

# CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS

## 1. 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 Designated Persons of BALAJI TELEFILMS LIMITED as amended from time to time.
- 1.4 “**Company**” means BALAJI TELEFILMS LIMITED.
- 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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.

**Explanation:** “Financially Literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

- 1.6 “**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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) holding company or associate company or subsidiary company; or
    - c) an intermediary as specified in Section 12 of the Act or an employee or director thereof;

or

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

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 **“Designated Person”** shall include:

- i) Every employee in the finance, accounts, secretarial, legal and IT department as may be determined and informed by the Compliance Officer;
- ii) Directors of the Company and material subsidiary;
- iii) Executive Assistants & Secretary to Directors & KMP
- iv) Every employee of material subsidiary designated on the basis of their role or access to UPSI
- v) All promoters of the Company.
- vi) Chief Executive Officer and employees upto two level below CEO, intermediary, fiduciary and its material subsidiary irrespective of their role in in the Company or access to UPSI
- vii) any other employee as may be determined and informed by the Compliance Officer from time to time.

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.

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 is;
- i) a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information, recipient of UPSI pursuant to legitimate purpose
- 1.14 **"Legitimate Purpose"** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with any internal / external stakeholders and as further set out in "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information".
- 1.15 **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013
- 1.16 **"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:
- 1.17 **"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:
- 1.18 **"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, buying, selling, dealing, or agreeing to subscribe, 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" (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.

However, certain information will be treated as Unpublished Price Sensitive Information based on the materiality of the information. The information shall be termed as material if the information fulfills any of the following criteria:

- i. **Quantitative criteria** of determining materiality shall become applicable to an event / information:

Where the corresponding value involved or the corresponding estimated impact exceeds:

- a. 15 % of the Total Income; or
- b. 40 % of the Profit After tax; or
- c. 40 % of the Net Worth

The above threshold shall be determined on the basis of audited consolidated financial statements of the previous financial year.

- ii. **Subjective criteria** of determining materiality shall become applicable to an event / information:

The omission of which is likely to result in -

- a. A discontinuity of information already available publicly; or
- b. Significant market reaction in the price of the securities of the Company, if the said omission came to public at a later date.

- iii. In the **opinion of Board of Directors** of the Company, the information is considered material.

It should be understood that the determination of materiality should be a dynamic concept. It shall depend on the context of disclosures and may therefore be applied differently to different disclosures over time depending on the evolution of various factors involved. Also, care should be taken if the information is proprietary or confidential. Information shall be regarded as proprietary to the Company if disclosing it publicly would undermine its competitive position. Information shall be regarded as Confidential if there are obligations to other counterparty relationships binding the Company to confidentiality.

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

Words and expressions used and not defined in the 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.

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

- 2.1 The Compliance Officer shall report on compliance of the Regulations to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee on annual basis.
- 2.2 The Compliance Officer shall assist all Employees, Connected Persons and Designated Persons in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
- 2.3 The Managing Director shall nominate any other person in the Company to act as Compliance Officer for the purpose of this Code during the absence of the Company Secretary.

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

- 3.1 All information shall be handled within the Company on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Managing Director or the Compliance officer shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

### **3.2 Need to Know:**

- (i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty in furtherance of legitimate purposes 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.

### 3.3 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

### 3.4 Digital Database:

The Managing Director/ Compliance Officer shall be responsible to maintain a structured digital database of such person or entities as the case may be with whom the UPSI is shared under this regulation, which shall contain the following information;

- a. Name of such recipient of UPSI.
- b. Name of the Organization or entity with whom the recipient represent.
- c. Postal Address and E-mail ID of such recipient.
- d. Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.
- e. Legitimate Purpose for communication of UPSI.
- f. Such other details and information as may be considered necessary by the Managing Director/ Compliance Officer or as may be prescribed under the Regulations from time to time.

The Managing Director/ Compliance Officer shall be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

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

Employees, Connected Persons, Designated Persons and immediate relative of Designated Person in the Company shall be governed by Code of Conduct.

When a person who has traded in securities has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

## **5. 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.

(This plan intends to give an option to persons who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner.)

5.1 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or 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
- (vi) not entail trading in securities for market abuse.

5.2 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, the Compliance Officer 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.

5.3 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

5.4 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

5.5 The trading window norms, restriction on contra trade shall not be applicable for trade carried out in accordance with an approved trading plan. The pre-clearance of trade shall not be required for a trade executed as per approved trading plan.

## 6. Trading Window and Window Closure

6.1 The period prior to declaration of Unpublished Price Sensitive Information is particularly price sensitive. Designated Persons of the Company and their Immediate Relatives thereof shall be subject to trading restrictions as enumerated below:

1. Designated Persons of the Company and their Immediate Relatives thereof shall not trade in the Company's securities during the period mentioned below when 'Trading Window' shall remain closed:

Sr. No.	Particulars	Restrictive Period
(a)	Declaration of Financial Results (quarterly, half yearly and annual)	From the end of every quarter till 48 hours after the declaration of the results
(b)	Declaration of Dividends (interim and final)	One week before the date of Board Meeting or as may be notified
(c)	Issue of securities by way of public/ rights /bonus etc.	- do -
(d)	Any major expansion plans or execution of New projects.	- do -
(e)	Amalgamation, merger, takeovers and buy-Back	- do -
(f)	Disposal of whole or substantially whole of the undertaking	- do -
(g)	Any changes in policies, plans or operations of the Company.	- do -
(h)	Any other event as may be notified.	- do -

2. The Trading window shall be opened 48 hours after the aforesaid information is made public. Designated Persons of the Company and their Immediate Relatives thereof shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal when the trading window is closed.
3. Designated persons of the Company and their Immediate Relatives may execute trades subject to compliance with the code.



4. Designated Persons of the Company and their Immediate Relatives thereof shall be eligible to conduct all their dealings in the securities of the Company on any day of the year other than the period mentioned in Clause 1 above.

6.2 The restriction shall not be applicable in respect of exercise of an option under Employees Stock Option Scheme (ESOPs). However, shares allotted on exercise of ESOPs shall not be sold during the period mentioned under Clause 1, when Trading Window shall remain closed.

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

7.1 All Designated Persons of the Company and their Immediate Relatives, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 50,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction from the Compliance Officer. The pre-dealing procedure shall be hereunder:

(i) An application may be made in the prescribed Form (Annexure 1) to the Compliance officer indicating the estimated number of securities that he/ she or his/ her Immediate Relative 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 (Annexure 1) shall be executed in favour of the Company by such Designated Person or his/ her Immediate Relative incorporating, *inter alia*, the following clauses, as may be applicable:

- (a) That he/ she does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
- (b) That in case he/ she has access to or receives "Unpublished 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/ her 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 Designated Person or his/ her Immediate Relative shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Designated Person or his/ her Immediate Relative 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 Designated Person or his/ her Immediate Relative must pre-clear the transaction again.

(v) All Designated Person or his/ her Immediate Relative 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 Designated Person or his/ her Immediate Relative 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.

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.

## **8. Other Restrictions**

8.1 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.

8.2 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.

8.3 The disclosures made under this Code shall be maintained for a period of five years.

## **9. Reporting Requirements for transactions in securities**

### **9.1 Information**

Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information change:

- i. immediate relatives
- ii. persons with whom such designated person(s) shares a material financial relationship
- iii. Phone, mobile and cell numbers which are used by them

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

**Explanation** - The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income

but shall exclude relationships in which the payment is based on arm's length transactions.

## 9.2 Initial Disclosure

- a) Every promoter/ member of the promoter group/ Key Managerial Personnel / Officers / Designated Person of the Company shall be required to forward following detail of their holdings in securities of the Company presently held by them including the statement of holdings of Immediate Relatives to the Compliance Officer, in the prescribed Form within 30 days of this Code of Conduct coming into effect in the prescribed Form (FORM A)
- (b) Every person on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a promoter/ member of promoter group shall disclose his holdings of securities of the Company as on the date of appointment or becoming a promoter or member of promoter group, to the Company within seven days of such appointment or becoming a promoter or member of promoter group in the prescribed Form (FORM B)

## 9.3 Continual Disclosure:

- (i) Every Promoter, Designated Person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

The disclosure shall be made within 2 working 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 in prescribed form (FORM C)
- (ii) Any change in shareholding, if such change exceeds Rs. 5,00,000 in value, 25,000 in number or 1% of the total shareholding of the Company, whichever is lower, within 2 trading days of the change in the prescribed form (FORM C)
  - (iii) Every Designated Person shall make disclosure of its holdings on quarterly basis in the prescribed form (FORM D).

## 10. Disclosures by other connected persons.

Company may at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the Board in order to monitor compliance with these regulations in the prescribed form (FORM D)

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

- 11.1 Within 2 Trading days of the receipt of intimation under Clause 9.3 (i) and (ii), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- 11.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / Designated Persons for a minimum period of five years.

## 12. Dissemination of Unpublished Price Sensitive Information

12.1 No information shall be passed by Insiders by way of making a recommendation for the purchase or sale of securities of the Company.

12.2 Disclosure/dissemination of Unpublished 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

- (i) Only public information to be provided.
- (ii) At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- (iii) 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.
- (iv) Simultaneous release of information after every such meet.

## 13. Reports

The following persons shall report to specified authorities at the frequencies stated below:

Authority	Role/ Responsibility	Reporting authority/ person	Frequency
Board of Directors/ Audit Committee	Results of Enquiries of Leak/ Suspected Leak of UPSI	Enquiry Committee	Quarterly
Board of Directors	Compliance of the Regulations	Audit Committee/ compliance Officer	Annually
Audit Committee	Adequacy and Effectiveness of Internal Control Compliance of the Regulations	External Auditor appointed by the Compliance Officer under the supervision of the Audit Committee	Annually

To this purpose the Reporting authority/ person is authorised to seek such additional information from the Designated Persons, and Insiders as may be required to submit its report to respective authorities.

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

- 14.1 Every Insider/Designated Person/Connected Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
- 14.2 Any Insider/Designated Person/Connected 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.
- 14.3 Insider/Designated Person/Connected Person who violates the 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.
- 14.4 The actions taken by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### **15. Amendment**

The Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Listing Regulations, Act or any law for the time being in force. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

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**FORM -I**

**APPLICATION FOR PRE-CLEARANCE OF TRADES IN SECURITIES**

To  
The Compliance Officer,  
Balaji Telefilms Limited,  
Balaji House, C-13, Dalia Industrial Estate,  
New Link Road, Andheri (West),  
Mumbai - 400 053.

Dear Sir,

I,.....a Directors/Officer/Designated Employees of the Company intend to carry out transaction(s) in the shares of Balaji Telefilms Limited as per the details given below:

Name & Designation of the Director/ : Officer/Designated Employees/ Dependent of Director /Officer/Designated Employee		
Department of Designated Employees	:	
PAN	:	
Date of Joining/ becoming Director/Officer / Designated Employee	:	

	<b>No. of shares held (including the dependent members) as on the date of application)</b>	<b>Client ID</b>	Nature of new transaction for which approval is sought	Estimated number of securities to be dealt
1	2	3	4	5

Estimated Consideration value	Whether the proposed transaction is in the self name or in the name of dependent family member	Name of the dependent if the transaction is in name(s) of the dependent(s)
6	7	8

**UNDERTAKING**

In this connection I solemnly confirm and declare:

- a) **THAT** I do not have access and/or have not received any " Price Sensitive Information" up to the time of signing the undertaking;
- b) **THAT** in case I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and THAT I shall refrain from dealing in the securities of the Company till the time such information becomes public;
- c) **THAT** I have not contravened Code of Internal Procedures and Conduct for Prevention of Insider Trading in Dealing the Securities of Balaji Telefilms Limited as notified by the Company from time to time.
- d) **THAT** I shall hold the shares for a minimum period of
  - i) 6 months in case of purchase of the securities in secondary markets,
  - ii) 30 days in case of acquired through subscription in IPO

from the date of acquisition or allotment as the case may be/ THAT I have complied with the requirement of the minimum holding period as mentioned in the points i and ii above with respect to the shares sold. (applicable only in respect of sale transaction).

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Pre- clearance may kindly be accorded in terms of provisions of the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Dealing the Securities of BALAJI.

Signature:.....

Name:.....

Designation:.....

Place:

Date:

**OFFICE USE**

Serial number of the application received :

Date & time of receipt of the Application :

Date & time of communication of the pre-clearance or otherwise :

Reasons for not giving pre-clearance :

Signature of the Compliance Officer/ Authorised Officer



**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/ Other 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:

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**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/imm ediate 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:

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**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:

Designation:

Date:

Place:

\*\*\*\*