



# **TIPS FILMS LIMITED**

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

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## **I. INTRODUCTION**

The Securities and Exchange Board of India (SEBI) had formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 further amended, with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 under the powers conferred by section 30 read with clause (g) of sub-section (2) of section 11 and clause (d) and clause (e) of section 12A of the Securities and Exchange Board of India Act, 1992 to prevent trading by the directors, promoters, key managerial personnel and designated person of the Companies on the basis of unpublished price sensitive information possessed by them and thus protect the interests of investors. These regulations came into force with effect from April 1, 2019 and are applicable to all companies whose shares are listed on Indian Stock Exchanges and proposed to be listed and the Former Code shall stand replaced as on that day.

In compliance with the aforesaid SEBI Regulations and to regulate and prohibit insider trading in the securities of the Tips Films Limited, it has framed the code of internal procedures and conduct for regulating, monitoring and reporting of trading by Designated Persons.

All the directors, promoter, key managerial personnel and designated persons (as defined hereinafter) are requested to abide by this Code of Conduct.

## II. DEFINITIONS:

1. “**Act**” means the Securities and Exchange Board of India Act, 1992.
2. “**Company**” means Tips Films Limited.
3. “**Board**” means the Board of Directors of the Company.
4. “**Director**” means a member of the Board of Directors of the Company.
5. “**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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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 company or the head of an organization, as the case may be.
6. “**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.
7. “**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.
8. “**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.
9. “**Proposed to be listed**” shall include securities of an unlisted company:  
(i) if such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing; or  
(ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013.
10. “**Key Managerial Person**” means person as defined in Section 2(51) of the Companies Act, 2013.
11. “**Designated Employees**”  
The following employees shall be included in the term "designated employees:-

**Tier - I:**

The Chief Executive Officer, Chief Financial Officer, Vice Presidents and Employees having higher designation in the Company.

**Tier - II:**

Every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the compliance officer;

**Tier - III:**

Any other employee as may be determined and informed by the compliance officer from time to time.

The compliance officer shall maintain a record of the designated employees and any change made in the list of designated employees from time to time.

**12. "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 act or an employee or director thereof; or
  - (d) An investment company, trustee company, asset management company or an Designated Person 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 Designated Person thereof; or
  - (g) A member of the board of directors or an Designated Person , of a public financial institution as defined in section 2 (72) of the companies act, 2013; or
  - (h) An official or an Designated Person 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.

13. **"Insider"** means any person who,
- i) A connected person; or
  - ii) In possession of or having access to unpublished price sensitive information.
14. **"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.
15. **"Designated Person"** means all promoter, directors, KMP, designated employees, connected person and insider of company are collectively referred to as Designated Person.
16. **"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;
17. **"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 by any person either as a principal or as an agent.
18. **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.
19. **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
20. **"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities of the Company and "trade" shall be construed accordingly. The term 'Trading' shall also include pledging of any securities of the Company;
21. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
22. **"Trading window"** refers to the period during which the designated person can conduct their dealings in the securities of the company. The trading window shall be closed during the period and under the circumstances as mentioned in clause VI of this code.
23. **"Unpublished Price Sensitive Information"** 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

#### **24. Interpretations of certain words and expressions**

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 thereunder shall have the meanings respectively assigned to them in those legislation.

#### **III. APPLICABILITY:**

This Code shall apply to all Directors/ Promoter/ Key Managerial Person/ Connected Person/ Designated Person of company and shall be called "code of internal procedures and conduct for regulating, monitoring and reporting of trading by Designated Person.

#### **IV. COMPLIANCE OFFICER:**

1. The Compliance officer shall monitor adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearing of trades of Designated Person, monitoring of trades and implementation of this code under the overall supervision of the Board of directors of the Company.
2. The Compliance officer shall maintain a record of the Designated Person and any changes made in the list of Designated Persons.
3. The Compliance officer shall assist Designated Persons and /or all Employees in addressing any clarifications regarding the Regulation and this Code.

#### **V. CONFIDENTIALITY:**

1. Designated persons shall maintain the confidentiality of all unpublished price sensitive information.
2. Unpublished price sensitive information shall be handled on a need to know basis, i.e., for the sole purpose of fulfilling their functional role within the company and shall not be communicated by an Designated Person to any other person except in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
3. Designated persons shall ensure that all files containing confidential information are kept secured. Computer files must have adequate security of login and password, etc.

4. Access to any unpublished information by designated persons, shall be reported immediately to the respective head of the department (who in turn shall promptly report the same to the compliance officer) or to the compliance officer.

**VI. PRESERVATION OF MISUSE OF “PRICE SENSITIVE INFORMATION”:**

1. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated, provided, allowed access to or procured to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.
2. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which would:
  - Entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the listed Company is of informed opinion that the sharing of such information 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 listed Company is of informed opinion that the sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available atleast two trading days prior to the sharing of such information being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
3. However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
4. The Board of Directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
5. The Board of Directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant



transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

**VII. TRADING PLAN:**

1. A Designated Person 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.
2. Trading Plan shall:
  - (i) Not entail commencement of trading on behalf of the Designated Person 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; Not entail overlap of any period for which another trading plan is already in existence;
  - (iv) 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
  - (v) Not entail trading in securities for market abuse.
3. The compliance officer shall consider the trading plan made as above and shall approve it forthwith. 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.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan;

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

4. The trading plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
5. However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Designated Person 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 Designated Person 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.

6. Upon approval of the trading plan, the compliance officer shall notify the plan to the Stock Exchanges on which the securities are listed.

#### **VIII. TRADING WINDOW AND WINDOW CLOSURE:**

1. Designated Person and their immediate relatives shall conduct their dealings in the securities of the Company only when the trading window is open and shall not deal in any transaction involving the purchase, sale or other dealing of / in the securities of the Company during the Trading Window Closure Period.
2. The Trading Window shall be closed for/in connection with the following purposes:
  - (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
3. The trading window shall be, inter alia, closed from the date on which intimation is given by the Company to the Stock Exchange(s) of the date of the Board Meeting to be held for consideration / approval of the aforesaid items.  
Provided that the trading window shall be closed for item specified in Clause 2(i) from the end of every quarter till 48 hours after the declaration of financial results.
4. 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 event it shall not be earlier than forty-eight hours after the information becomes generally available.
5. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
6. The compliance officer shall intimate the closure of trading window to all the designated Person of the Company when he/she determines that a designated person 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.

**IX. PRE-CLEARANCE OF TRADE:**

1. All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if number of Equity Shares or other listed Securities to be traded is above Rs.10,00,000 (Rupees Ten Lakh), the application for pre-clearance shall be made.

The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (Annexure A) to the Compliance officer stating such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking (Annexure B) shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:
  - (a) Designated Persons does not have access or has not received price sensitive information up to the time of signing the Undertaking.
  - (b) That in case the Designated Persons 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 for Prevention of Insider Trading as notified by the Company from time to time.
  - (d) That he/she has made full and true disclosure in the matter.

However, Prior permission shall also not be required for acquiring securities pursuant to exercise of stock options granted by the Company under its ESOP Scheme in force from time to time.

2. In case of dealing by the Compliance Officer, prior permission from the Chairman shall be obtained. In the absence of the Compliance Officer due to leave etc., the officer designated by him/her from time-to-time shall discharge the function referred to in the above sub-clauses.
3. Request for pre-clearance may also be made through e-mail (personal e-mail ID may be used while on leave) and addressed to the Compliance Officer or such other officer as designated if the Compliance Officer is on leave followed by submission of duly signed form as required in accordance with the provision of this Code.

4. The transaction for which permission is sought shall be carried out within 7 days after the approval has been obtained. If the order is not executed within one week after the approval is given, designated persons shall pre-clear the transaction again.
5. Designated Person shall file within 2 (two) Working Days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form (Annexure D). In case the transaction is not undertaken, a report to that effect shall be filed (Annexure D).
6. The responsibility of complying with the provisions of the Insider Trading Regulations and the Code shall be entirely on the Designated Person of the Company including for their Dependent(s).

**X. MINIMUM PERIOD FOR HOLDING OF SHARES/ LISTED SECURITIES:**

1. All Designated person 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 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 applicable for trade pursuant to exercise of stock options.
2. In the 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.
3. In case of justifiable emergencies, the aforesaid period of 6 months may be waived on an application made to the Compliance Officer in the prescribed format and the reasons for such waiver being recorded in writing in that behalf (refer Annexure E hereto for format of such application). However, no such sale will be permitted when the Trading window is closed
4. In case of sale by the Compliance Officer before expiry of 6 months, prior permission from the Chairman and in case of the Chairman, prior permission from Director(s) authorized by the Board of Directors of the Company shall be obtained.

**XI. DISCLOSURE REQUIREMENTS**

**1. Initial Disclosure:**

- (a) 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 (Annexure F).

2. **Continual Disclosure:**

- (a) Every promoter, or member of the promoter group, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees (refer Annexure G).

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.

Disclosure under this code shall be sent to the Compliance officers of the Company.

3. **Annual Disclosure:**

- (a) All the Directors, Promoter, KMP, Designated Person shall forward annual statements of all holdings in Company's Securities alongwith list of their dependants as on 31<sup>st</sup> March every year in such form and manner as may be prescribed by the Compliance Officer from time-to time. (Annexure H).

- (b) 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 changes:

- a) immediate relatives  
b) persons with whom such designated person(s) shares a material financial relationship  
c) 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.

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

Within 2 days of the receipt of intimation under Clause X(2)(a), the compliance officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

5. **Records of Disclosure received by the Company**

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / promoters / kmp / designated person for a minimum period of five years.

## **XII. OTHER RESTRICTIONS:**

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.
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.

## **XIII. REPORTING TO THE BOARD:**

The Compliance Officer shall place before the Board on a quarterly basis details of all disclosures received and waivers and permissions granted under this Code. The Compliance officer shall also report any violation of the SEBI Regulations, which may come to his notice, to SEBI.

## **XIV. PENALTY:**

In terms of the Code, the Company will take appropriate disciplinary action against designated persons for violation of the Code and the provisions of SEBI PIT Regulations. Please note that the following fine will be levied for any non-compliance with the code.

### **1. Not obtaining pre-clearance for trading (buying/selling) in the Securities\***

**First instance:** A fine of 2% of the gross value of transaction

**Second instance:** A fine of 5% of the gross value of transaction

**Third instance:** Action as may be decided by the Board of Directors

*(\*trading in securities above the threshold limits prescribed in the Code)*

### **2. Delay in reporting/ declaring transactions (buy/sell) in the Securities within the stipulated time (including a 'NIL' report)**

**First instance:** A fine of Rs. 1000/- per day of default upto the first 10 days of default

**Second instance:** A fine of Rs. 2000/- per day of default upto the first 10 days of default

**Third instance:** Action as may be decided by the Board of Directors

*(Note: The amount of fine payable for any delay under this category beyond the first 10 days of default would be decided by the Board of Directors.)*

### **3. Trading during non-trading period (when the trading window is closed)**

**First instance:** A fine of 2% of the gross value of transaction

**Second instance:** A fine of 5% of the gross value of transaction

**Third instance:** Action as may be decided by the Board of Directors

### **4. Entering into Contra trade**

**First instance:** A fine of 2% of the gross value of transaction

**Second instance:** A fine of 5% of the gross value of transaction

**Third instance:** Action as may be decided by the Board of Directors

### **5. Any other non-compliance with the code**

Appropriate action as may be decided by Board of Directors

*Notes:*

- *Any non-compliance apart from the above categories will be decided by the Board of Directors on case to case basis.*
- *If in a particular instance, there has been violation under more than one category, then penalty levied will be separate for each such violation.*

The fine stated hereinabove is payable to the Company and the modalities for paying the fine would be separately communicated by the Compliance Officer to the concerned person. The company will remit the amount collected to the Investor Protection and Education Fund of Securities and Exchange Board of India.

In case of any doubt or dispute with regard to the interpretation or applicability or otherwise of the provisions of the Code or related provisions, the decision of the Board of Directors shall be final.

In case the Board of Directors is required to review any transactions or impose penalties on one of its own members, the concerned member would excuse himself from the Board on that matter and not participate.

Further, in case it is observed by the Compliance Officer that there has been a violation of SEBI PIT Regulations, the Company shall inform SEBI of such violation.

**XV. MISCELLANEOUS:**

1. The Management has the right to change/amend this Code from time to time at its sole discretion and/or in pursuance of any amendments made in the SEBI (Prohibition of Insider Trading) Regulations, 2015.
2. The decision of the Compliance Officer/Chairman shall be final, binding and conclusive and shall not be justifiable in any forum.
3. All correspondence with the Company in regard to this Code should be sent to the compliance officer and marked "CONFIDENTIAL".

**XVI. CONFIRMATION:**

The Insider Trading Regulations and the Code have been uploaded on the website. All Directors/Promoter/KMP and Designated Persons hereby acknowledge to having read and fully understood their obligations under the Insider Trading Regulations and the Code and have undertaken to unconditionally abide by the same. They can contact the compliance officer for any clarification / assistance.

**APPLICATION FOR PRE-DEALING APPROVAL**

To,  
Compliance Officer,  
Tips Films Limited,  
Mumbai

Dear Sir/ Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek your approval to subscribe to / agree to subscribe to / purchase / sell\* / deal as an agent / principal in \_\_\_\_\_ (nos) of \_\_\_\_\_ (description of security) of the Company.

The statement of securities of the Company held as on \_\_\_\_\_ and my Undertaking in the prescribed format are enclosed for your perusal in this connection.

\* I declare that the minimum holding period stipulated in the Code of the Company with respect to the securities proposed to be sold has been complied with.

Signature:  
Name:  
Designation:

Date:  
Place:



## STATEMENT OF HOLDING OF SECURITIES AT THE TIME OF PRE-CLEARANCE

To,  
Compliance Officer,  
Tips Films Limited

I, \_\_\_\_\_, hereby declare that the details of securities held by me and the securities held by my dependant family members in the Company as on this date are furnished below

<b>Name</b>	<b>Relation</b>	<b>Folio No / DP ID / Client ID No. / ESOP*</b>	<b>Type of Security</b>	<b>No. of Security</b>

\*Where the securities proposed to be sold are pursuant to cashless exercise of stock options, please mention "ESOP Entitlement" in this column.

Signature:  
Name:  
Designation:

Date:  
Place:

**UNDERTAKING**

*(To be accompanied with the application for pre-clearance)*

To,  
Tips Films Limited,  
Compliance Officer,  
Mumbai

I, \_\_\_\_\_ (name and designation), am desirous of dealing in \_\_\_\_\_ (nos.) of \_\_\_\_\_ (description of security) of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

As required by the **Code for Prevention of Insider Trading (“the Code”)** of the Company, I hereby state as follows:

- a) I have no access to nor do I have any information that could be construed as “Price Sensitive Information” as defined in the Code up to the time of signing this undertaking;
- b) In the event that I have access to or received any information that could be construed as “Price Sensitive Information” as defined in the Code, after the signing of this Undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same in writing and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- c) I have not contravened the provisions of the Code in force as of date;
- d) I have made full and true disclosure in the above matter.

Date:

Signature:

**PRE-CLEARANCE ORDER**

To,  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Place: \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) of \_\_\_\_\_ (description of security) of the Company as mentioned in your above mentioned application is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ i.e. within 7 days from today and you shall not enter into an opposite transaction for a period of 6 months following this transaction

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

Yours faithfully,  
**For Tips Films Limited,**

Compliance Officer

Place:  
Date:

**FORMAT FOR DISCLOSURE OF TRANSACTIONS***(To be submitted within 2 days of transaction / dealing in securities of the Company)*

To,  
The Compliance Officer,  
Tips Films Limited,  
Mumbai

I hereby inform that

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

<b>Name of the holder</b>	<b>Relation</b>	<b>Folio No / DP ID / Client ID No. / ESOP*</b>	<b>Type of Security</b>	<b>No. of Security</b>

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

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

Signature:  
Name:  
Designation:

Place:  
Date:

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

To,  
Compliance Officer,  
Tips Films Limited,  
Mumbai

Dear Sir/ Madam,

I request you to grant me waiver of the minimum holding period of 3 months as required under the Code for Prevention of Insider Trading with respect to the following securities of the Company held by me.

Name	Relation	Folio No, /DP ID / Client ID No./ ESOP*	Type of Security	No. of Security	Date of acquisition

The reasons for seeking this waiver are:  
(Mention reasons)

Thanking you,  
Yours faithfully,

Signature:  
Name:  
Designation:

Place:  
Date

## 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: Tips Films Limited

ISIN of the Company: INEOLQS01015

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 Shareholdin
			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 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*

Signature:

Designation:

Date

Place

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

Name of the Company: Tips Films Limited

ISIN of the Company: INEOLQS01015

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				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.

Signature:

Designation:

Date:

Place:

**ANNUAL DISCLOSURE**

Annual Disclosure of Securities / holdings of Directors /Officers / Designated Person  
(Clause X of TIL Code of Conduct for Prohibition of Insider Trading)

To,  
The Compliance Officer  
Tips Films Limited  
Mumbai

Dear Sir / Madam,

I, \_\_\_\_\_ - \_\_\_\_\_ of the Company hereby declare that securities held by me or/and by my immediate relative in the Company as on March 31, \_\_\_\_\_ and the transactions during the period April 1, \_\_\_\_\_ to March 31, \_\_\_\_\_ are as per details furnished below:

Name	Folio No	Relation	Type of Security	Securities held on April 1, _____	Securities acquired during the period	Securities sold during the period	Balance Securities held as on March 31, _____
Name: PAN: Contact No.							

I declare that minimum holding period stipulated in the Code for Prohibition of Insider Trading with respect to the securities sold, has been complied with and that the information furnished herein is complete and correct.

Signature:

Date:  
Place:



## DISCLOSURE OF IMMEDIATE RELATIVE

To,  
The Compliance Officer  
Tips Films Limited  
Mumbai

Dear Sir/Madam,

Please find below the details of Immediate Relative as required under the Code of Conduct for Prohibition of Insider Trading.

Immediate Relative	Name	Education Qualification	Educational Institutions	Last Employment
Self				
Spouse				
Dependent Father				
Dependent Mother				
Dependent Brother				
Dependent Sister				
Dependent Son				
Dependent Daughter				

**Name:**

**Signature:**

Date:

Place:

*"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.*