

BHARAT BIJLEE LIMITED

**CODE OF INTERNAL PROCEDURES
AND CONDUCT FOR**

**REGULATING, MONITORING AND REPORTING
OF TRADING BY INSIDERS**

(effective from May 15, 2015)

1. INTRODUCTION:

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 shall come into force on 15th May, 2015 in accordance with which this code is amended. This Code shall replace the Old Code and shall be applicable from 15th May, 2015. Further this Code shall be followed in strict accordance with the procedures and conduct laid down hereunder till otherwise notified by either Managing Directors or the Compliance Officer.

2. DEFINITIONS:

- 2.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.
- 2.2 “**Board**” means the Board of Directors of the Company.
- 2.3 “**Company**” means **Bharat Bijlee Limited**.
- 2.4 “**Compliance Officer**” means any senior officer, designated so and reporting to the Board of Directors or head of the organization in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.
- 2.5 “**Code**” or “**Code of Conduct**” shall mean the Code of Regulating, Monitoring and Reporting of trading by insiders of Bharat Bijlee Limited as amended from time to time.
- 2.6 “**Connected Person**” means:
- (i) any person who is or has, during the six months prior to the date of this code become effective, 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
- (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i) a banker of the company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

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

- 2.8 **"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.
- 2.9 **"Insider"** means any person who,
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- 2.10 **"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.
- 2.11 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- 2.12 **"Specified"** means specified by the Board in writing.
- 2.13 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 2.14 **"Trading"** means and includes subscribing, buying, selling, dealing or agreeing to subscribe to, buy, sell or deal in the securities, and "trade" shall be construed accordingly.
- 2.15 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 2.16 **"Unpublished Price Sensitive Information"** means:
- (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) such other material events in accordance with the listing agreement

2.17 **“Designated Employee(s)”** shall cover the following :

- (i) All Directors whether Executive, Non-Executive or Independent;
- (ii) Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Operating Officer (COO), Company Secretary (CS), Internal Auditor;
- (iii) Heads, Senior Vice President(s), Vice President(s) and Associate Vice President(s);
- (iv) All Managers of the Company from the rank of Deputy General Manger and above;
- (v) Every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
- (vi) Such other employees as may be determined by the Compliance Officer from time-to-time.

All the changes in the Designated Employee(s) shall be intimated to the Compliance Officer by the HR Department within 7 days of such change.

2.18 **“Key Managerial Personnel”** shall have the same meaning as defined under Section 2(51) of the Companies Act, 2013;

2.19 **“Employee”** means every employee of the Company including the Directors in the employment of the Company.

3. COMPLIANCE OFFICER:

3.1 The Company Secretary nominated by the Board of Directors or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations may also be designated as such by the Board of Directors.

3.2 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades

and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

- 3.3 The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

4 RESTRICTION ON COMMUNICATION AND TRADING BY INSIDERS:

- 4.1 Designated Employees of the Company when in possession of any 'Unpublished Price Sensitive Information' (hereinafter referred as "UPSI"), as defined in Regulations, pertaining to the Company shall:

4.1.1 not trade in securities of the Company, either on their own behalf or on behalf of any other person, except as provided herein below.

4.1.2 not communicate, provide, procure or allow access to any UPSI to / from any person, except in furtherance of a legitimate object or performance of duties.

4.1.3 maintain the confidentiality of all price sensitive information. Designated Employees shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of securities.

- 4.2 UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

4.2.1 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

4.2.2 not attracting 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 UPSI is disseminated to be made generally available at least two (2) trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

- 4.3 All information shall be handled within the organization on a Need-To-Know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligation.

5 TRADING WINDOW AND TRADING RESTRICTION:

- 5.1 Designated Employees and their immediate relatives shall not buy / sell securities of the Company during closure of the "Trading Window", i.e., the period during which trading in the securities of the Company is prohibited.
- 5.2 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates.
- 5.3 The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight (48) hours after the information becomes generally available.
- 5.4 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.

6 PROCEDURE OF PRE-CLEARANCE:

- 6.1 All Designated Employees / their immediate relatives, who intend to deal in the securities of the Company when the trading window is opened and if the number of

equity shares is 1000 and below, should pre-clear the transaction. Any trades above 1000 equity shares shall be in accordance with Clause 7 herein below. However, no designated person / his immediate relative shall be entitled to apply for pre-clearance of any proposed trade if such designated employee / his immediate relative is in possession of UPSI even if the trading window is not closed. The pre-dealing procedure shall be hereunder.

- 6.1.1 An application be made to the Compliance officer at least five (5) working days in advance indicating the estimated number of securities that the Designated Employee / his immediate relative intend to deal in, the details as to the depository with which he has a security account, the details as to the securities (BBL) in such depository mode, and such other details as may be required by any rule made by the company in this behalf be given to the Compliance Officer, Format of Application Form enclosed – **Annexure A**.
- 6.1.2 An undertaking shall be executed in favour of the Company by such persons incorporating, *inter alia*, the clauses, as may be applicable and be sent to the Compliance Officer along with the application referred in Annexure A.
– Format of Undertaking enclosed – **Annexure B**
- 6.1.3 On receipt of such application the Compliance Officer shall inform the applicant within two (2) working days whether such person can execute the transaction or should refrain from the same.
- Format of Pre-clearance Order enclosed – **Annexure C**
- 6.1.4 All Designated Employees / their immediate relatives shall thereafter execute their order in respect of securities of the Company within one (1) week after the approval of pre-clearance is given by the Compliance Officer. The Specified Person shall file within two (2) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed.
Format of Pre-clearance Order enclosed – **Annexure D**
- 6.1.5 If the order is not executed within one (1) week after the approval is given, the Designated Employee must pre-clear the transaction again.

6.1.6 All Designated Employees who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six (6) months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

6.1.7 The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

7 TRADING PLAN:

Subject to the limits defined in Clause 6, an insider shall formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

7.1 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six (6) months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve (12) months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

- 7.2 The Compliance Officer shall review the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
- 7.3 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

8 OTHER RESTRICTIONS:

- 8.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 8.2 The disclosures of trading in securities shall also include trading in of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 8.3 The disclosures made under this Code shall be maintained for a period of five (5) years.

9 REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

INITIAL DISCLOSURE:

- 9.1 Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty (30) days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of immediate relatives in the prescribed form.
- 9.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter, in the prescribed form.

CONTINUAL DISCLOSURES:

- 9.3 Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two (2) 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 Rs. 10,00,000/- (Rupees Ten Lacs only), in the prescribed form.
- The disclosure shall be made within two (2) working days of:
- (a) the receipt of intimation of allotment of shares, or
 - (b) the acquisition or sale of shares or voting rights, as the case may be.

DISCLOSURES BY OTHER CONNECTED PERSONS:

- 9.4 Any other connected person / class of connected persons shall make disclosures of holdings and trading in securities of the Company at such frequency as may be determined by the Compliance Officer in order to monitor compliance with these regulations, in the prescribed form.

10 DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S):

- 10.1 Within two (2) days of the receipt of intimation under Clause 9.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- 10.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

11 PENALTIES FOR CONTRAVENTION:

- 11.1 Persons governed by this Code shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her immediate relative(s)).
- 11.2 Persons governed by this Code who violate the provisions of this Code shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option scheme, etc.
- 11.3 It is hereby clarified that notwithstanding any penal action taken by the Company, it shall not in any way preclude SEBI from taking any action in violation of the Regulations or any other applicable laws and enactments.
- 11.4 Any material contravention of this Code shall be placed before the stakeholder's relationship committee (SRC) and actions shall be initiated with due consultation with the Chairman and Managing Director and SRC of the Company.

12 AUTHORITY TO MAKE ALTERATIONS:

The Board of Directors are authorized to make such alterations to this Code as considered appropriate, subject, however, on the condition that such alterations shall not be inconsistent with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

For BHARAT BIJLEE LIMITED

Sd/-

DURGESH N. NAGARKAR

Company Secretary & Senior General Manager

Legal

Place: Mumbai

Date: May 15, 2015

ANNEXURE A

APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:

To,
The Compliance Officer,
Bharat Bijlee Limited,
Mumbai

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I, Mr. _____ seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.)	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours sincerely,

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ANNEXURE B

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

UNDERTAKING

To,
Bharat Bijlee Limited,
Mumbai

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 or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "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 dealing in the securities of the Company until such information becomes public.

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

I undertake to submit the necessary report within four (4) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within seven (7) days of the receipt of approval failing which I shall seek pre-clearance.

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

Date :

Signature : _____

* Indicate number of shares

ANNEXURE C

PRE- CLEARANCE ORDER

To,

Name : _____

Designation : _____

Place : _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within seven (7) days from today.

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

Yours sincerely,
for **BHARAT BIJLEE LIMITED**

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction

ANNEXURE D

DISCLOSURE OF TRANSACTIONS

(To be submitted within two (2) days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Bharat Bijlee Limited,
Mumbai

I hereby inform that I

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

Name of holder	No. of securities dealt with	Bought/sold/ subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of three (3) 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 agree to hold the above securities for a minimum period of six (6) 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/regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature : _____

Name :

Designation:

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 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:

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	5	6		7	

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:

		nture s etc.)															
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:

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 & addresses of Connected persons, as identified by the company with contact nos.	Connection with 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 executed
		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: