.

I/We wish to inform you that I/We have decided not to trade in the shares of the Company as  
per the aforesaid pre-clearance approval due to \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_.

I/We request you to take note of the same.

Thanking you,  
Yours truly,

\_\_\_\_\_  
\_\_\_\_\_

**FORMAT FOR MAKING APPLICATION FOR TRADING PLAN**

To

Date

The Compliance Officer,  
TVS Electronics Limited,  
No.249-A, Ambujammal Street,  
Alwarpet, Chennai – 600018.

Dear Sir/ Madam,

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

Ref:

DP's Name :

DP ID :

Client ID :

Name of the Insider :

Designation :

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

SL. No	Nature of Security	Nature of trade (Purchase/ Sale)	Value of Trade to be effected/Number Securities to be Traded	Tenure of the Trading plan	Trading Days/period	Price Limit (Upper limit for buy trade and Lower limit for sell trade)
	Equity					

I confirm and declare:

- (i) I hereby undertake not to trade in shares of the Company until any unpublished price sensitive information which is in my possession becomes generally available before commencing execution of trade in shares pursuant to the said Trading Plan.
- (ii) that I have not contravened the Provisions of the Code and of the SEBI PIT Regulations;
- (iii) I hereby acknowledge to have fully understood my obligation under SEBI PIT Regulations and the Code of the Company

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

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

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

Designation: \_\_\_\_\_

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**APPROVAL OF TRADING PLAN**

- (1) I, \_\_\_\_\_, the Compliance Officer, have reviewed the trading plan submitted by the Designated Person(s)/ Insider (s) and the Designated Person(s)/ Insider(s) has furnished all the information / undertaking which I have demanded.
- (2) The aforesaid Trading Plan is not violating any of the terms of the Code read with PIT Regulations.
- (3) I shall monitor the implementation of the aforesaid trading plan.

For TVS Electronics Limited

\_\_\_\_\_  
Compliance Officer



**FORMAT FOR GIVING STATEMENT OF HOLDINGS IN SECURITIES OF THE COMPANY TO BE SUBMITTED BY THE DESIGNATED PERSON UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

To

The Board of Directors  
TVS Electronics Limited  
249A, Ambujammal Street,  
Off TTK Road, Alwarpet  
Chennai – 600 018

1	Name of the Designated Person	:	
2	Permanent Account Number (PAN)	:	
3	No. of shares held as on	:	
4	Folio number and nature of holding _____	:	Demat / physical Folio No:
5	Source of acquiring shares	:	
6	Details of shares dealt by the applicant as on  ➤ Date of dealing ➤ Nature of dealing ➤ Number of shares ➤ Price paid per share ➤ Source of acquiring shares ➤ Mode of disposal of shares	: : : : : :	
7	Was pre-clearance obtained for the above acquisition	:	
8	Date of obtaining pre-clearance	:	

**TVS ELECTRONICS LIMITED**

Registered office: 249A, Ambujammal Street, Off TTK Road Alwarpet Chennai – 600 018



9	Was the order for dealing in shares executed within one week of pre-clearance of trades?	:			
10	If not, whether a fresh pre-clearance obtained?  If so, the date of subsequent pre-clearance	:			
11	<b>Details of Immediate Relatives* who are either dependent financially or consult with you in taking decision relating to trading in securities</b>				
	Name of Relative	Nature of Relationship	PAN	Contact Number	Folio Number
					No of Shares as on held
<b>12. Details of persons with whom you share a material financial relationship**</b>					
	Name of Person	Nature of Relationship	PAN	Contact Number	Folio Number
					No of Shares as on held

**Date :****Place :****Signature**

\* Immediate Relative means your spouse and includes your parent, sibling, and child or of your spouse, any of whom is either dependent financially on you, or consults you in taking decisions relating to trading in securities.

\* 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 from you during the immediately preceding 12 months, equivalent to at least 25% of your annual income but shall exclude relationships in which the payment is based on arm's length transactions.

**TVS ELECTRONICS LIMITED**

Registered office: 249A, Ambujammal Street, Off TTK Road Alwarpet Chennai – 600 018



**FORMAT FOR GIVING ONE TIME DISCLOSURE TO THE COMPANY TO BE SUBMITTED BY THE DESIGNATED PERSON UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

To

The Board of Directors  
TVS Electronics Limited  
249A, Ambujammal Street,  
Off TTK Road Alwarpet,  
Chennai – 600 018

**Name of the Designated Person:**

**Category: Director/KMP/Employee/Others:**  
(In case of others, please specify details)

**Name of Educational Institutions from which you have graduated:**

Sl.No	Institution/College Name

**Name of Past Employers:**

Sl.No	Company Name

**Date :**

**Place :**

**Signature**

## **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, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

**Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

\*\*\*\*\*

## **FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a**  
**director/KMP/Promoter]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

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

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

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

Name & Signature:

Designation:

Date:

Place:

\*\*\*\*\*



### **FORM C**

#### **SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

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

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

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

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

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

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

Name & Signature:

Designation:

Date:

Place:

\*\*\*\*\*

**FORM D (Indicative format)**

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

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc. )
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke /Invoke )	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

**Note:** “Securities” shall have the meaning as defined under regulation 2(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 Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name:

Signature:

Place:

\*\*\*\*\*

**Report by TVS Electronics Limited for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.**

*Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015*

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	<i>Please tick appropriate checkbox</i> Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	<b>A. Details of Designated Person (DP)</b>	
	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>B. If Reporting is for immediate relative of DP</b>	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	<b>C. Details of transaction(s)</b>	
	i. Name of the scrip	
	ii. No of shares traded and value (Rs.) (Date- wise)	
	<b>D. In case value of trade(s) is more than Rs.10 lacs in a calendar Quarter</b>	

Sr. No.	Particulars	Details												
	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 - IPEF (Online/Demand Draft)													
	ii. Details of transfer/payment													
	In case of Online:													
	<table border="1"> <thead> <tr> <th>Particulars</th><th>Details</th></tr> </thead> <tbody> <tr> <td>Name of the transferor</td><td></td></tr> <tr> <td>Bank Name, branch and Account number</td><td></td></tr> <tr> <td>UTR/Transaction reference Number</td><td></td></tr> <tr> <td>Transaction date</td><td></td></tr> <tr> <td>Transaction Amount (in Rs.)</td><td></td></tr> </tbody> </table>	Particulars	Details	Name of the transferor		Bank Name, branch and Account number		UTR/Transaction reference Number		Transaction date		Transaction Amount (in Rs.)		
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	In case of Demand Draft (DD):													
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Particulars	Details													
Bank Name and branch														
DD Number														
DD date														
DD amount (in Rs.)														
9	Any other relevant information													

Yours faithfully,

**Date and Place**

**Name and Signature of Compliance Officer**

**PAN:**

**Email ID:**