

BALKRISHNA INDUSTRIES LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

PREFACE:

Policy Title	Code of Conduct To Regulate, Monitor And Report Trading By Designated Persons
Version Number	1.2
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The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, formulated the “Securities and Exchange Board of India (Insider Trading) Regulations, 1992”, which came into force with effect from 19th November, 1992, in terms of which any Listed Company was required to frame a Code of Conduct for prevention of Insider Trading.

In line with the above and in order to comply with the mandatory requirement of the Regulations, a Code of Conduct for prevention of Insider Trading was adopted by the Board of Directors of the Company at its meeting held on 31st October, 2005.

SEBI thereafter, to put in place a framework for prohibition of Insider Trading and to strengthen the legal framework, notified the “Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The said New Regulations, 2015 are applicable w.e.f 15th May, 2015.

SEBI further, to put in place a framework for prohibition of Insider Trading and to strengthen the legal framework, notified the “Securities and Exchange Board of India (Prohibition of Insider Trading) Amendment Regulations, 2018. The said New Regulations, 2018 are applicable w.e.f 1st April, 2019.

Hence, in order to comply with the mandatory requirements as above, the Code of Conduct for prevention of Insider Trading is being revised to bring it in line with the new 2015 Regulations.

Below Code supersedes the earlier revised “Balkrishna Industries Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders” which was approved by the Board on 17th May, 2018.

BALKRISHNA INDUSTRIES LIMITED (“the Company”) (**BIL**) has framed and adopted this Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015 as amended from to time.

1. DEFINITIONS

1.1 “**Act**” means the Securities and Exchange Board of India Act, 1992, as amended from time to time;

1.2 “**Board**” means the Board of Directors of the Company;

1.3 “**Code**” or “**Code of Conduct**” shall mean the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of **BIL** as amended from time to time;

1.4 “**Company**” means Balkrishna Industries Limited (BIL);

1.5 “**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;

1.6 “**Connected Person**” means:

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - a) an immediate relative of connected persons specified in clause (i) above; or
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h) an official or an employee of a self-regulatory organization 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;
- 1.7 **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent;
- 1.8 **“Designated Employee(s)”** means such Employee(s) who has been designated, in consultation with Board of Directors and Compliance Officer of the Company, on basis of their role and function in the Company and access to Unpublished Price Sensitive Information (UPSI) and shall include:
- (i) Employee of Material subsidiaries designated on basis of their functional role or access to UPSI;
 - (ii) Chief Executive Officer (CEO) and employees upto two levels below CEO of Company or material subsidiaries
 - (iii) any other employee as may be determined in consultation with Board of Directors and Compliance Officer from time to time;
- 1.9 **“Director”** means a member of the Board of Directors of the Company;
- 1.10 **“Designated Person(s)”** means the Director(s), the Designated Employees, the Promoters, the member of Promoter Group of the Company and their respective immediate relatives of such Designated persons are collectively referred to as Designated Persons or such persons as may be defined in Regulations from time to time.
- 1.11 **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis;
- 1.12 **“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;
- 1.13 **“Insider”** means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information;
- 1.14 **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013, as amended from time to time;
- 1.15 **“Legitimate Purpose”** shall include sharing of Unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of this Regulations.

- 1.16 **“Material Financial Relationship”** mean shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions;
- 1.17 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 1.18 **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 1.19 **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Securities & Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any amendments thereto.
- 1.20 **"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;
- 1.21 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.22 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- 1.23 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.24 **“Unpublished Price Sensitive Information(UPSİ)”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel.

Explanation: Speculative Reports in print or electronic media shall not be considered as published information.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

2. ROLE OF COMPLIANCE OFFICER

- 2.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.
- 2.2 The Compliance Officer shall assist all Designated Persons in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the Company's Code of Conduct.

3. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)"

- 3.1 All information shall be handled within the Company on a need-to-know basis and no Unpublished Price Sensitive Information (UPSI) shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Listed Company is of informed opinion that sharing of such information is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Listed Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of UPSI.

Internal Controls shall be as per Regulation 9A of the Regulation as may be amended from time to time. The Board of Directors shall also ensure compliance of Regulation 9 of the Regulation.

Also, Audit Committee of the Company shall review compliance with provisions of this Regulations and shall also verify the systems for internal control atleast once in financial year.

3.2 Need to Know:

- (i) "need to know" basis means that UPSI should be disclosed only to those within the Company who need the information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee of the Company should immediately be reported to their respective Head of the Department and the Compliance Officer.

3.3 Limited access to confidential information:

Files containing confidential information shall be kept secure by the Head of the Department of the Company. Computer files must have adequate security of login and password, etc.

3.4 To prevent the misuse of confidential information, the Company adopts a 'Chinese Wall' policy, thereby separating those areas of the Company which routinely have access to confidential information, considered as 'inside areas', from those areas including department(s) which deal with providing support services, considered as 'public areas'. The Designated employees in the inside areas shall not communicate any UPSI to any one in public area and may be physically segregated from employees in the public area. Demarcation of various departments as 'inside area' may be implemented by the Board of Directors.

4. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION" & TRADING PLANS

Designated Persons in the Company and their Immediate Relatives shall be governed by an Internal Code of conduct governing dealing in securities.

No Insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information. If any person who has traded in securities in possession of unpublished price sensitive information, then his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that Insider may prove his innocence by demonstrating the circumstances including the following:

4.1

- (i) the transaction is an off-market inter-se transfer between Insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of Regulation 3.

Provided further that such off-market trades shall be reported by the Insiders to the Company within 2 (Two) working days. Every Company shall notify the particulars of such trades to the stock exchange within 2 (Two) trading days from receipt of the disclosure or from becoming aware of such information.

- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the Unpublished Price Sensitive Information without being in breach of Regulation 3 of Regulations and both parties had made a conscious and informed trade decision;

Provided that such Unpublished Price Sensitive Information was not obtained by either person under sub-regulation (3) of Regulation 3.

- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- (v) in the case of non-individual insiders: –
 - (a) the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- (vi) the trades were pursuant to a trading plan set up in accordance with regulation 5 of Regulations.

4.2 Trading Plan

An insider shall be entitled to 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.

4.3 Trading Plan shall

- (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the trading 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 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.

4.4 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

4.5 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.

However, 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.

4.6 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

5. TRADING WINDOW AND WINDOW CLOSURE

5.1 Trading window and Closure

- i. The trading period, i.e. the trading period of the stock exchanges, called "Trading Window", is available for trading in the Company's securities.
- ii. The trading window shall be, *interalia*, closed from the **end of every Quarter till 48 hours after the declaration of financial results.**
- iii. When the trading window is closed, the Designated Person(s) including their Immediate Relative(s) shall not trade in the Company's securities in such period.
- iv. All Designated Person(s) including their Immediate Relative(s) shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.
- v. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

5.2 The Compliance Officer shall intimate the closure of trading window to all the designated Persons of the Company when he determines that a designated person can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

5.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

6. PRE-CLEARANCE OF TRADES

All Designated Person(s) (including their Immediate Relatives), who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 50,000 shares or ₹ 10,00,000 (Rupees Ten lakhs) (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer (in case of absence / vacancy of Compliance officer, application to be made to Chairman / Managing Director or Joint Managing Director or Executive Director(s) or Director-Finance of the Company with Copy (CC) to Compliance officer) indicating the estimated number of securities that the Designated person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other

details as may be required by any rule made by the Company in this behalf.

- (ii) An undertaking in prescribed form (**Annexure 2**) shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
 - a. That the Designated Person does not have any access or has not received “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
 - b. That in case the Designated Person has access to or receives “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - c. That he/she has not contravened the “Code of Conduct to regulate, Monitor and Report Trading by Designated Persons” as notified by the Company from time to time.
 - d. That he/she has made a full and true disclosure in the matter.
- (iii) All Designated Person shall execute their order in respect of securities of the Company within 7 (Seven) Trading days after the approval of pre-clearance is given in prescribed Form (**Annexure 3**). The Designated Person shall file a report, on the details of such deal or in case transaction is not undertaken, within 2 (Two) trading days of the execution of the deal with the Compliance Officer in the prescribed Form (**Annexure 4**).
- (iv) If the order is not executed within 7 (Seven) Trading days after the approval is given, the Designated Person must obtain fresh pre-clearance for the transaction again.

All Designated Person who buy or sell any number of shares of the Company shall not enter into an opposite transaction (**contra trade**) i.e. sell or buy any number of shares during the next **6 (Six) months** following the prior transaction. Provided that contra trade is not applicable for trades pursuant to exercise of stock options. All Designated Person 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. In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 (Thirty) days. The holding period would commence when the securities are actually allotted.

- (v) All Designated Persons shall be required to disclose names and Permanent Account Number (PAN) or any other identifier authorized by law of the following persons to the Company on **Annual basis** and as and when the information changes as per prescribed Form (**Annexure 5**):
 - a. Immediate Relatives;
 - b. Persons with whom such Designated Person(s) shares a material financial relationship;
 - c. Phone, mobile and cell numbers which are used by them;
 - d. Following information required on **one-time basis**:
 - (i) Name of Educational Institutions from which Designated Person(s) have graduated;
 - (ii) And Names of past employers of Designated Person(s)

- (vi) The Compliance Officer may waive off the holding period as per prescribed Form (**Annexure 6**) in case of sale of securities in personal emergency. However, no such sale will be permitted when the Trading window is closed.

7. OTHER RESTRICTIONS

- 7.1 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.
- 7.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code provided that trading in derivatives is permitted by any law for the time being in force.
- 7.3 The disclosures made under this Code shall be maintained for a period of five years.

8. DISCLOSURE REQUIREMENTS

INITIAL DISCLOSURE:

- 8.1 Every Promoter / Member of Promoter Group / Key Managerial Personnel / Director of the Company, within 30 (Thirty) 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 dependent family members in the prescribed Form (**Annexure 7**).
- 8.2 Every person on appointment as a Key managerial personnel or a Director of the Company or upon becoming a Promoter or member of Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter or member of Promoter Group, to the Company within 7 (Seven) days of such appointment or becoming a Promoter or member of Promoter Group in the prescribed Form (**Annexure 8**).

CONTINUAL DISCLOSURE:

- 8.3 Every Promoter, member of Promoter Group, Designated person and Director of the Company shall disclose to the Company in the prescribed Form (**Annexure 9**) 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 ₹ 10,00,000 (Rupees Ten lakhs) or such other value as may be specified.

The disclosure shall be made to the Company within 2 Trading 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.
- 8.4 The Company may, at its discretion, require any other connected person(s) to make disclosure of holdings and trading in securities of the Company in such prescribed form (**Annexure 10**) and at such frequency as may be determined by the Compliance Officer.
- 8.5 All Designated Person including KMPs of the Company shall at the time of joining the Company disclose their holding as on that date in prescribed form. In such case NIL reporting shall also be

mandatory (**Annexure 11**).

9. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S)

9.1 The Company shall notify the particulars within 2 (Two) Trading days of the receipt of intimation under Clause 8.3 to all Stock Exchanges on which the Company is listed.

9.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Designated person for a minimum period of five years.

10. DISSEMINATION OF PRICE SENSITIVE INFORMATION

10.1 No information shall be passed by Designated Person by way of making a recommendation for the purchase or sale of securities of the Company.

10.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- To avoid misquoting or misrepresentation, it is desirable that at least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response be given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

11. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

11.1 Every Designated Person(s) shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

11.2 Any Designated Person(s) who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

11.3 Designated Person(s) who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.

11.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

11.5 In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the SEBI.

ANNEXURES TO THE CODE

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**ANNEXURE 1
FORM FOR PRE-CLEARANCE OF TRANSACTIONS**

Date:

To,
The Compliance Officer,
Balkrishna Industries Limited,
Mumbai.

Dear Sir/Madam,

Reference: Application for Pre-dealing approval in securities of the Company.

I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the Applicant	
2.	Designation (<i>applicable to Designated Employee only</i>)	
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 faithfully,

(Signature of Designated Person)

ANNEXURE 2

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

To,
The Compliance Officer,
Balkrishna Industries Limited,
Mumbai.

I, _____ *(Name of Designated Person & Designation, if any)* of Balkrishna Industries Limited 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 regulating, monitoring and reporting of trading by Designated Persons (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 "Unpublished Price Sensitive Information" as defined in the Code, 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.

In the event of this transaction being in violation of this Regulations, I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

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 2 Trading 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 7 Trading 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 3
FORMAT FOR PRE- CLEARANCE ORDER

Name of Designated Person: _____

Designation, if any, : _____

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 7 Trading 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 2 Trading days** from the date of transaction / deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For **Balkrishna Industries Limited**

Compliance Officer

Date : _____

ANNEXURE 4
FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 Trading days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Balkrishna Industries 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 the Holder	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID / Client ID/ Folio No.	Price. (₹)

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

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 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 / Applicable Laws/Regulations have been contravened for effecting the above said transaction(s).

Date:

Signature:

Name:

Designation:

***Strike-off which is not applicable.**

ANNEXURE 5
INFORMATION TO BE GIVEN BY DESIGNATED PERSON TO THE COMPANY ON ANNUAL BASIS

To,
The Compliance Officer,
Balkrishna Industries Limited,

Name of the Designated Person:			
Designation in the Company			
A. ANNUAL BASIS: DETAILS OF IMMEDIATE RELATIVES			
Name of Immediate Relatives	Relationship	Pan No / Aadhar No	Mobile / Phone (with STD code)
	Spouse		
	Father		
	Mother		
	Son		
	Daughter		
	Brother		
	Sister		
B. ONE TIME BASIS			
1. Name of College / Institution of Designated person (Graduation details)			
2. Name of Past Employers			

Declaration:

- A.** I hereby declare that all the above details of Relatives, Institutions & Past Employers are true & correct.
- B.** I have given the details of those Relatives ONLY who are Financially Dependent on me or consults me for taking decisions relating to trading of securities.
- C.** The onus of establishing that above Relatives were not in possession of Unpublished Price Sensitive Information of the Company shall be on me only and in no manner Company will be held responsible.

Signature:

Date:

**ANNEXURE 6
APPLICATION FOR WAIVER OF MINIMUM
HOLDING PERIOD**

To,
**The Compliance Officer,
Balkrishna Industries Limited,
Mumbai.**

Date:

Dear Sir,

I request you to grant me waiver of the minimum holding period of six months as required under the Company's Code for Regulating, Monitoring and Reporting of Trading by Designated Persons with respect to securities of the Company held by me / **(name of immediate relative)** singly/jointly, acquired by me on.....(date). I desire to trade in the said securities on account of

*

(*Give reason).

Thanking you,
Yours faithfully,

Signature

Name of the Designated Person :

**Designation (*applicable for* :
Designated Employee only)**

Department :

**Code No (*applicable for* :
Designated Employee only)**

Annexure 7 - 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: **Balkrishna Industries Limited**

ISIN of the Company: **INE787D01026**

Details of Securities held by Promoter, Member of Promoter Group, 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 / Member of Promoter Group / 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 8 - 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: **Balkrishna Industries Limited**

ISIN of the Company : **INE787D01026**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of Promoter Group 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 or Member of Promoter Group / KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter or member of Promoter Group	Securities held at the time of becoming Promoter or member of Promoter Group / appointment of Director / KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter or member of Promoter Group / appointment of Director / KMP		Open Interest of the Option Contracts held at the time of becoming Promoter or member of Promoter Group / 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 :

Annexure 9 - FORM C

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

Name of the Company: **Balkrishna Industries Limited**

ISIN of the Company : **INE787D01026**

Details of change in holding of Securities of Promoter, Member of Promoter Group, Designated Person or Director of a Listed Company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Member of Promoter Group / Designated Person / Director with contact nos.	Category of Person (Promoters/ Member of Promoter Group / Designated Person / KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition / disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to Company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ 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 :

Annexure 10 - 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 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.

Name :

Signature :

Date :

Place :

ANNEXURE 11

**FORMAT FOR DISCLOSURE OF SHAREHOLDING BY
DESIGNATED PERSON AT THE TIME OF JOINING
(To be submitted within 1 day of Joining)**

To,
The Compliance Officer,
Balkrishna Industries Limited,
 Mumbai.

Name of Designated Person				
Designation				
Date of Joining				
Pan Card No				
Nos of Shares held by him of Company	DP ID	Client Id	Nos of Shares	
Name of *Immediate Relative and shares of the Company held by them	Name of Relative	Relationship	DP ID – Client Id	Nos of Shares

Note:**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.*

I declare that the above information about the Shares held by me or my Immediate Relative is true and correct.

Signature:

Date: