

PHOENIX LAMPS LIMITED

CIN-L31500UP1991PLC012944

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

(Effective from 15 May 2015)

This document embodies the Code of Conduct to Regulate, Monitor and Report Trading by Insiders (this “**Code of Conduct**”) to be adopted by Phoenix Lamps Limited (the “**Company**”) and to be followed by its Directors, Officers, Employees and other Connected Persons.

The Code of Conduct is based on the principle that Directors, Officers, Employees and Connected Persons of the Company owe a fiduciary duty to the shareholders of the Company to conduct their personal Securities transactions in a manner that does not create any conflict of interest situation. Further, the Code of Conduct also seeks to ensure timely and adequate disclosure of Unpublished Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company’s Securities.

This Code of Conduct has been framed pursuant to Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI Insider Trading Regulations**”) as amended from time to time.

This Code of Conduct will be applicable to Directors, Officers, Employees and Connected Persons as defined herein.

1. Definitions

1.1. For the purposes of this Code of Conduct –

- (a) “**Board/ Board of Directors**” means the Board of Directors of the Company.
- (b) “**Companies Act**” means the Companies Act, 2013 and the rules made thereunder (as the case may be and to the extent applicable/ notified) and the Companies Act, 1956, as may be amended, modified, supplemented or re-enacted from time to time.
- (c) “**Compliance Officer**” means the officer appointed by the Board for the implementation of and overseeing compliance with this Code of Conduct and the SEBI Insider Trading Regulations (including compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in the SEBI Insider Trading Regulations, under the overall supervision of the Board).
- (d) “**Connected Person**” means any person who is or has during the 6 (six) months prior to the concerned act been associated with the 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. 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 –

- (i) an immediate relative of Connected Persons specified in clause 1.1(d) above;
 - (ii) a holding company or associate company or subsidiary company;
 - (iii) an intermediary as specified in section 12 of the SEBI Act or an employee or director thereof;
 - (iv) an investment company, trustee company, asset management company or an employee or director thereof;
 - (v) an official of a Stock Exchange or of clearing house or corporation;
 - (vi) 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;
 - (vii) 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;
 - (viii) an official or an employee of a self-regulatory organization recognised or authorized by the Board;
 - (ix) a banker of the company; and
 - (x) 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.
- (e) “**Dealing in Securities**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “**trade**” shall be construed accordingly.
- (f) “**Designated Employee**” means:
- (i) such Employees in the top three layers of the management as may be identified by the Compliance Officer in consultation with the Board;
 - (ii) all Employees in the Finance and Secretarial Department;
 - (iii) any other Employee who may be able to have access to any ‘Unpublished Price Sensitive Information’ as defined in the SEBI Insider Trading Regulations; and
 - (iv) any other Employee as may be designated by the Compliance Officer in consultation with the Board considering the objectives of this Code of Conduct.
- (g) “**Designated Persons**” means (i) Directors, (ii) Officers, (iii) Designated Employees, and (iv) such Connected Persons as may be identified by the Compliance Officer in consultation with the Board.
- (h) “**Director**” means a member of the Board of Directors of the Company.
- (i) “**Employee**” means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- (j) “**Generally Available Information**” means information that is accessible to the public on a non-discriminatory basis.

- (k) “**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.
- (l) “**Key Managerial Personnel**” means (i) the Chief Executive Officer or the managing director or the manager, (ii) the company secretary, (iii) the whole-time director, (iv) the Chief Financial Officer, and (v) such other officer as may be prescribed under the Companies Act.
- (m) “**Listing Agreement**” means the SEBI Listing Agreement entered into between the Company and the Stock Exchanges on which it is listed for trading.
- (n) “**Insider**” means any person who is (i) a Connected Person, or (ii) in possession of or having access to Unpublished Price Sensitive Information;
- (o) “**Officer**” includes any Director, Key Managerial Personnel or any person in accordance with whose directions or instructions the Board or any one or more of the Directors of the Company is or are accustomed to act including an auditor.
- (p) “**Promoter**” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof
- (q) “**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956, as may be amended from time to time. Securities do not include units of a mutual fund.
- (r) “**SEBI**” shall mean the Securities and Exchange Board of India
- (s) “**SEBI Act**” means the Securities and Exchange Board of India Act, 1992.
- (t) “**Stock Exchange**” means a stock exchange which is recognized by the Central Government or SEBI under section 4 of Securities Contracts (Regulation) Act, 1956
- (u) “**SEBI Takeover Regulations**” means the Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (v) “**Trading Day**” day on which the recognized Stock Exchanges are open for trading;
- (w) “**Trading Plan**” means the trading plan submitted by a Designated Person in terms of clause [8].
- (x) “**Trading Window**” means a trading period for trading in Company's Securities as specified by the Company from time to time
- (y) “**Unpublished Price Sensitive Information**” means any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available Information which upon becoming Generally Available Information, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in Key Managerial Personnel; and
- (vi) material events in accordance with the Listing Agreement.

1.2. All terms used in this Code of Conduct and the Code of Disclosure but not defined hereinabove shall have the meanings as described to them under the SEBI Insider Trading Regulations

2. Compliance Officer

2.1. The Board shall appoint the Company Secretary as the Compliance Officer to ensure compliance and for effective implementation of the SEBI Insider Trading Regulations and also this Code of Conduct across the Company.

2.2. The Compliance Officer shall report to the Board and shall also provide half-yearly reports to the Chairman of the Audit Committee on compliance with the SEBI Insider Trading Regulations and this Code of Conduct.

2.3. The Compliance Officer shall hold the position so long as he/she is in the employment of the Company. Till such time a successor is appointed, the Board may appoint any other Officer to act as the Compliance Officer in the interim period.

2.4. In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

2.5. The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the SEBI Insider Trading Regulations and this Code of Conduct.

3. Duties of the Compliance Officer

3.1. The Compliance Officer shall be responsible for:

- (a) prescribing procedures for various activities referred to in this Code of Conduct;
- (b) monitoring adherence to the rules for the preservation of 'Unpublished Price Sensitive Information';
- (c) grant of pre-clearance of trade approvals to the Designated Persons for Dealing in Securities of the Company by them / their Immediate relatives and monitoring of such dealings;
- (d) implementation of this Code of Conduct under the general supervision of the Board; and
- (e) maintaining the 'Restricted List' of Securities which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

- 3.2. The Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their Immediate Relatives (see **Annexure [1]**) and changes thereto from time to time.
- 3.3. The Compliance Officer shall assist all the Employees in addressing any clarifications regarding the SEBI Insider Trading Regulations and this Code of Conduct.
- 3.4. The Compliance Officer shall place status reports before the Board on a quarterly basis, detailing Dealing in Securities of the Company by the Designated Persons and their Immediate Relatives along with the accompanying documents that such persons had executed in accordance with the pre-clearance of trades procedure prescribed under the Code of Conduct.

4. Preservation of Unpublished Price Sensitive Information

- 4.1. All Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information coming into their possession or control.
- 4.2. To comply with this confidentiality obligation, any Designated Persons shall not:
 - (a) communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to (i) the Company or its Securities, or (ii) any Securities proposed to be listed, to any person including other Designated Persons directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company;
 - (b) discuss Unpublished Price Sensitive Information in public places;
 - (c) disclose Unpublished Price Sensitive Information to any Employee who does not *need to know* the information for discharging his or her duties; or
 - (d) be seen or perceived to be Dealing in Securities of the Company on the basis of Unpublished Price Sensitive Information.
- 4.3. No person shall procure from or cause the communication by any Designated Person of Unpublished Price Sensitive Information, relating to (i) the Company or its Securities, or (ii) any Securities proposed to be listed.
- 4.4. The provisions of clauses 4.2 and 4.3 shall not apply in case such (i) communication, provision or access by any Designated Person, or (ii) causing procurement or communication by any Designated Person, is in furtherance of legitimate purposes, performance of duties and discharge of legal obligations.

5. Need to Know and Chinese Walls

- 5.1. All Designated Persons, who are privy to Unpublished Price Sensitive Information, shall handle the same strictly on a “*Need to Know*” basis. This means the Unpublished Price Sensitive Information shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duties.
- 5.2. All non-public information directly received by any Employee shall be immediately reported to the head of the department.

6. Limited access to confidential information:

- 6.1. The Designated Person privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:
- (a) files containing confidential information shall be kept secure;
 - (b) computer files must have adequate security of login through a password;
 - (c) follow the guidelines for maintenance of electronic records; and
 - (d) systems as may be prescribed by the Compliance Officer from time to time in consultation with the person in charge of the information technology function.

7. Trading Window

- 7.1. The Designated Persons and their Immediate Relatives shall be subject to trading restrictions in the manner listed below. Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Dealing in Securities of the Company.
- 7.2. The Trading Window for Dealing in Securities of the Company shall be closed for a period of 10 (ten) days prior to the happening of any of the following -
- (a) declaration of financial results (quarterly, and annual) stand alone and consolidated;
 - (b) declaration of dividends (interim and final);
 - (c) issue of Securities by way of public/rights/bonus etc. or any change in capital structure;
 - (d) any major expansion plans or execution of new projects;
 - (e) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - (f) any significant changes in operations of the Company.
- 7.3. As regards declaration of interim dividend and other matters referred to in (c) to (f) above, the Board shall, well before initiation of such activity/ project, form a core team of Designated Employees who would work on such assignment. The Board shall also designate a senior Employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the Unpublished Price Sensitive Information regarding the activity /project is made public or the activity/project is abandoned and the Trading Window would be regarded as closed for them.
- 7.4. The Trading Window shall be reopened 48 (forty eight) hours after the information referred to above is made public.
- 7.5. All Designated Persons and their Immediate Relatives shall strictly conduct all their Dealing in Securities of the Company only when the Trading Window is open and no Designated Persons and their Immediate Relatives shall Deal in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time to time.
- 7.6. This Trading Window restriction shall also apply to any other person having a contractual or fiduciary relation with the Company (i.e. auditors, accountancy firms, law firms, analysts, consultants, etc.) as determined by the Compliance Officer in consultation with the Board considering the objectives of this Code of Conduct.
- 7.7. The Trading Window may be closed by the Compliance Officer in consultation with the Board during such time in addition to the above period as it may deem fit from time to time.

8. Trading Plan

- 8.1. A Designated Person who is perpetually in possession of Unpublished Price Sensitive Information shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure, for Dealing in Securities of the Company proposed to be undertaken by such Designated Person or his/her Immediate Relatives in accordance with such Trading Plan.
- 8.2. The Compliance Officer shall review the Trading Plan to assess whether the Trading Plan would have any potential for violation of the SEBI Insider Trading Regulations. The Trading Plan shall be accompanied by such undertakings, declarations and other documents/papers as may be prescribed by the Compliance Officer from time to time as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan.
- 8.3. The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan.
- 8.4. The implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Designated Person at the time of formulation of the Trading Plan has not become Generally Available Information 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 8.3 above.
- 8.5. Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plan to the Stock Exchanges.

9. Pre-clearance of Trades for Dealing in Securities:

9.1. Applicability:

- (a) Every Designated Person shall obtain a pre-clearance of trades approval from the Compliance Officer for any Dealing in Securities of the Company proposed to be undertaken by such Designated Person or his/her Immediate Relatives when the Trading Window is open. Such pre-clearance of trade approval would be necessary, only if the value of the proposed trades (whether in a single transaction or a series of transactions) in any financial year exceeds 1000 Securities or Rs. 1.5 lakhs (market value) whichever is higher.
- (b) No Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed.

9.2. Pre-Clearance of Trades Procedure:

For the purpose of obtaining a pre-clearance of trades approval, the concerned applicant shall make an application in the prescribed format (see **Annexure [2]**) to the Compliance Officer (the Compliance Officer should submit his/her application for pre-clearance of trades approval to the Board). Such application should be complete and correct in all respects and should be

accompanied by such undertakings, declarations (see **Annexure [3]**) and other documents/papers as may be prescribed by the Compliance Officer from time to time. Such application for pre-clearance of trades approval with enclosures must necessarily be sent through electronic mail followed by hard copies of all the documents. The e-mail for this purpose should be sent to the e-mail address specifically mentioned dedicated for this purpose i.e. compliance.officer@phoenixlamps.co.in.

9.3. Approval:

- (a) The Compliance Officer shall consider the application made as above and shall approve it unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code of Conduct or the SEBI Insider Trading Regulations. Such approval/rejection would be conveyed through electronic mail.
- (b) Every approval letter shall be issued in such format (see **Annexure [4]**) as may be prescribed by the Company from time to time. Every approval shall be dated and shall be valid for a period of 7 (seven) Trading Days from the date of approval.
- (c) 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 (a) above.

9.4. Completion of Pre-cleared Trading:

- (a) All the Designated Persons shall ensure that they/ their Immediate Relatives complete execution of every pre-cleared trade in the Company's Securities as prescribed above and no later than 7 (seven) Trading Days from the date of the approval.
- (b) The Designated Person shall file the details of the executed transactions in the prescribed format (see **Annexure [5]**) within 2 (two) Trading Days from the date of transaction/deal. In case the transaction is not undertaken a 'NIL' report shall be necessary.
- (c) If a deal is not executed by the concerned Designated Person/ their Immediate Relatives pursuant to the approval granted by the Compliance Officer within 7 (seven) Trading Days, the Designated Person shall apply once again to the Compliance Officer for fresh pre-clearance of the transaction covered under the said approval.

9.5. Advice regarding Pre-Clearance:

In case of doubt, the Designated Person shall check with the Compliance Officer or the Officer designated by him/her from time to time whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Company's Securities.

10. Restricted List

- 10.1. 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 applications for pre-clearance of trades.

11. Holding Period and Contra Trades

- 11.1. The Designated Persons shall not, within 6 (six) months of buying or selling any number of Securities of the Company, enter into a contra trade i.e. sell or buy, as the case may be, any number of the Securities of the Company, except as provided by the Code of Conduct. All the Designated Persons shall hold their investments in Securities of the Company subscribed to by them in the primary market for a minimum period of 30 (thirty) days in order to be considered as being held for investment purposes. In case the sale of Securities of the Company is necessitated due to personal reasons or emergency situations, the holding period referred to above may be waived by the Compliance Officer after recording the reasons in this regard. It may however, be noted that in terms of the SEBI Insider Trading Regulations, no such sale will be permitted when the Trading Window is closed.
- 11.2. Should a 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the SEBI Act.

12. Disclosures for Trading in Securities:

12.1. Initial Disclosures

- (a) Every Promoter, Key Managerial Personnel and Director of the Company shall disclose his holding of the Securities of the Company as on the date of the SEBI Insider Trading Regulations taking effect, to the Company in the prescribed format (see **Annexure [6]**), within 30 (thirty) days of the SEBI Insider Trading Regulations taking effect.
- (b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter of the Company shall disclose his holding of the Securities of the Company as on the date of appointment or becoming a Promoter, to the Company in the prescribed format (see **Annexure [7]**), within 7 (seven) days of such appointment or becoming a Promoter.

12.2. Continual Disclosures

- (a) Every Promoter, Employee and Director of the Company shall disclose to the Company in the prescribed format (see **Annexure [8]**), the number of such Securities of the Company acquired or disposed of within 2 (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 Rupees Ten Lakhs or such other value as may be specified by the SEBI from time to time. Such disclosure shall also be required to be made for any trading in derivatives of Securities of the Company (the traded value of the derivatives shall be taken into account for the purposes of the disclosures), as may be permitted by any law for the time being in force.
- (b) The Company shall notify the particulars of such trading to the Stock Exchange in the prescribed format on which the Securities are listed within 2 (two) Trading Days of receipt of the disclosure or from becoming aware of such information

- 12.3. The Compliance Officer may, in consultation with the Board require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in Securities of the Company in the prescribed format (see **Annexure [9]**) at such frequency as may be determined in order to monitor compliance with the SEBI Insider Trading Regulations and this Code of Conduct.

- 12.4. The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

13. Penalty for Contravention:

- 13.1. Every Designated Person shall be individually responsible for complying with the provisions of this Code of Conduct (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
- 13.2. A Designated Person who violates this Code of Conduct shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 13.3. Action taken by the Company for violation of the SEBI Insider Trading Regulations as and the Code of Conduct against any Designated Person will not preclude SEBI from taking any action for violation of the SEBI Act and SEBI Insider Trading Regulations or any other applicable laws/rules/regulations.
- 13.4. In case it is observed by the Compliance Officer or any other person that there has been a violation of the SEBI Insider Trading Regulations by any Designated Person/ an Employee, he/she shall forthwith inform the Board about the violation. The penal action will be initiated on obtaining suitable directions from the Board. The Compliance Officer shall simultaneously inform SEBI about such violation. The Designated Person/the Employee against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the SEBI Insider Trading Regulations/Code of Conduct, shall provide all information and render necessary co-operation as may be required by the Company/ Compliance Officer or SEBI in this connection.

14. Clarifications:

- 14.1. For all queries concerning this Code of Conduct, the Directors, Officers, Employees and Connected Persons may please contact the Compliance Officer.

ANNEXURE [2]

APPLICATION FOR PRE-CLEARANCE OF TRADES APPROVAL FOR DESIGNATED PERSONS

Date: _____

To,
The Compliance Officer
Phoenix Lamps Limited
59-A, NSEZ, Noida Phase-II
Gautam Budh Nagar
Uttar Pradesh - 201305

Internal Use
Recd date and time:
Sign:

Dear Sir/Madam,

APPLICATION FOR PRE-CLEARANCE OF TRADES APPROVAL IN SECURITIES OF THE COMPANY

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct to Regulate, Monitor and Report Trading by Insiders (“**Code of Conduct**”), I seek approval for purchase/ sale/subscription of the _____ Securities (give description) of the Company as per the details given below:

NAME _____

State whether

- Director
 Officer
 Designated Employee
 Connected Person
 Immediate Relative

EMPL NO. _____ DESIGNATION _____ DEPARTMENT _____ LOCATION _____ PAN Number _____						
Nature of transaction (Buy/ sell/ subscribe)	*Name of Proposed Buyer/ Seller	No. Of Securities	**Date of purchase/ allotment	***Previous approval no. and date for purchase/ allotment	DP/BEN ID of the account/ folio no. where the securities will be credited/ debited	No. of Securities held in such Account/ Folio No.
					DP ID _____	
					BEN ID _____	

					FOLIO NO _____	
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** applicable for off market transaction*

*** applicable only if the application is in respect of sale of Securities*

**** applicable only if the application is in respect of sale of Securities for which an earlier purchase sanction was granted by the Compliance Officer*

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Applicant)

***Note :** This application has to be necessarily submitted through electronic mail at the dedicated e-mail id compliance.officer@phoenixlamps.co.in and followed by a hard copy.*

ANNEXURE [3]

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

UNDERTAKING

To,
The Compliance Officer
Phoenix Lamps Limited
59-A, NSEZ, Noida Phase-II
Gautam Budh Nagar
Uttar Pradesh - 201305

I, _____, resident of _____, hereby declare that I am a Director/ an Employee/ Connected Person of Phoenix Lamps Limited.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders ("**Code of Conduct**")) up to the time of signing this Undertaking.

In case I have access to or I receive any Unpublished Price Sensitive Information after signing this Undertaking but before execution of the transaction or in case this Undertaking is capable of being rendered inaccurate, I shall inform the Compliance Officer of the change in my position and I would, and ensure that my Immediate Relatives would completely refrain from Dealing in Securities of the Company till the time such Unpublished Price Sensitive Information becomes Generally Available Information.

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

I undertake to submit the necessary report within 2 (two) Trading Days of execution of the transaction or a 'NIL' report if the transaction is not undertaken.

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

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

Yours faithfully,

(Signature of Applicant)

Date:

** strike out whichever is not applicable.*

ANNEXURE [4]

FORMAT FOR PRE-CLEARANCE APPROVAL LETTER

Date: _____

Approval No: __ of ____

To,
Mr./Mrs. _____

Emp No.: _____

Designation: _____

PRE-CLEARANCE OF TRADES APPROVAL/ DISAPPROVAL - Your application dated

Dear Mr./ Mrs. _____

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are/your Immediate Relative _____ is hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

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

This approval letter is valid till _____ (i.e. for 7 (seven) Trading Days). If you /your Dependent do(es) not execute the approved transaction /deal on or before this date you would have to seek fresh pre-clearance of trades approval before executing any transaction/ Dealing in Securities of the Company. Further, you are required to file the details of the executed transactions/ Dealing in Securities of the Company in the attached format within 2 (two) Trading Days from the date of transaction/deal. In case the transaction is not undertaken a 'NIL' report shall be necessary.

Yours truly,

Compliance Officer

Encl: Format for submission of details of transaction

ANNEXURE [5]

FORMAT FOR DISCLOSURE OF PARTICULARS BY DESIGNATED PERSONS

Date: _____

To,
The Compliance Officer
Phoenix Lamps Limited
59-A, NSEZ, Noida Phase-II
Gautam Budh Nagar
Uttar Pradesh - 201305

Internal Use
Recd date and time:
Sign:

Dear Sir/Madam,

DETAILS OF TRANSACTION

Ref: Your Approval letter No. _____ dated _____ [details of Pre-approved transaction]

I hereby inform you that I / my Immediate Relative _____

have bought/sold/subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date)

Name holder	of	** First or joint holder	No. of Securities dealt with	Bought/ Sold/ Subscribed	DP ID/ CLIENT ID (electronic form) or Folio no. for physical where the Securities will be debited or credited	Price (Rs.)

** "F" first holder "J" joint holder

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

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

OR

NIL REPORT

Ref: Your Approval letter No. _____ dated _____ [details of Pre-approved transaction]

I hereby inform you that I / my Immediate Relative have not bought/sold/subscribed to the Securities referred to in our application for pre-clearance dated _____ and your approval letter dated _____.

Yours faithfully,

(Signature of Applicant)

Date:

ANNEXURE [6]

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

Name of the company: _____

ISIN of the company: _____

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

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ Immediate Relatives/ others/ etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9

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

Signature:

Designation:

Date:

Place:

ANNEXURE [7]

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

Name of the company: _____

ISIN of the company: _____

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

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ Immediate Relatives/ others/ etc.)	Date of appointment of Director/ KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/ KMP		Open Interest of the Option contracts held at the time of becoming Promoter/ appointment of Director/ KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9	10

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

Signature:

Designation:

Date:

Place:

ANNEXURE [9]

FORM D
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

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

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

Signature:
 Designation:
 Date:
 Place:

PHOENIX LAMPS LIMITED

CIN-L31500UP1991PLC012944

CODE OF PRACTICES AND PROCEDURES

FOR

FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(“CODE OF DISCLOSURE”)

1. Chief Investor Relations Officer

- 1.1. The Compliance Officer under the Code of Conduct to Regulate, Monitor and Report Trading by Insiders shall be designated as the Chief Investor Relations Officer (“**Chief Investor Relations Officer**”) for the purpose of this Code of Disclosure.
- 1.2. The Chief Investor Relations Officer would be responsible to ensure timely and adequate disclosure of Unpublished Price Sensitive Information pursuant to this Code of Disclosure as required under the SEBI Insider Trading Regulations.
- 1.3. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of Unpublished Price Sensitive Information to the Stock Exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures.
- 1.4. All disclosure/dissemination whatsoever of any information (save and except disclosure required to be made under any law or under this Code of Disclosure) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval. Any such information shall be made Generally Available Information or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Board before dissemination of such information.
- 1.5. Should any dissemination of information on behalf of the Company takes place without prior approval referred above, out of accidental omission, by any Employee or Director of the Company, such Employee/Director shall forthwith inform the Chief Investor Relations Officer about such disclosure irrespective of the fact whether such information is Unpublished Price Sensitive Information or not.

2. Handling of Unpublished Price Sensitive Information:

- 2.1. All persons who are privy to Unpublished Price Sensitive Information shall handle the same strictly on a “*Need to Know*” basis. This means the Unpublished Price Sensitive Information shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duties.

3. Responding to market rumors:

- 3.1. The Employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from stock exchanges or from the press or media or from any other source to the Chief Investor Relations Officer.
- 3.2. The Chief Investor Relations Officer shall on receipt of requests as aforesaid, consult the Board and respond to the same without any delay.
- 3.3. The Chief Investor Relations Officer shall be also responsible for deciding in consultation with the Board as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures.
- 3.4. All the requests/queries received shall be documented and as far as practicable, the Chief Investor Relations Officer shall request for such queries/requests in writing. No disclosure in response to the queries/request shall be made by the Chief Investor Relations Officer unless the Board approves the same.

4. Timely reporting of shareholdings/ownership and changes in ownership:

- 4.1. The Chief Investor Relations Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the SEBI Listing Agreement with the Stock Exchanges and/or any rules/regulations made under the SEBI Act are made in a timely and adequate manner.
- 4.2. Any such shareholding/ownership reporting by the Chief Investor Relations Officer shall also be reported to the Board from time to time.

5. Disclosure/ dissemination of Unpublished Price Sensitive Information with special reference to analysts, institutional investors:

- 5.1. No person, except those authorized by the Chief Investor Relations Officer shall disclose any information relating to the Company and Company’s Securities to analysts and institutional investors. The Chief Investor Relations Officer shall be invited to meetings/conferences organized by the Company with the analysts/institutional investors.

5.2. All Directors, Officers and Employees of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors: -

(a) **Only Generally Available Information to be provided:**

The Directors, Officers and Employees shall provide only Generally Available Information to the analysts/ research persons/ large investors like institutions. In case non-Generally Available Information is proposed to be provided, the person proposing to so provide information shall consult the Chief Investor Relations Officer in advance. The Chief Investor Relations Officer in such cases shall ensure that the information provided to the analyst/research person/investor as above is made Generally Available Information simultaneously with such disclosure.

The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

(b) **Handling of unanticipated questions**

The Chief Investor Relations Officer should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Board. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the Chief Investor Relations Officer shall report the same to the Board and obtain necessary approval for its simultaneous dissemination to the Stock Exchanges/ public announcement through press. The Chief Investor Relations Officer shall, after dissemination of such Unpublished Price Sensitive Information aforesaid, respond to such unanticipated questions.

(c) **Recording of discussion:**

All the analyst, broker or institutional investor meetings shall be attended by the Chief Investor Relations Officer and another senior Employee(s) of the Company. The Chief Investor Relations Officer in order to avoid misquoting or misrepresentation shall arrange for recording the discussions at the meeting.

(d) **Simultaneous release of information:**

Whenever the Company proposes to organise meetings with investment analysts/institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analyst meets.

The Chief Investor Relations Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's website, in consultation with the Board.

6. Disclosure of Unpublished Price Sensitive Information

6.1. The Company shall promptly disclose Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete

7. Medium of disclosure/ dissemination:

7.1. The Company shall disseminate all Unpublished Price Sensitive Information on a continuous and in a timely manner to the Stock Exchanges where its Securities are listed and thereafter to the press.

7.2. As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the press may also be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

7.3. The Company shall also promptly disseminate any Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise, to the Stock Exchanges on which the Securities of the Company are listed.

7.4. The Chief Investor Relations Officer shall mark a copy of the press release to the Head of Corporate Communications simultaneously for supplementing the Phoenix Lamps Limited's website www.phoenixlamps.co.in

7.5. The information filed by the Company with the Stock Exchanges under the SEBI Listing Agreement with the Stock Exchanges shall also be posted on the Company's website.