

# VIDEOCON INDUSTRIES LIMITED



## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CODE FOR CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

## INTERNAL CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

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### **PREAMBLE**

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Videocon Industries Limited (the “Company”) endeavours to preserve the confidentiality of unpublished price sensitive information, to prevent communication or procurement of such information and restrict trading in securities of the Company when in possession of unpublished price sensitive information. The Company is committed to transparency, fairness in dealing with all stakeholders and in ensuring adherence to all law and regulations in force.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, as may amend from time to time (the “Regulations”) make it mandatory to the board of directors of every listed company to formulate a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons for prevention of insider trading and compliance with the Regulations by adopting the minimum standards set out in Schedule B to the Regulations.

Every Employee and Connected person of the Company has a duty to safeguard the confidentiality of all information obtained during the course of his or her dealings with the Company.

This Code of Conduct for prevention of Insider Trading (the “Code”) shall come into force with effect from the day 15th May, 2015.

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### **DEFINITIONS**

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“**Board**” means the Board of Directors of the Company.

“**Company**” shall mean Videocon Industries Limited.

“**Compliance Officer**” means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of the Company.

**“Connected person”** means,-

- (i) any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
  - (a) an immediate relative of connected persons specified in clause (i); or
  - (b) a holding company or associate company or subsidiary company; or
  - (c) an intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992, or an employee or director thereof; or
  - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (e) an official of a stock exchange or of clearing house or corporation; or
  - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - (g) a member of the board of directors or an employee, of a public financial institution as defined in Section 2 (72) of the Companies Act, 2013; or
  - (h) an official or an employee of a self-regulatory organization recognised or authorized by the SEBI; 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.

**“Dealing in Securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent.

**“Designated Person”** shall include:

- i) Every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
- ii) Includes such employees as may be specified by the Board in consultation with Compliance officer.

**“Director”** means a member of the Board of Directors of the Company.

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

**“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.

**“Insider”** means any person who is,

- (i) a Connected Person, or
- (ii) in possession of or having access to Unpublished Price Sensitive Information

**“Key Managerial Personnel”** means a person as defined in Section 2(51) of the Companies Act, 2013.

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

**“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except unites of mutual fund.

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

**“Trading Day”** means a day on which the recognized stock exchanges are open for Trading.

**“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: –

- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- e) changes in key managerial personnel; and
- f) material events in accordance with the listing agreement.

Words and expressions used and not defined in this Code but defined in the Regulations, 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.

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## **APPLICABILITY OF THE POLICY**

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This Policy shall be applicable to Insider of Videocon Industries Limited

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## **COMPLIANCE OFFICER**

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- a) The Company has appointed its Company Secretary as Compliance Officer (senior level employee) who shall report to the Board and in particular, shall provide reports to the chairman of Audit Committee of the Company, if any,

or to the Chairman of the Board at such frequency as may be stipulated by the Board.

- b) The Compliance Officer shall be primarily responsible for:
- Setting forth policies, framing rules and procedures.
  - Monitoring adherence to the rules for the preservation of “Price Sensitive Information”.
  - Pre-clearing of proposed trades of Designated Persons and their dependants and monitoring of trades after pre-clearance.
  - Implementation of this Policy under the overall supervision of the Board of Directors.
- c) The Compliance Officer shall assist all the Insiders in addressing any clarifications regarding the Regulations.
- d) The Compliance Officer shall maintain records of all applications, undertakings, declarations etc. submitted by the Designated Persons and their dependants for a period of 5 years from the date of receipt of the document.
- e) The Compliance Officer shall maintain the record of Designated Employees and any changes therein.
- f) The Board shall inform the SEBI of any violation of the Regulations and rules made thereunder.

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## **PREVENTION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”**

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I. An Insider of the Company shall:

- a) maintain the confidentiality of all Unpublished Price Sensitive Information(s) and shall not communicate, provide, or allow access, directly or indirectly, such information to any person including other Insider except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- b) keep secure all files/papers containing confidential Unpublished Price Sensitive Information(s). Computer files must have adequate security of login and password, etc.
- c) handle all information on a “need to know” basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within the Company 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.
- d) immediately report to the Head of the Department all non-public Price Sensitive Information directly received by him/her.

II. Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured only after duly executing confidentiality and non-disclosure agreement with such parties for keeping information so received confidential, except for the limited purpose with condition that such parties shall not Trade in securities of the Company when in possession of UPSI, in connection with transactions;

- which attracts an obligation to make an open offer under the takeover regulations and the Board is of informed opinion that the proposed transaction is in the best interests of the Company; or
- where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and such Unpublished Price Sensitive Information is disseminated to make it as Generally Available Information at least two Trading Days prior to the proposed transaction being effected as determine by the Board.

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## CHINESE WALLS

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The Company has established procedures and physical arrangements (collectively ‘Chinese Walls’) designed to manage confidential information and prevent the inadvertent spread and misuse of inside information, or the appearance thereof.

In general, Chinese Walls separate areas that have access to Inside Information (“Insider Areas”) from those who do not have such access (“Public Areas”). As such, Chinese Walls are designed to operate as barriers to the passing of Inside Information and Confidential Information.

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

### **‘Permanent Insiders’**

As a result of their function, certain Connected Persons have access to information from departments that are separated by Chinese Walls. They are “above the wall”. Also, there are certain employees whose role requires them to transcend the Chinese Wall. Both groups of employees together are referred to as ‘permanent insiders’. The number of permanent insiders should be limited and their status as a permanent insider should be appreciated, documented and monitored by Compliance Officer.

Permanent Insiders shall be subject to restrictions on their personal investment transactions that accurately reflect their enhanced access to Inside Information. Permanent insiders also have the additional responsibility to ensure that Inside Information from one side of a Chinese Wall is not spread to other areas.

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## **RESTRICTION ON TRADING IN SECURITIES OF THE COMPANY**

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Insider shall be subject to trading restrictions as enumerated below:-

### **a) Trading Plans:**

Insider is prohibited to Trade in securities of the Company on a stock exchange when in possession of UPSI. However, such restriction is not applicable if trade in securities of the Company on behalf of Insider has been carried out as per pre approved Trading plan notified to stock exchange by Compliance Officer and subject to following conditions and restrictions:

- i. Such Trade is not to be carried out within six months from the public disclosure of the Trading plan;
- ii. Such Trade is not to be carried out between the twentieth Trading Day prior to last day of financial period for which results are required to be announced



by the Company and the second Trading Day after the disclosure of such financial results;

- iii. Such Trade not to be carried when another trading plan is already in existence;
- iv. Such Trade is executed for the same value or number of securities at such interval or dates as set out in notified trading plan;
- v. Such Trade is not to be commenced if any UPSI was in possession of Insider at time of formulation of trading plan has not become Generally Available Information and commencement of Trade will be deferred for such time as may be confirmed by Compliance Officer until that UPSI becomes Generally Available Information; and
- vi. Such Trade should not cause for market abuse.

**b) Trading window:**

- i. The trading period, for trading in the Company's securities, called as "Trading Window", shall be closed during the time the information referred to in this para is un-published.
- ii. The Designated Persons and their Immediate Relatives shall not Trade in shares of the Company during the periods when "Trading Window" (i.e. trading period) is closed.
- iii. The Trading Window shall be closed for the period as may be determined by Compliance Officer, during which any material Unpublished Price Sensitive Information, including the following, are proposed:
  - Financial results (quarterly, half-yearly and annually);
  - Dividends (interim and final);
  - Change in capital structure;
  - Any major expansion plans or execution of new projects.
  - Mergers, de-mergers, acquisitions, delistings, disposals, takeovers, buy-back and expansion of business and such other transactions;
  - Changes in key Managerial Personnel; and
  - Material events in accordance with the listing agreement.

- iv. The Trading Window shall automatically get opened 48 hours (Two days) after the information referred above in para (iii) becomes generally available.
- v. The Trading Window shall also be applicable to persons having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- vi. Person covered in para (v), All Designated Persons of the Company and their Immediate Relatives shall conduct all their trading in the securities of the Company only when Trading Window is opened and shall not trade in the company's securities during the periods when Trading Window is closed as referred above or during any other period as may be specified by Compliance Officer from time to time.

**c) Pre Clearance of Trades:**

- i. When Trading Window is open, All Designated Persons and their Immediate Relatives who intend to Trade in the securities of the Company exceeding the threshold limit of 10,000 shares OR Rs. Ten lacs in traded value, whichever is lower, in a quarter shall obtain pre-clearance of the transaction(s) from the Compliance Officer before entering into the transaction as per the pre-clearance procedure as described hereunder. For the purpose of this clause gross purchase and sale shall be separately considered, without netting of the purchase and sales during the quarter.
- ii. An application may be made in Form I (attached as Annexure I) or such other form as the Company may notify in this regard, to the Compliance Officer indicating the estimated number of securities that the Designated Person intends to Trade 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.

iii. An undertaking as annexed hereto (attached as Annexure II) shall be executed in favour of the Company by Designated Persons incorporating, *inter alia*, the following clauses, as may be applicable :

- That the Designated Persons are not in possession of “Unpublished Price Sensitive Information” upto the time of signing the undertaking.
- That in case the Designated Persons have access to or in possession of “Unpublished Price Sensitive Information” after the signing of the undertaking (attached as Annexure II) but before the execution of the transaction, he/she shall inform the Compliance Officer of the fact and that he/she would completely refrain from Trading in the securities of the Company till the time such information becomes generally available.
- That he/she has not contravened the Code of Conduct for prevention of insider trading as notified by the Company / SEBI from time to time.
- That he/she has made a full and true disclosure in the matter.

iv. All the Designated Persons and their dependants shall execute their order in respect of securities of the Company within 7 days after the approval of pre-clearance is sought. The Designated Persons shall file within 2 days of the execution of the transaction, the details of such transaction in the prescribed form given as Annexure IV.

v. On the receipt of Form I and Undertaking as set out in above para ii & iii, the Compliance Officer may approve or reject the pre-clearance of trades based on consideration that such securities are not falling in the “restricted list” as maintained by the Compliance Officer and such undertaking is reasonably capable of being rendered inaccurate.

**d) Other restrictions:**

- i. Transaction must be executed within Seven Trading Days from the next day after the approval of pre clearance order is obtained from the Compliance Officer in Form II (attached as Annexure III). If transaction is not executed within Seven Trading Days, the Designated Person must obtain fresh pre-clearance for the intended transaction once again.

- ii. All Designated Persons who buy or sell any number of shares of the Company shall not permitted to enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction ('Contra Trade'). All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.
- iii. In case Contra Trade is necessitated by personal emergency, the Compliance Officer may grant relaxation from restriction of Contra trade within six months after recording in writing the reasons for relaxation and considering that such relaxation does not violate the Regulations or this Code. (attached as Annexure V).

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## **DISCLOSURE REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**

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### **Initial Disclosure**

Every Promoter/ Key Managerial Personnel / Director of the Company, within thirty days of this Code/Regulations taking effect, shall forward to the Company the details of all holdings in securities including position taken in derivatives of the Company presently held by them including the statement of holdings of his/her immediate relatives and any other person for whom Promoter/ Key Managerial Personnel / Director takes trading decisions in the prescribed Form A (attached as Annexure VI).

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding of securities position taken in derivatives 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 including the statement of holdings of his/her immediate relatives and any other person for whom such Promoter/ Key Managerial Personnel/Director takes trading decisions, in the prescribed Form B (attached as Annexure VII).

### **Continual Disclosure**

Every Promoter, employee and Director of the Company shall disclose to the Company the number of such securities acquired or disposed or position taken in derivatives whether by himself/herself or by any of his/her Immediate Relatives or any other person for whom such Promoter/employee/Director takes trading

decisions, in Form C (attached as Annexure VIII) within two Trading Days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs. Traded Value of the securities also includes value of derivatives traded.

Every Promoter, employee and Director of the Company shall also disclose to the Company in Form C (attached as Annexure VIII) within two Trading Days of such transaction, if there has been an incremental change in such holdings or voting rights of Promoter, employee and Director of the Company and his/her Immediate Relatives from the last disclosure made hereinabove.

Every other Connected Person not covered above shall disclose to the Company the number of such securities acquired or disposed or position taken in derivatives whether by himself/herself or by any of his/her Immediate Relatives or any other person for whom such Connected Person takes trading decisions, in Form D (attached as Annexure IX) within two Trading Days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs. Traded Value of the securities also includes value of derivatives traded.

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## **DISCLOSURE TO STOCK EXCHANGE**

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The Company shall also disclose to the stock exchange within two Trading Days of receipt of the disclosure made as mentioned above or from becoming aware of such information.

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## **MAINTENANCE OF DISCLOSURE RECORDS**

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The Compliance officer shall maintain records of all disclosures made to the Company as mentioned above for a minimum period of five years.

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## **DISSEMINATION OF PRICE SENSITIVE INFORMATION**

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- i. No information shall be passed by persons by way of making a recommendation for purchase or sale of securities of the Company.
- ii. The following guidelines shall be followed while dealing with analysts, institutional investors etc:

- Only public information to be provided
- Atleast 2 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.

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## **INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

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In case it is observed by the Board that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, shall be informed to SEBI promptly.

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## **PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT**

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- a) Without prejudice to the power of SEBI, under the SEBI Act, any Designated Person who trades in securities or communicates any information for trading in securities, in contravention to this Code, may be penalised and appropriate action may be taken by the Company.
- b) Designated Persons who violate the said Code 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. or any other action as Board deem fit.
- c) The action by the Company through Compliance Officer shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015 which may include imprisonment or fine or both.

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## **TRADING BY COMPLIANCE OFFICER**

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All restrictions on trading of securities of the Company shall also be applicable to the Compliance Officer. Compliance Officer shall seek pre-clearance, if applicable, from the Board.

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## **FORMS**

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Forms attached as Annexures:

## Annexure I

### Form I

#### Application for Pre-Clearance of Transaction

To,

The Compliance Officer  
Videocon Industries Limited  
Mumbai

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase/sell/subscriber \_\_\_\_\_ equity shares of the Company as per the details given below:

1	Name of the Applicant and Designation	
2	Approval seeking for (please tick, whichever is applicable)	a) Self b) Dependent Family member (DFM)
3	Number of securities held as on date	
4	Folio No./DP ID/Client ID No.	
5	The Proposal is for (please tick, whichever is applicable)	a) Purchase of Securities b) Sale of Securities c) Subscription of Securities
6	Proposed date of trading in Securities	
7	Number of Securities proposed to be transacted	
8	Price at which transaction is proposed	
9	Current Market Price (as on the date of application)	

I hereby enclose herewith the Undertaking signed by me.

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

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

(On behalf of DFM as well, if seeking approval for DFM)

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

To,  
The Compliance Officer  
Videocon Industries Limited  
Mumbai

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

I \_\_\_\_\_ (name) \_\_\_\_\_ (designation) of the Company residing at \_\_\_\_\_, am desirous of trading in \_\_\_\_\_(number) 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) upto the time of signing the undertaking.

In the event I have access to or received " Unpublished Price Sensitive Information" after the signing of this undertaking but before the execution of the transaction for which approval is sought, I shall inform the Compliance officer of the change in my position and shall completely refrain from dealing in the securities of the company till the time such information becomes public.

I have not contravened the Code of Conduct for prevention of insider trading as notified by the Company from time to time.

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

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

I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange board of India and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Code prescribed by the Company.

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

Place:

Date:

Signature



**FORM II**  
**PRE-CLEARANCE ORDER**

To,

\_\_\_\_\_

Dear Sir/Madam,

This is to inform you that your request for dealing in \_\_\_\_\_ (no.) of shares of the Company as mentioned in your application dated \_\_\_\_\_ has been approved.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said Application.

Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within Seven Trading Days from today. If you do not execute the approved transaction/deal on or before this date you will have to seek fresh pre-clearance approval before executing any transaction/trade in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within two trading days from the date of the transaction/deal. In case the transaction is not undertaken a 'nil' report shall be necessary.

Signature: \_\_\_\_\_  
Compliance Officer

**FORMAT FOR DISCLOSURE OF TRANSACTIONS**  
**(to be submitted within 2 days of transactions)**

To

The Compliance Officer  
Videocon Industries Limited  
Mumbai

I hereby inform that:

- i) I have not bought/sold/subscribed any Securities of the Company
- ii) I have bought/sold/subscribed to \_\_\_\_\_ Securities as mentioned below  
on \_\_\_\_\_ (date)

**Details of Securities held by self**

Name of the Holder	No. of Securities dealt with	Bought/Sold/ Subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

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 transaction.

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

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

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

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

## Annexure V

Date:

To,

The Compliance officer,  
Videocon Industries Limited  
Mumbai

Sir,

Sub: Relaxation from Contra Trade in Securities

I have been identified as a Designated Person of the Company for the purpose of Insider Trading Code. I have purchased/sold\_\_\_\_\_ equity shares on \_\_\_\_\_.I wish to sell the securities before the completion of six months from the date of purchase due to the below mentioned reason, Please grant me relaxation with respect to executing Contra Trade in securities of the Company within the period of six months.

Reason: (mention the reason for relaxation)

Thanking you,

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

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

**Annexure VI, Annexure VII, Annexure VIII and Annexure IX**

**Refer pdf files given herein below**

**FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (a) read with Regulation 6 (2)]**

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

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

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (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	

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

Signature:

Designation:

Date:

Place:

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

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

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

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

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		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	5	6		7	

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

Signature:

Designation:

Date:

Place:

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# FORM C

## Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

### [Regulation 7 (2) read with Regulation 6(2)]

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

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

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

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:

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**Form D (Indicative format)**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

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

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
													Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Name:

Signature:

Date:

Place:

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## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

Videocon Industries Limited (the “Company”) has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in compliance with the Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **Applicability:**

This Code shall be applicable with effect from 15<sup>th</sup> May, 2015.

The Code laid down ensures timely and adequate disclosures from time to time of Unpublished Price Sensitive Information to the Stock Exchanges where the equity shares of the Company are listed viz. BSE Limited and The National Stock Exchange of India and also on official website of the Company viz. [www.videoconworld.com](http://www.videoconworld.com).

### **Definitions:**

1. **Compliance Officer** - means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.
2. **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, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

**Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:**

➤ **Prompt Public Disclosure of UPSI:**

All the UPSI, as envisaged shall be disclosed promptly in order to make such information generally available to public.

➤ **Uniform and Universal Dissemination of UPSI:**

The Company shall ensure and take appropriate steps to disseminate the UPSI on uniform, continuous and universal manner.

➤ **Chief Investor Relations Officer to deal with disclosure of UPSI:**

The Company Secretary shall act as the “**Chief Investor Relations Officer**” to deal with dissemination of information and disclosure of the same.

➤ **Prompt Dissemination of UPSI in respect of improper disclosure or otherwise:**

In the event that any UPSI is disclosed selectively due to oversight or inadvertently or otherwise, the same information is not uniformly and universally made available to all the stakeholders, necessary steps shall promptly be taken to make such information generally available on a non-discriminatory basis.

➤ **Response to queries on news reports and requests for verification of market rumours:**

The Chief Investor Relations Officer shall ensure appropriate fair and prompt response to all queries received from Stock Exchanges including queries on news reports or market rumours, if any.

The response for such queries shall be sent to all the Stock Exchanges irrespective if the query has been received from any one of them.

The said response shall be submitted to the Stock Exchanges under the signature of either Chairman & Managing Director or Company Secretary of the Company.

➤ Sharing of Information with analyst and research personnel:

The information which is available in public domain shall be shared with the analyst, research personnel, prospective investors etc. The Board of Directors shall identify the Directors/Officers of the Company, who shall be authorised to speak to and/or participate at the meetings with the analysts, research personnel etc. The authorised representatives of the Company shall avoid making any forward looking statements in respect of its financial performances and shall not share any UPSI with them. In case, if shared, then disclosure thereof shall be promptly made to the Stock Exchanges.

➤ Documentation of disclosure made to the analyst or at investor relation conferences:

The proceedings of the meetings with the analysts and other investor relations conferences shall be properly recorded and preserved. The transcripts, if any, thereof may be uploaded on the official website of the Company.

➤ Handling of all UPSI on need to know basis:

The Chief Investor Relations Officer shall determine which person(s) may be provided access to UPSI relating to any particular transaction. In determining such access, the Chief Investor Relations Officer shall be guided by the

principle that the UPSI shall be made available to any person only if such information is required for the furtherance of the legitimate purposes, performance of duties or discharge of legal obligations of such person or as permitted in the Regulations. No person so obtaining access to UPSI whether an employee of the Company, an external consultant or advisor, shall disclose such information to any person except those specifically authorised in this behalf.

➤ Disclosure:

The Company Secretary shall be responsible to ensure that the initial and continual disclosures are intimated to the Stock Exchanges in the format prescribed.

*The above Code may be amended with the approval of the Board of Directors of the Company from time to time to adopt best practices. Any amendments to the aforesaid Code shall be promptly intimated to the Stock Exchanges, wherever the Company is listed and shall be uploaded on the official website of the Company.*