



**CODE OF CONDUCT FOR PREVENTION OF INSIDER  
TRADING AND FAIR DISCLOSURE OF UNPUBLISHED  
PRICE SENSITIVE INFORMATION**

*(Effective From:- 1<sup>st</sup> April, 2019)*

**Registered Office:**

8-2-596, 1st FL, 1B, Sumedha Estates,  
Avenue-4, IVRCL Towers(Puzzolana Towers),  
Street No.1, Rd.10, Banjara Hills,  
Hyderabad- 500034(TG)  
CIN: L15200TG1988PLC009111

## 1. Introduction:

The Securities and Exchange Board of India (SEBI), for protection of investors and to regulate the securities market, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the PIT Regulations”) under the powers conferred on it under the SEBI Act, 1992 and amended the same by SEBI from time to time. The PIT Regulations came into force w.e.f. May 15, 2015 and are applicable to all companies whose securities are listed on an Indian Stock Exchange.

Further, SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018, notified on 31<sup>st</sup> December, 2018 and subsequent amendment to PIT Regulations notified on January 21, 2019 requires every listed Company, inter alia, to formulate a policy for determination of ‘Legitimate purpose’ as a part of this code formulated under regulation 8 of SEBI PIT Regulation. Accordingly, this revised Code will be applicable from 1<sup>st</sup> April, 2019 and existing Code will be applicable upto 31<sup>st</sup> March, 2019.

## 2. Purpose and applicability:

The Company endeavors to preserve the confidentiality and prevent the misuse of un-published price sensitive information (UPSI). The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations. Every director, officer, Designated Person of the Company has a duty to safeguard the confidentiality of all such information which he/ she obtain in the course of performance of official duties. Directors, officers and Designated Person of the Company should not use their position to gain personal benefit.

The Code is applicable to the following persons:

- 1) Promoters including member(s) of Promoter group
- 2) Directors
- 3) Designated Persons
- 4) Concerned Advisers/Consultants/Retainers of the Company
- 5) Connected Persons as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per clause 3.7 of this Code of Conduct.

## 3. Definitions:

3.1 “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992), as amended.

3.2 “**Board**” means the Securities and Exchange Board of India.

3.3 “**Code**” means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.

3.4 “**Company**” means Lotus chocolate Company Limited.

3.5 “**Compliance Officer**” means Company Secretary of the Company or in absence of Company Secretary, any senior officer, designated so or in absence of both, the Executive Director or such other senior officer, who is financially literate and is capable of appreciating requirements of legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring and adherence to the rules for preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in this Code of Conduct and Compliance officer shall function and carry out his responsibilities under the overall supervision of the Board of Directors of the Company.

3.6 "**Concerned Adviser / Consultants / Retainers**" of the Company means such Advisers or Consultants or Retainers or Professionals who in the opinion of the Company may have access to unpublished price sensitive information.

3.7 "**Connected person**:"

- 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 (i) above; 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;

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

3.9 "**Immediate Relative**" of a person means a spouse, or the parent, sibling or child of that person or his or her spouse, if they are either dependent financially on such person or consult such person in taking decisions relating to Trading in securities.

3.10 "**Insider**" means any person who is:

- (i) a connected person; or
- (ii) In possession of or having access to unpublished price sensitive information; or
- (iii) Any person who is in receipt of unpublished price sensitive information for legitimate purpose.

*However, pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on 31<sup>st</sup> December, 2018, any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for the purpose of this code.*

3.11 "**Legitimate purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditors, insolvency professional(s) or other

adviser(s) or consultant(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

3.12 **“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 and whose possession of such information will not give rise to any conflict of interest or appearance of misuse of information.

3.13 **"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: –

- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e) changes in key managerial personnel; and

*The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.*

#### **4. Compliance Officer**

The Compliance Officer shall be responsible for:

- a) monitoring adherence to the rules for preservation of “Unpublished Price Sensitive Information”;
- b) issuing notifications for any modifications in the policies, procedures and rules;
- c) pre-clearing trades of Designated Persons;
- d) monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company;
- e) Maintaining records of all the declaration(s) submitted by Insiders.
- f) Addressing any clarifications regarding the Regulations and the Company’s Code of Conduct.

