**Annexure 1**

**Application and Undertaking for pre-clearance of trade**

[Application and Undertaking for pre-clearance of trade by Designated Employee(s) & their immediate relatives under the Praxis Home Retail Limited’s (PHRL) Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons (“the Code”) in case the value of the PHRL securities to be traded exceeds Rs. 10,00,000/- (Rupees Ten lakhs) or such other value as may be specified by the Board of Directors from time to time]

To,

The Compliance Officer,

**Praxis Home Retail Limited**

Mumbai

Dear Sir / Madam,

I/My immediate relative, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(name of relative), intend to deal in securities of the Company and hereby seek approval for pre-clearance of the tradeas per details given below:

|  |  |  |
| --- | --- | --- |
| S.No. | Details of the Proposed Trade |  |
| 1 | Trade to be carried out by Myself / My immediate relatives |  |
| 2 | Number of securities held as on date |  |
| 3 | Demat Account Details (DPID/Client ID) |  |
| 4 | Nature of Trade (Buy / Sale / subscription) |  |
| 5 | Type and Number of Securities proposed to be traded |  |
| 6 | Proposed date of trading in securities |  |
| 7 | Estimated number of securities proposed to be purchased/subscribed/sold |  |
| 8 | Current market price (as on date of application) |  |
| 9 | Whether the proposed transaction will be through stock exchange or off-market trade |  |
| 10 | Folio No. / DP ID / Client ID No. where the securities will be credited / debited |  |

I enclosed herewith an undertaking, duly signed by me for the above purpose.

I / My immediate relatives are aware that I / We have to execute the trade in respect of securities of the company within seven trading days after the approval of pre-clearance is given. If the trade is not executed within the aforesaid period, I/We would have to pre-clear the transaction again.

Thanking you

Signature:

Name:

Designation:

Employee Code:

Date:

Place:

**Annexure 1 (contd.)**

To,

The Compliance Officer,

**Praxis Home Retail Limited**

Mumbai

**Undertaking**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ of the Company am desirous of trading in \_\_\_\_\_\_\_\_\_\_\_\_ securities of the Company as mentioned in my application dated \_\_\_\_\_\_\_\_\_\_\_ for pre-clearance of the transaction.

In compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Praxis Home Retail Limited’s (PHRL) Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons (“the Code”), I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Name of the Designated Person) hereby undertake/declare that:

1. I am not in possession of or have any access to any “Unpublished Price Sensitive Information” upto the time of signing this undertaking.
2. In case I have access to or receive any “Unpublished Price Sensitive Information” after the signing of this undertaking but before the execution of the proposed trade, I shall inform the Compliance Officer of the change in the position and that I would completely refrain from dealing in PHRL Securities till the time such information is made available to public by PHRL .
3. I have not entered into a contra trade for any number of PHRL securities for a period of six months from the execution of the last trade in PHRL securities.
4. In the event of this transaction being in violation of the Rules or the applicable laws, 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.
5. I have not contravened the provisions of the said Code as notified by the company from time to time.
6. I have made full and true disclosure in the matter.

Signature:

Name:

Designation:

Employee Code:

Date:

Place:

**Annexure 2**

**Pre clearance order or approval**

To,

Name: Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Designation: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Place: \_\_\_\_\_\_\_\_\_\_\_\_\_

Dear Sir / Madam,

This is to inform you that your request for dealing in \_\_\_\_\_\_\_\_\_\_\_\_\_ Securities of the Company as mentioned in your application for pre-clearance trade dated \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ is approved.

Please note that the said transaction must be completed within Seven (7) trading days after the approval of pre-clearance is given i.e. on or before \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

In case you do not execute the approved transaction/ deal on or before the aforesaid date, a fresh pre-clearance would be required again for trading in the Securities of the Company.

Further, you are required to disclose to the Company the number of such Securities acquired or disposed of within two trading days of such transaction in the prescribed form, if the value of the Securities traded, whether in one transaction or a series of transactions aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakhs).

|  |
| --- |
| **CLEARANCE IS SUBJECT TO TRADING WINDOW REMAINING OPEN****PLEASE CHECK TRADING WINDOW STATUS WITH COMPLIANCE OFFICER** |

Yours faithfully,

For **Praxis Home Retail Limited**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Compliance Officer / Company Secretary**

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Annexure 3**

**Application to enter into contra trade, in case of personal emergency**

(Application by Designated Person(s) to enter into contra trade within 6 monthsfrom the date of execution of last tradein case of personal emergency)

To,

The Compliance Officer,

**Praxis Home Retail Limited**

Mumbai

Dear Sir / Madam,

**Sub: Permission to enter into contra trade within 6 months from the execution of the last trade in Praxis Home Retail Limited’s (PHRL) Securities**

In terms of the provisions of PHRL’s Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons (“the Code”), the designated person shall not execute / deal in a contra trade for any number of PHRL Securities for a period of 6 months from the execution of the last trade in PHRL Securities.

I had executed the last trade in PHRL Securities as under**:**

| S. No. | Nature of Trade (purchase / Sale) | Date of trade  | Type and Number of Securities | DPID & Client ID |
| --- | --- | --- | --- | --- |
|  |  |  |  |  |

On account of the exigent circumstances mentioned hereunder, I desire to execute a contra trade in the PHRL Securities forthwith:

*<< Please summarise reasons and personal exigency >>*

In view of the aforesaid, I seek relaxation to the above provisions of the Code.

Thanking you,

Signature:

Name:

Designation:

Employee Code:

Date:

Place:

**Annexure 4**

**Form A / Form B**

**(Initial Disclosure from the Promoter / Member of Promoter Group or Designated Person(s) under Praxis Home Retail Limited’s Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons)**

To,

The Compliance Officer,

**Praxis Home Retail Limited**

Mumbai

Dear Sir / Madam,

**Sub: Initial disclosure from the Promoter / Member of Promoter Group or Designated Person(s)**

In terms of the requirement of the Praxis Home Retail Limited’s (PHRL) Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons (“the Code”) , I hereby furnish the details of Securities held by me /my immediate Relatives in the prescribed Form A / Form B, enclosed herewith.

I confirm on my behalf and on behalf of my immediate relatives that:

1. I shall comply with the Code, as specified by the Company from time to time;
2. I/We shall not trade in Securities of the Company during closure of Trading Window as specified by the Company from time to time and whenever we have access to Unpublished Price Sensitive Information;
3. In case the value of proposed transaction in the Securities of the Company exceeds Rs. 10,00,000/- (Rupees Ten lakhs), I shall obtain pre-clearance of such trade from the Compliance Officer;
4. Wherever, there is a change in my shareholding (including that of my immediate relatives), I shall disclose to the Company the number of such Securities acquired or disposed of within two trading days of such transaction in the prescribed form, if the value of the PHRL Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten lakhs) or such other value as may be specified from time to time.
5. I shall not disclose any Unpublished Price Sensitive Information to any of my immediate relatives or any outsider.

I further confirm that I shall abide by the provisions of aforesaid Company’s Code.

Thanking you,

Signature:

Name:

Designation:

Employee Code:

Date:

Place:

**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: **Praxis Home Retail Limited**

ISIN of the company:  **INE546Y01022**

**Details of Securities held by Promoter or Member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in**

**Regulation 6(2)**

|  |  |
| --- | --- |
| **Details of Securities held by Promoter or Member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)** | **Details of Open Interest (OI) in derivatives of the company held by Promoter or Member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)** |
| Name, PAN,CIN/DIN &address withcontact nos. | Category ofPerson(Promoters or Member of Promoter Group / KMP/Directors/immediate relativeto/others etc) | Securities held as on the date of regulation coming into force | % of Share-holding  | 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, ConvertibleDebentures etc.) | No.  | ContractSpecifications | Number ofunits (contracts\* lot size) | Notional valuein Rupee terms | ContractSpecifications | Number of units (contracts \* lot size) | Notional value in Rupee terms |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 |
|  |  |  |  |  |  |  |  |  |  |  |

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

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

 Signature:…………………………………

Name: ……………………………………..

 Designation: ………………………………

 Employee Code: …………………………

Date:

Place:

Notes:

1. Immediate Relatives means 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.
2. In the event you/ your relatives do not hold any Securities of the company, please mention NIL against the number of Securities held.
3. To be submitted on or before 25th May, 2016.

**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]**

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 or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name, PAN, CIN/DIN &****Address with contact nos.** | **Category of Person (KMP / Director or****Promoter or member of the promoter group/ Immediate relative to/others, etc.)** | **Date of****appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group** | **Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group** | **% of****Shareholding** |
| **Type of securities (For eg. – Shares, Warrants, Convertible Debentures,****Rights entitlements, etc.)** | **No.** |
| 1 | 2 | 3 | 4 | 5 | 6 |

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

**Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

|  |  |
| --- | --- |
| **Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group** | **Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group** |
| **Contract specifications** | **Number of units (contracts****\* lot size)** | **Notional value in Rupee terms** | **Contract specifications** | **Number of units (contracts****\* lot size)** | **Notional value in Rupee terms** |
| 7 | 8 | 9 | 10 | 11 | 12 |

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

Name & Signature:

Designation:

Date:

Place:

# FORM C

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

Name of the company:

ISIN of the company:

**Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Name, PAN, CIN/DIN,****& address with contact nos.** | **Category of Person (Promoter/m ember of the promoter group/desig nated person/ Director s/immediate relative to/others etc.)** | **Securities held prior to****acquisition/ disposal** | **Securities acquired/Disposed** | **Securities held post acquisition/ disposal** | **Date of allotment advice/ acquisition of shares/****disposal of shares, specify** | **Date of intimation to company** | **Mode of acquisition****/disposal (on market/ public/ rights/ preferential offer/****off market/ Inter-se transfer, ESOPs,****etc.)** | **Exchange on which****the trade was executed** |
| **Type of securiti es (For eg.****– Shares Warrants, Convert ible Debentu res, Rights entitlem ents****etc.)** | **No. and****% of share holding** | **Type of securities (For eg.****–****Shares, Warrants, Convertib le Debentur es, Rights entitleme nt, etc.)** | **No.** | **Value** | **Transac tion Type (Purcha se/sale Pledge / Revocat ion / Invocati on/ Others- please specify)** | **Type of securities (For eg.****– Shares, Warrants, Converti ble Debentur es, Rights entitleme nt, etc.)** | **No. and % of shareh olding** | **From** | **To** |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |

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

***(ii)*** *Value of transaction excludes taxes/brokerage/any other charges*

**Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

|  |  |
| --- | --- |
| **Trading in derivatives (Specify type of contract, Futures or Options etc.)** | **Exchange on which the trade was executed** |
| **Type of contract** | **Contract specifications** | **Buy** | **Sell** |
| **Notional Value** | **Number of units (contracts \* lot****size)** | **Notional Value** | **Number of units (contracts \* lot size)** |
| 16 | 17 | 18 | 19 | 20 | 21 | 22 |

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

Name & Signature: Designatio:

Date:

Place:

**FORM D (Indicative format)**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company**

**Details of trading in securities by other connected persons as identified by the company**

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Name, PAN, CIN/DIN,****& address with contact nos. of other connected persons as identified by the company** | **Connect ion with company** | **Securities held prior to acquisition/disposal** | **Securities acquired/Disposed** | **Securities held post acquisition/disposal** | **Date of allotment advice/ acquisition of shares/ disposal of****shares specify** | **Date of intimation to company** | **Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer / off market/****Inter-****se transfer, ESOPs etc. )** | **Exchange on which the****trade was executed** |
| **Type of securities (For eg.****– Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)** | **No. and****% of sharehol ding** | **Type of securitie s****(For eg.****–****Shares, Warrants Converti le Debentur es, Rights entitleme****nt, etc.)** | **No.** | **Val ue** | **Transac tion Type (Purcha se/Sale/ Pledge/ Revocat ion / Invocati on/ Others- please specify)** | **Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)** | **No. and % of share holding** | **From** | **To** |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |

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

***(ii)*** *Value of transaction excludes taxes/brokerage/any other charges*

**Details of trading in derivatives on the securities of the company by other connected persons as identified by the company**

|  |  |
| --- | --- |
| **Trading in derivatives (Specify type of contract, Futures or Options etc.)** | **Exchange on which the trade was executed** |
| **Type of Contract** | **Contract specifications** | **Buy** | **Sell** |
| **Notional Value** | **Number of units****(contracts \* lot size)** | **Notional Value** | **Number of units (contracts \* lot size)** |
| 16 | 17 | 18 | 19 | 20 | 21 | 22 |

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

Name:

 Signature:

 Place:

**Annexure 5**

**FORM E**

[Half Yearly / Annual Disclosure from Designated Person(s) under PHRL ’s Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons (“the Code”)]

Name of the company: **Praxis Home Retail Limited**

ISIN of the company:  **INE546Y01022**

Dear Sir,

**Sub: Half Yearly / Annual Disclosure of Securities held in the Company**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Name, PAN No., CIN/DIN & address with contact nos.  | Category of Person (Promoters or Member of Promoter Group / KMP / Directors/immediate relatives/others etc)  | *Folio No./ Client ID/ DPID* | Securities held as on 01 April ……… / 01 October ……….. | Number of Securities bought during the half year ended 30 September …….. / year ended 31 March …………..  | Number of Securities sold during the half year ended 30 September ………/ year ended 31 March………. | Securities held as on 30 September ………. / 31 March ……………..  |
| Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)  | No.  | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)  | No.  |
| 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:……………………….

Name:……………………………

 Designation:…………………….

Date: Employee Code:………………...

Place:

Notes:

1. Immediate Relatives means 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.
2. In the event you/ your relatives do not hold any Securities of the company, please mention NIL against the number of Securities held.
3. Half Yearly / Annual Disclosures as on 30th September / 31st March each year to be made on or before 21st October / 21st April of each year.

**Annexure 6**

**FORMAT OF STATEMENTS OF HOLDINGS BY DESIGNATED PERSON AND UNDERTAKING TO BE SIGNED UPON LEAVING THE ORGANISATION**

 To,

 Compliance Officer

 **Praxis Home Retail Limited** (ISIN - INE546Y01022)

Dear Sir / Madam,

**Subject: Statement of Shareholdings and undertaking**

**I. STATEMENT OF SHAREHOLDINGS OF DESIGNATED PERSON AND IMMEDIATE RELATIVE(S)**

Date of Resignation:

Last Working Day:

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Name employee / Immediate Relative** | **Relationship**  | **Department/ Program & Process** | **No. of shares/ securities held on the date of tendering the Resignation** | **No. of shares/ securities bought post resignation** | **No. of shares/ securities sold post resignation** | **No. of shares/ securities held on the Last working day** | **PAN** | **Folio No./ DP ID / Client ID**  |
|  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |

**\* Incase Traded in securities otherwise than by way of buying or selling, like pledge etc. please disclose that also**

Signature:……………………………………..

Name: ……………………………………..

Designation: ……………………………………..

Employee Code: …………………………………

Date:

Place:

**Annexure 6 (contd.)**

Date:\_\_\_\_\_\_\_\_\_\_

To,

The Compliance Officer,

**Praxis Home Retail Limited**

Mumbai

**Undertaking**

I hereby confirm that I have / do not have access to any unpublished price sensitive information as on the date of leaving the organization.

I hereby further confirm that I will not enter into any transaction pertaining to the securities of the Company in future, either directly or otherwise, based on any unpublished price sensitive information, which I am privy to, if any and will not communicate, provide, or allow access to any UPSI, relating to the Company or securities thereof, to any person including other employee(s), Immediate Relative(s) and any other person(s) except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, if any.

I undertake to continue abiding by the Code / relevant SEBI regulations at least for 6 months from the date of leaving the Organisation, failing which I would be solely responsible for the consequences, to the complete exclusion of the Organisation, its Directors and officers and the Compliance officer, as they would not have any recourse post my leaving the Company to communicate with me to peruse compliances hereunder.

I further declare that the above disclosure is true and correct and is in accordance with the previous disclosures, if any, given to the Company.

I undertake that I shall indemnify the Company as given below:

1. To hold Praxis Home Retail Limited, its Directors, officers and Employees faultless in the event of any investigation against me for insider trading by any regulatory authority.
2. To make good to Praxis Home Retail Limited, its Directors, officers and/or Employees, for all economic losses, fines or penalty, if any, imposed on the Praxis Home Retail Limited, its Directors, officers and/or Employees as a result of any investigation by any regulatory authority/authorities into any of the transactions entered by me in dealing with the securities of the Company.
3. To compensate Praxis Home Retail Limited, its Directors, officers and/or Employees for and towards all legal expenses incurred in defending itself in such investigations, including advocate’s fees.

Yours faithfully,

Signature:

Name:

Designation:

Employee Code:

Place: