



## ITI LIMITED

### CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

#### 1. PRELIMINARY

- 1.1 Securities and Exchange Board of India (SEBI) has prescribed the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") to put in place a framework for prohibition of Insider Trading in securities and to strengthen the legal framework thereof.
- 1.2 In compliance with the above requirements, the Company has framed "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their immediate relatives and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred as Insider Trading Code).
- 1.3 This Code shall come into force with effect from 15th May 2015 and the amendments to the code, if any, shall be effective from the date on which the same are notified from time to time.

#### 2. OBJECTIVE OF THE CODE

- 2.1 The objective of the code is to regulate, monitor and report trading by designated persons, any connected persons and their immediate relatives to ensure adherence to all applicable laws and regulations. This code shall also provide for practices and procedures for fair disclosure of unpublished price sensitive information.

#### 3. APPLICABILITY

- 3.1 All designated persons, any other connected person and their immediate relatives in the Company shall be governed by code of conduct governing dealing in securities.

#### 4. DEFINITIONS

- 4.1 "Act" means Securities and Exchange Board of India Act, 1992
- 4.2 "Company" means ITI Limited (ITI)
- 4.3 "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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 employee or director thereof; or
  - e. an official of a stock exchange or of clearing house or corporation; or
  - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management Company of a mutual fund or is an employee thereof; or
  - g. a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - i. a banker of the Company; or
  - j. a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of a Company or his immediate relative or banker of the Company, has more than ten per cent. of the holding or interest;

#### 4.4 "Designated Persons" means

- i. All directors, Key Managerial Personnel;
- ii. All executives from and above the level of GM / Unit heads and others, directly reporting to a Director;
- iii. All staff, officers and employees of the Secretariats of the Chairman and Managing Director, Functional Directors, Key Managerial Personnel, Chief Vigilance Officer, Corporate Finance Department, Projects and Planning, Internal Audit ;
- iv. Any other Officers /employee to be notified by the Compliance Officer, from time to time, who are privy to price sensitive information and their immediate relatives

- 4.5 "Directors" means Directors on the Board of ITI including Additional / Alternate / Independent / Government Nominee Directors.
- 4.6 "Generally available Information" means information that is accessible to the public on non-discriminatory basis available. (Information published on the website of a recognized stock exchange would ordinarily be considered generally available).
- 4.7 "Immediate Relative" shall mean 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.
- 4.8 "Insider" means any person who is:
- i. a connected person; or
  - ii. in possession of or having access to unpublished price sensitive information;
- 4.9 "Key Managerial Personnel" (KMP) shall have the meaning as prescribed under the Companies Act, 2013 means the :
- i. Chief Executive Officer or the Managing Director or the Manager
  - ii. the Whole-Time Director;
  - iii. the Chief Financial Officer;
  - iv. the Company Secretary
- 4.10 "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
- 4.10 "Promoter and Promoter Group" means the President of India acting through the administrative ministry i.e. Ministry of Communications (MoC) and Governor of Karnataka
- 4.11 "Securities" includes Shares, bonds, stocks, debentures, debenture stocks or other marketable securities of like nature issued by the Company from time to time, any kind of derivatives relating to the securities of the Company listed and / or traded on a recognized stock exchange.
- 4.12 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 4.13 "Trading day" means a day on which the recognized stock exchanges are open for trading.

- 4.14 **“Trading Window”** means a trading period in which ITI’s securities can be traded.
- 4.15 **“Unpublished price sensitive information”** or **“UPSI”** means any information, relating to ITI 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 include 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

Words and expressions used and not defined herein but defined in Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 shall have the meanings respectively assigned to them in that Regulation.

## 5. **COMPLIANCE OFFICER:**

- 5.1 Company Secretary shall be the Compliance Officer for the purpose of this Code and in the absence of the Company Secretary, such other officer as authorized by the Chairman and Managing Director. Senior Officers-Corporate Finance shall assist the Compliance Officer in discharging the function.
- 5.2 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee & to the Chairman of the Board of Directors at least once in a year.
- 5.3 The Compliance officer shall maintain a record of the Designated persons, their shareholding and disclosure made in pursuant to this code for a minimum period of five years.
- 5.4 The Compliance officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting application for preclearance of trades.

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

To ensure fair disclosure of events and occurrences that could impact price discovery for its securities in the market, the Promoter(s), Director(s), Key Managerial Personnel and designated persons and immediate relatives of designated persons of ITI Limited shall abide by the principles stated in the “Code of practices and procedure for fair disclosure of unpublished price sensitive information” provided at **Annexure- I**.

## **7. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS**

### **7.1 Communication or procurement of unpublished price sensitive information**

- 7.1.1 Any person in receipt of unpublished price sensitive information shall maintain confidentiality of price sensitive information. All information shall be handled within the organization 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.
- 7.1.2 No insider shall communicate, provide or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except when such communication is in furtherance of legitimate purposes, performance of duties or discharge of his legal obligations.
- 7.1.3 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to ITI or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

### **7.2 Trading when in possession of unpublished price sensitive information**

- 7.2.1 Subject to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, no insider shall either on his own behalf or on behalf of any other person, trade in securities of ITI on any stock exchange when in possession of any unpublished price sensitive information.
- 7.2.2 The onus of establishing that they were not in possession unpublished price sensitive information shall be on the Insider
- 7.2.3 Un-published price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which would:
- i. Entail 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
  - ii. Not attract 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.

- iii. However, the Board of Directors shall require the parties to execute agreements 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.

## 8. TRADING WINDOW

8.1 The designated person shall not trade in the securities of the Company during the period(s) when the Trading Window is closed by the Company under notice to the recognized Stock Exchanges and the details of such closure shall also be placed on the website of the Company from time to time;

8.2 Valid trading window means a period other than prohibited period

8.3 Prohibited period means:

8.3.1 Seven days prior to the Board Meeting day in which the financial result of the company is considered and the second trading day after such financial results is made public and

8.3.2 Such other period as may be specified by the Compliance Officer from time to time in consultation with any Whole Time Director.

8.4 The following period shall be considered as trading restricted period:

8.4.2 Trading restriction period shall be applicable from the end of every quarter till 48 hours after the declaration of financial results and such other period as may be determined by the Compliance officer

8.4.3 During trading window restrictive period the designated persons and their immediate relative shall obtain pre-clearance from the compliance officer

## 9. TRADING PLANS

9.1 An insider shall be entitled to formulate a Trading Plan 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 as per proforma provided at **Annexure - II**.

9.2 Such Trading Plan shall:

9.2.1 not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

- 9.2.2 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 ITI and the second trading day after the disclosure of such financial results;
  - 9.2.3 entail trading for a period of not less than twelve months;
  - 9.2.4 not entail overlap of any period for which another Trading Plan is already in existence;
  - 9.2.5 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
  - 9.2.6 not entail trading in securities for market abuse.
- 9.3 The compliance officer shall review the Trading Plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 9.4 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.
- Provided that the implementation of the Trading Plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of clause 9.2 above.
- 9.5 Upon approval of the Trading Plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.
- 9.6 Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- 9.7 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 window is closed.

## **10. PRE-CLEARANCE OF TRADES**

- 10.1 An Insider, who intends to trade in the securities of ITI above the minimum threshold limit of Rs.5,00,000 in any calendar month, shall obtain pre-clearance of the transaction as per the pre-clearance procedure as described hereunder.

- 10.1.1 Application for pre-clearance shall be made only when the trading window is open. Application submitted during closure of trading window shall be invalid.
- 10.1.2 No Insider shall apply for pre-clearance of any proposed trade if such Insider is in possession of unpublished price sensitive information even if the trading window is not closed
- 10.1.3 An insider shall make a pre-clearance application to the Competent Authority in the prescribed format along with an undertaking stating that the Insider has not contravened the provision of Insider Trading Code. A combined proforma application cum undertaking is annexed to this code as **Annexure - III**.
- 10.1.4 Prior to approving any trades the compliance officer shall be entitled to seek declarations to the effect that the applicant for preclearance is not in possession of any UPSI.
- 10.1.5 The Designated person shall execute their trade in respect of securities of the ITI within seven trading days from the date of approval of pre-clearance. The Designated Persons shall file within 2 (two) trading days of the execution of the deal, the details of such deal with the Compliance Officer (**Annexure IV**). In case the transaction is not undertaken, a report to that effect shall be filed in the same form. If the order is not executed within said period, the designated person shall obtain fresh pre-clearance.
- 10.1.6 Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- 10.1.7 Any designated person who has been permitted to trade on the securities of the Company shall not execute a contra trade within a period of six months from the date of executing the original trade. However the Compliance Officer may grant relaxation on case to case basis for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. If a contra trade is executed inadvertently or otherwise in violation of the above restrictions, the profits if any from such trade shall be liable to be disgorged for remittance to the credit of the "Investor Education and Protection Fund".
- 10.1.8 The Competent Authority to accord pre-clearance shall be as follows:
- a. Board of Directors shall be the approving authority for the trading proposals of Chairman cum Managing Director
  - b. Chairman cum Managing Director shall be the approving authority for the trading proposals of Directors and Compliance Officer.
  - c. Compliance Officer shall be the approving authority for the trading proposals of other designated persons.



10.1.9 The Compliance Officer shall maintain a Register of pre-clearance of trading of Securities.

## **10.2 Chinese wall - Norms & Processes:**

10.2 The Company shall adopt the following Chinese Walls procedures, and processes (collectively "Chinese Wall") designed to manage the confidential information and prevent the inadvertent spread or misuse of UPSI:

10.2.1 Physical separation / virtual barrier erected in departments that have access to UPSI from those who do not have such access within the Company.

10.2.2 Strict and carefully defined procedures for dealing with situations where it is thought that the wall should be crossed, and maintaining of proper records where that occurs;

10.2.3 Monitoring by Compliance Officer of the effectiveness of the Chinese wall; and

10.2.4 Disciplinary sanctions where there has been a breach of the wall.

## **11. DISCLOSURES**

### **11.1 Initial Disclosure**

11.1.1 Every promoter/ Key Managerial Personnel / Director of the Company, within thirty days of PIT Regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of Immediate Relative as per proforma provided at **Annexure - V**.

11.1.2 Every person on appointment as a Key Managerial Personnel or a Director or upon becoming a promoter or member of the promoter group shall disclose his holding of securities in ITI (including those of their immediate relatives), as on the date of appointment or becoming a promoter, including the securities held by their immediate relatives, to ITI within seven days of such appointment or becoming a promoter, as per proforma provided at **Annexure - VI**.

### **11.2 Continual Disclosure**

11.2.1 Every promoter, member of the promoter group, designated person and directors shall disclose to ITI the number of such securities acquired or disposed-off, within two trading days of such transaction, if the value of the securities traded (including those of their immediate relatives), whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rupees Ten Lakhs as per proforma provided at **Annexure -VII**;

11.2.2 The Company at its discretion, may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in order to monitor compliance with these regulations, in form D (**Annexure VIII**). The disclosure shall be made within 2 trading days of the execution of the transaction.

**11.2.3 Disclosure by the Company to the Stock Exchange(s)**

The Compliance Officer shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

11.2.4 All designated persons shall be required to disclose name and Permanent Account Number or any other identifier authorized by law on an annual basis and as and when the information changes about their immediate relatives, persons with whom such designated person(s) shares a material financial relationship, Phone, mobile, and cell numbers which are used by them names of educations institutions from which designated persons have studied and names of their past employers.

**12. PENALTY FOR CONTRAVENTION OF INSIDER TRADING CODE**

Any employee/officer/director who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the company. The action can be like sanctions and disciplinary actions, including wage freeze, suspension, recovery claw back ineligibility for future participation in employee stock option plans, etc.,

**13. POWER OF SECURITIES AND EXCHANGE BOARD OF INDIA**

The action by ITI shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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

Any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, shall be promptly reported by the Compliance Officer to SEBI after obtaining the approval of the Audit Committee.

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**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION****1. The Company shall-**

- 1.1 Ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 1.2 Avoid selective disclosure of unpublished price sensitive information and ensure that all unpublished price sensitive information is disclosed uniformly and universally.
- 1.3 Ensure that any unpublished price sensitive information, which may have been disclosed selectively, inadvertently or otherwise, shall be promptly made available in public domain.
- 1.4 Ensure that appropriate and fair response is provided to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 1.5 Ensure that the information shared with analysts and research personnel is not unpublished price sensitive information and further that information shared as above, shall also be hosted in the website of the Company.
- 1.6 All unpublished price sensitive information shall be handled on a need-to-know basis i.e. no unpublished price sensitive shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of his legal obligations.
- 1.7 Company Secretary is designated as the "Compliance Officer" to deal with all matters relating to dissemination of information and disclosure of unpublished price sensitive information.
- 1.8 Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of PIT Regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations. Such person shall keep information so received confidential and use them for legitimate purposes, performance of duties or discharge of legal obligations.

**2. Principles for determination of "Legitimate Purpose"**

- 2.1 The Company shall ensure that UPSI is:
  - a. communicated, provided or is accessible to insiders; or
  - b. procured by any person only in furtherance of legitimate purpose.
- 2.2 An action shall be considered to be undertaken for a "legitimate purpose" if:
  - a. It conforms with the statutes applicable to the Company;
  - b. It is taken pursuant to a legal/ regulatory obligation of the Company;

- 2.3. It conforms to the business of the Company/ is in the ordinary course of business of the Company;
  - 2.4. It is undertaken by a person to fulfil the obligations of his/ her role with respect to the Company;
  - 2.5. The action is executed in a manner which can be considered fair, transparent and effective;
  - 2.6. The action does not lead to 'market abuse';
  - 2.7. The action does not result into personal benefit of any Connected Person.
  - 2.8. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for the purposes of the PIT Regulation and Compliance Officer shall give due notice to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with the PIT Regulations.
3. Legitimate Purpose shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations.
    - 3.1 Purposes involving sharing of UPSI, which shall be deemed to be legitimate, shall include, but will not limited to the following:
      - 3.1.1 facilitating conduct of due diligence for undertaking any transaction in the ordinary course of business; and
      - 3.1.2 preparation of financial statements.
4. The Company shall maintain structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared under the PIT Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available

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## Annexure II

### APPLICATION FOR APPROVAL OF TRADING PLAN BY INSIDER(S) (In terms of clause 9.1 of the Insider Trading Code)

The Compliance Officer  
ITI Limited  
Bengaluru

Dear Sir / Madam,

I, Shri / Smt. ...., an Insider of ITI intend to deal in securities of ITI for the financial year ..... as per details given below:

Name :  
Staff No. :  
Designation :  
Department :  
PAN :  
Email id :

Details of proposed Trading Plan in securities of ITI:

Name	Relationship	Opening balance as on 01.04.20--	Trading plan details			Closing balance as on 31.03.-- ---	DP Id. / Client Id or Folio No
			Date	Transaction (Buy / Sell)	Quantity		

### UNDERTAKING

I understand that public disclosure of the above mentioned Trading Plan would be made by ITI by notification to the Stock Exchange. I further declare as under:

1. The Trading Plan submitted is irrevocable and I shall mandatorily 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.
2. I shall not entail commencement of trading earlier than six months from the public disclosure of the plan;
3. I shall 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;
4. I shall not entail overlap of any period for which another Trading Plan is already in existence;
5. I shall not entail trading in securities for market abuse.
6. The Trading Plan shall not be commenced if any unpublished price sensitive information is in my possession at the time of formulation of the plan and has not become generally available at the time of the commencement of implementation.

Date :  
Place

Signature

**APPLICATION FOR APPROVAL FOR PRECLEARANCE OF TRADING IN SECURITIES  
(In terms of clause 10.1.3 of the Insider Trading Code)**

The Compliance Officer  
ITI Limited  
Bengaluru

Dear Sir / Madam,

I, Shri / Smt. ...., an Insider of ITI intend to deal in securities of ITI for the financial year ..... as per details given below:

Name :  
Staff No. :  
Designation :  
Department :  
PAN :  
Email id :

Name	Relationship	No. of securities held as on the date of the application	DP Id. / Client Id or Folio No	Nature of the transaction (Buy / Sell)	Estimated number of securities to be dealt	Estimated consideration value

**UNDERTAKING**

In this connection I solemnly confirm and declare:

- a) THAT I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- b) THAT in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer about such "Unpublished Price Sensitive Information" and that I shall completely refrain from dealing in the securities of ITI till the time such information becomes public;
- c) THAT I have not contravened the Insider Trading Code as notified by ITI from time to time.
- d) THAT I shall not undertake any contra trade for a minimum period of six months from the date of the transaction, for which pre-clearance has been taken.
- e) If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre clearance afresh.

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 the Insider Trading Code of ITI.

Date :  
Place :

Signature

**DISCLOSURE OF TRANSACTIONS**  
(In terms of clause 10.1.5 of the Insider Trading Code)

The Compliance Officer  
ITI Limited  
Bengaluru

Dear Sir / Madam,

I hereby inform that I

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

Name of holder	No. of securities dealt with	Brought/Sold/Subscribed	DP ID/ Client ID/ Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents, if required:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/ statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period as specified in the Code. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

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

Place :  
Date :  
Signature :

Name :  
Designation :

**Form A**

(As per Regulation 7(1) (a) read with Regulation 6(2)- Initial disclosure)  
(In terms of clause 11.1.1 of the Insider Trading Code)

Name of the company	
ISIN of the company	

**Details of securities held by the Promoter, Member of Promoter Group, Upon becoming the Designated Persons, 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 persons (Promoters / KMP / Directors / immediate relatives to / others etc)	Securities held as on the date of the regulation coming into force		% of shareholding
		Type of securities (Eg., Shares, warrants, bonds, debentures etc)	No.	

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 the Promoter, Member of Promoter Group, Upon becoming the Designated Persons, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Open interest of future contracts held as on the date of regulation coming into force			Open interest of option contracts held as on the date of regulation coming into force		
Contract specifications	No. of units (contracts * lot size)	Notional value in Rupees terms	Contract specifications	No. of units (contracts * lot size)	Notional value in Rupees terms

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

Name & Signature :  
Date :  
Designation :  
Place :



**ANNEXURE -VI**

**Form B**

*(As per Regulation 7(1) (b) read with Regulation 6(2)- Disclosure on becoming Director/KMP/Promoter)  
(In terms of clause 11.1.2 of the Insider Trading Code)*

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 persons (Promoters / KMP / Directors / immediate relative to /others etc.)	Date of appointment as Director / KMP or date of becoming promoter	Securities held at the time of becoming promoter appointment as Director / KMP		% of shareholding
			Type of securities (Eg., Shares, warrants, bonds, debentures etc)	No.	

*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 future contracts held at the time of becoming promoter appointment as Director / KMP			Open interest of option contracts held at the time of becoming promoter appointment as Director / KMP		
Contract specifications	No. of units (contracts * lot size)	Notional value in Rupees terms	Contract specifications	No. of units (contracts * lot size)	Notional value in Rupees terms

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

Signature :  
Designation :  
Date :  
Place :

**Form -C**

(As per Regulation 7(2) read with Regulation 6(2)- Continual Disclosure)

(In terms of clause 11.2.1 of the Insider Trading Code)

Name of the Company: \_\_\_\_\_

ISIN of the Company: \_\_\_\_\_

**Details of change in Securities of Promoter or employee or Director of a listed company and other such persons as mentioned in Regulation 7(2) read with regulation 6(2)-**

Name, PAN, CIN /DIN & Address with contact nos	Category of persons (Promoters / KMP / Directors / immediate relatives 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 the company	Mode of acquisition (market purchase / public rights/pref erential offer / off market / inter se transfer
		Type of securities (Eg., Shares, warrants, Convertible Debentures etc)	No. and % of shareholding	Type of securities (Eg., Shares, warrants, Convertible debentures, etc)	No.	value	Transaction type (Buy, Sale/ Pledge/Re voke /Invoke)	Type of securities (Eg., Shares, warrants, Convertible debentures etc)	No. and % of share holding	From	To		

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 7(2) read with regulation 6(2)**

Trading in derivatives (Specific type of contract, Futures or Options etc)						Exchange on which trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	No. of units (contracts * lot size)	Notional Value	No. of units (contracts * lot size)	

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

Signature :  
 Designation :  
 Date :  
 Place :

**ANNEXURE -VIII**

**Form -D**

*(As per Regulation 7(3)- Transactions by Other Connected persons as identified by the Company)  
(In terms of clause 11.2.2 of the Insider Trading Code)*

**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 the 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 the company	Mode of acquisition (market purchase / public rights/preferential offer / off market / inter se transfer
		Type of securities (Eg., Shares, warrants, Convertible Debentures etc)	No. and % of shareholding	Type of securities (Eg., Shares, warrants, Convertible debentures, etc)	No.	value	Transaction type (Buy, Sale/ Pledge/Revoke /Invoke)	Type of securities (Eg., Shares, warrants, Convertible debentures etc)	No. and % of shareholding	From	To		

*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 other connected persons as identified by the Company**

Trading in derivatives (Specific type of contract, Futures or Options etc)						Exchange on which trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	No. of units (contracts * lot size)	Notional Value	No. of units (contracts * lot size)	

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

Signature :

Designation :

Date :

Place :