#### **5. Prohibition on communication or procurement of unpublished price sensitive information**

Insider shall not provide or allow access to any person and any person shall not procure from or cause the communication by any insider of unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- 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
- 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.

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 purpose of furtherance of legitimate purposes, performance of duties or discharge of legal obligations and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

Following practices should be followed in this regard.

**Need to know:**

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.

**Limited Access To Confidential Information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Paper Shredder should be used for the destruction of physical files.

**6. Prohibition of Trading when in possession of "Unpublished Price Sensitive Information"**

An Insider shall not trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information. Insider shall also not trade in securities of the Company except when the Trading Window is open and is not in the possession of unpublished price sensitive information. The restrictions stated above shall not apply to:

- a) a transaction that is an off-market inter-se transfer between Promoters who were in possession of the same unpublished price sensitive information without being in breach of these Rules and both parties had made a conscious and informed trade decision; and
- b) in the case of non-individual insiders: –
  - (i) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
  - (ii) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

**7. Trading Window**

The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

The trading window shall re-open 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, which in any event shall not be earlier than 48 hours after the information becomes generally available.

#### **8. Pre-clearance of transactions**

Designated persons and Insiders of the Company who intend to trade in the securities of the company in excess of 10,000 shares or value of which exceeds Rs 5,00,000/-, whichever is lower, in one transaction or a series of transactions over a calendar quarter, shall apply in the prescribed form as provided in Annexure 1 to the Compliance Officer for pre-clearance together with necessary undertakings along with a statement of holdings at the time of pre-clearance as prescribed in Annexure 2, provided the Designated Person or the Insider is not in possession of unpublished price sensitive information while executing the Trade.

No designated person shall apply for pre-clearance and the Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of unpublished price sensitive information even though the trading window is open.

The Compliance Officer may, after being satisfied that the application and undertaking/s submitted by the Designated Person are true and accurate, approve or reject the application within two working days of the receipt of application for pre-clearance, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.

The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per Annexure 3. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.

If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.

A Designated Person who trades in securities without complying with the preclearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the preclearance procedure shall be subjected to the penalties as envisaged in these Rules.

Nothing in this rule shall apply to any Trade involving a value less than Rs 5 Lakhs or such other amount as may be specified by the Board of Directors from time to time provided the Designated Person is not in possession of UPSI while executing that Trade.

#### **9. Trading plan**

- a) A Designated Person shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a "Trading Plan") and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out in his behalf in accordance with such plan.
- b) The Compliance Officer shall review and approve the Trading Plan if it complies with the SEBI Regulations and shall disclose the Trading Plan to the stock exchanges.

- c) 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. 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 UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information. Further, the Designated Person shall also not be allowed to Trade 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.

#### **10. Additional trading restrictions on Designated Persons;**

All Designated Persons who Trade in the securities of the company shall not enter into an opposite transaction during the next six months following the prior transaction. 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

#### **11. Disclosures of Trading required to be furnished by Insiders**

Every public disclosure by the Insider shall be made in such form as may be specified or notified by SEBI from time to time. The disclosures to be made by any person shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions. 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.

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

##### **Initial Disclosures:**

- a) Every promoter, key managerial personnel and director of the company shall within thirty days of these regulations taking effect (i.e., 14 May 2015) disclose to the company the details of holdings of securities of the company, including that of their immediate relatives as on the date of these regulations taking effect (i.e., 14 May 2015) in Form A: Annexure 4;
- b) Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his/her holdings of securities of the company, including that of their immediate relatives as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter in Form B: Annexure 5.

##### **Continual Disclosures:**

- a) Every promoter, employee and director of the company shall disclose to the company on a continuing basis in Form C: Annexure 6, the total 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, of him/her and his/her immediate relatives, from the last disclosure made, aggregates to a traded value in excess of Rs 10,00,000/-.

The disclosure shall be made within two working days of:

- i. The receipt of intimation of allotment of shares, or
  - ii. The acquisition or sale of shares or voting rights, as the case may be.
- b) The Compliance Officer shall within two trading days of receipt of the disclosure or from becoming aware of such information shall disclose the particulars of such trading to the stock exchanges.

## **12. Principles of fair disclosure with respect to unpublished price sensitive information**

A code of practices and procedures for fair disclosure of unpublished price sensitive information (UPSI) for adhering each of the principles is set out below:

- a) The Company shall ensure prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b) The Company shall make uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- c) The Company Secretary of the Company shall act as the Chief Investor Relations Officer for the purpose of aforesaid SEBI Regulation and for dealing with dissemination of information and disclosure of unpublished price sensitive information. In the absence of the Company Secretary, Chief Financial Officer or such other officer, as may be authorized by the Board in this regard, shall act as the Chief Investor Relations Officer.
- d) The Company Secretary shall promptly disseminate the UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available, as soon as she comes to know of it.
- e) The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- f) The Company shall ensure that information, if any, shared with analysts, research personnel, Institutional Investors is not UPSI.
- g) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- h) The Company shall handle all UPSI on a need-to-know basis.

### **Sharing of UPSI for Legitimate Purposes:**

The sharing of UPSI by an Insider shall be deemed to be for "Legitimate Purpose" if it satisfies the following criteria:

- a) The UPSI shall be shared only on 'need to know' basis.
- b) Such sharing of UPSI shall be in the ordinary course of business such as performance of duties, discharge of legal obligations, etc. 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 the SEBI (Prohibition of Insider Trading) Regulations as well as this Code. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI (Prohibition of Insider Trading) Regulations, 2015 and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.



### **13. Norms for installation of Chinese wall procedures to control the flow of information and to prevent the misuse of confidential information.**

The following departments/units/heads are treated as separate areas for the purpose of Chinese Wall procedures:

- a) Finance & Accounts;
- b) Heads of Unit;
- c) Marketing/Purchases.

The employees in the respective areas shall not communicate any price sensitive information to the other areas. In exceptional circumstances the employees in the restricted areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

### **14. Maintenance Of Structured Digital Database**

- a) The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this code read with PIT Regulations, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.
- b) The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

### **15. Penalty/Punishment For Contravention of Code**

An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.

Any director, officer, designated person and all connected persons of the company who trades in securities of the company or communicates any information enabling the trading in securities of the company, in violation/contravention of this code shall be held guilty and penalized and appropriate action shall be taken by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, withholding of promotion, termination of the employment/contract, or such other action as the Company may in this regard deem fit.

The penal action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Insider Trading Regulations.

### **16. Role of Compliance Officer in prevention of Insider Trading.**

The Compliance Officer shall report to the Board of Directors/ Stakeholders Committee / Audit Committee (by whatever name called), the changes in Designated Persons, the details of trading plans received, pre-clearance given and / or any violation of the PIT Regulations reported.

The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons

The Compliance Officer shall assist all the persons in addressing any clarification regarding this Code and the PIT Regulations.

**17. Intimation To SEBI**

In case the Compliance Officer and / or the company observe that there has been violation of these Regulations, the Compliance Officer shall inform SEBI of such violations for appropriate action. SEBI can initiate necessary proceedings for violation of any of these Regulations.

**18. Clarifications / Enquiries**

The Compliance Officer may be contacted for all queries and as to the interpretation and application of this Code.

**19. Miscellaneous**

The Board of Directors shall be empowered to amend, modify, interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

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**SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES**

Date:

To,  
**The Compliance Officer,**  
**Lotus Chocolate Company Limited**  
 8-2-596, 1<sup>st</sup> Fl, 1B, Sumedha Estates,  
 Avenue-4, IVRCL Towers(Puzzolana Towers)  
 Street No.1, Rd.10, Banjara Hills,  
 Hyderabad- 500034(TG)

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

|   |  |
|---|--|
| Name of the applicant   |  |
| Designation   |  |
| Number of securities held as on date  |  |
| Folio No. / DP ID / Client ID No.   |  |
| The proposal is for   | Purchase of securities<br>Subscription to securities<br>Sale of securities (Tick Anyone) |
| Proposed date of trading in securities  |  |
| Estimated number of securities proposed to be purchased/subscribed/sold             |  |
| Current market price (as on date of application)                                    |  |
| Whether the proposed transaction will be through stock exchange or off-market trade |  |
| Folio No. / DP ID / Client ID No. where the securities will be credited / debited   |  |

I enclose herewith the Undertaking signed by me.

Yours Faithfully,

(Signature of Designated Person/KMP)

Name:

Address:

Pan No.: \_\_\_\_\_

CIN/DIN No.: \_\_\_\_\_

*Encl: Form of Undertaking*

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

Date:

To,  
**The Compliance Officer,**  
**Lotus Chocolate Company Limited**  
 8-2-596, 1<sup>st</sup> Fl, 1B, Sumedha Estates,  
 Avenue-4, IVRCL Towers(Puzzolana Towers)  
 Street No.1, Rd.10, Banjara Hills,  
 Hyderabad- 500034(TG)

I, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_\*shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information 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 and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Rules as notified by the Company from time to time.

In the event of this transaction being in violation of the Rules or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

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

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

\_\_\_\_\_  
 (Signature of Designated Person/KMP)

Name:

Address:

Pan No.: \_\_\_\_\_

CIN/DIN No.: \_\_\_\_\_

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

Date:

To,

**The Compliance Officer,****Lotus Chocolate Company Limited**8-2-596, 1<sup>st</sup> Fl, 1B, Sumedha Estates,

Avenue-4, IVRCL Towers(Puzzolana Towers)

Street No.1, Rd.10, Banjara Hills,

Hyderabad- 500034(TG)

Dear Sir/Mam,

I hereby inform that I have bought / sold/ subscribed equity shares of the Company as per under mentioned details.

| Name of holder | Date of transaction | No. of securities traded | Bought / sold / subscribed | DP ID/Client ID/Folio No. | Price per Equity Share (Rs.) |
|----------------|---------------------|--------------------------|----------------------------|---------------------------|------------------------------|
|                |                     |                          |                            |                           |                              |
|                |                     |                          |                            |                           |                              |

OR

I have NOT DEALT in the equity shares of the Company as per my application dated \_\_\_\_\_ and as approved by you on \_\_\_\_\_.

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:

Broker's contract note, Proof of payment to/from brokers, Extract of bank passbook/statement, copy of Delivery instruction slip (applicable in case of sale transaction).

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's Code and/or applicable laws/SEBI (Prohibition of Insider Trading) Regulations, 2015 have been contravened for effecting the above said transactions(s).

Name:

Designation:

Signature:

## FORM A

## SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2)- Initial Disclosure to the Company]

Name of the Company: **LOTUS CHOCOLATE COMPANY LIMITED** ISIN of the Company: **INE026D01011**

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

| Name, PAN No.,<br>CIN/DIN &<br>Address with<br>contact nos. | Category of Person<br>(Promoter, Key<br>Managerial Personnel,<br>Director, Designated<br>persons/Immediate<br>Relative/Others etc.) | Securities held as on date of<br>regulation coming into force                        |      | % of<br>Shareholding | Open interest of future contracts<br>held as on date of regulation<br>coming in to effect |  | Open interest of option contracts<br>held as on date of regulation<br>coming in to effect |                                  |
|---|---|--|------|----------------------|---|--|---|----------------------------------|
|   |   | Type of security ( for<br>eg- Shares,<br>Warrants,<br>Convertible<br>Debentures etc) | Nos. |                      | Number of units<br>(Contracts<br>* lot size)  | Notional<br>value in<br>Rupee<br>terms | Number of<br>units<br>(Contracts<br>* lot size)   | Notional value in<br>Rupee terms |
| 1   | 2   | 3  | 4    | 5                    | 6   |  | 7   |                                  |
|   |   |  |      |                      |   |  |   |                                  |
|   |   |  |      |                      |   |  |   |                                  |

Note: "Securities" shall have the meaning as defined under Regulation 2(1) (z) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:  
Designation:Date:  
Place:

## FORM B

## SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATIONS, 2015

{Regulation 7(1) (b) read with Regulations 6(2) – Disclosure on becoming promoter, key managerial personnel, director, designated person}

Name of the Company: **LOTUS CHOCOLATE COMPANY LIMITED** ; ISIN of the Company: **INE026D01011**

Details of Securities held on being appointed as Key Managerial Personnel or Director or Designated Person or upon becoming a Promoter or such other person as mentioned in regulation 6(2).

| Name, PAN No., CIN/DIN & Address with contact nos. | Category of Person (Promoters, Key Managerial Personnel (KMP)/ Director /Designated Person / Immediate Relative/Others etc.) | Date of appointment of Director/KMP / Designated Person or Date of becoming promoter | Securities held at the time of becoming Promoters, appointment of Key Managerial Personnel(KMP)/ Director / Designated Person |      | % of Share-holding | Open interest of future contracts held at the time of becoming Promoters, appointment of Key Managerial Personnel(KMP)/ Director / Designated Person |                               | Open interest of option contracts held at the time of becoming Promoters, appointment of Key Managerial Personnel (KMP)/ Director / Designated Person. |                               |
|--|--|--|---|------|--------------------|--|-------------------------------|--|-------------------------------|
|  |  |  | Type of security (for eg. Shares, Warrants, Convertible Debentures etc)   | Nos. |                    | Number of units (Contracts * lot size)   | Notional value in Rupee terms | Number of units (Contracts * lot size)   | Notional value in Rupee terms |
| 1  | 2  | 3  | 4   | 5    | 6                  | 7  |                               | 8  |                               |
|  |  |  |   |      |                    |  |                               |  |                               |
|  |  |  |   |      |                    |  |                               |  |                               |

Note: "Securities" shall have the meaning as defined under Regulation 2(1) (z) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:  
Designation:

Date:  
Place:

## FORM C

**SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATIONS, 2015**  
**{Regulation 7(2) read with Regulations 6(2) – Continual disclosure}**

Name of the Company: **LOTUS CHOCOLATE COMPANY LIMITED** ; ISIN of the Company: **INE026D01011**

Details of transactions in securities of the Company in excess of certain limits by Promoter, Key Managerial Personnel, Director, Designated Person of a listed company and such other persons as mentioned in regulation 6(2).

| Name, PAN No., CIN/DIN & Address of Promoter/Key Managerial Personnel, Director / Designated Persons with contact nos. | Category of Person (Promoters, Key Managerial Personnel (KMP)/ Director /Immediate Relative/Others etc.) | Securities held prior to acquisition/disposal                           |      | Securities acquired/disposed   |      | % of shareholding |                  | Date of allotment advice/acquisition of shares/sale of shares specify |    | Date of intimation to company | Mode of acquisition ( market purchase/ public /rights/preferential offer/off market) | Trading in derivatives(specify type of contract, futures or options etc) |                                     |       |                                     | Exchange on which the trade was executed |
|--|--|---|------|--|------|-------------------|------------------|---|----|-------------------------------|--|--|-------------------------------------|-------|-------------------------------------|--|
|  |  | Type of security (for eg- Shares, Warrants, Convertible Debentures etc) | Nos. | Type of security ( for eg- Shares, Warrants, Convertible Debentures etc) | Nos. | Pre-transaction   | Post transaction | from  | to |                               |  | Buy  |                                     | Sell  |                                     |  |
|  |  |   |      |  |      |                   |                  |   |    |                               |  | Value  | No of Units (contract s * lot size) | Value | No of Units (contract s * lot size) |  |
| 1  | 2  | 3   | 4    | 5  | 6    | 7                 | 8                | 9   | 10 | 11                            | 12   | 13   | 14                                  | 15    | 16                                  | 17                                       |
|  |  |   |      |  |      |                   |                  |   |    |                               |  |  |                                     |       |                                     |  |
|  |  |   |      |  |      |                   |                  |   |    |                               |  |  |                                     |       |                                     |  |
|  |  |   |      |  |      |                   |                  |   |    |                               |  |  |                                     |       |                                     |  |

Note: "Securities" shall have the meaning as defined under Regulation 2(1) (z) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:  
Designation:

Date:  
Place: