

## **BHARAT BIJLEE LIMITED (“BBL”)**

### **POLICY AND PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

***(This Policy shall come into effect from April 1, 2019)***

**POLICY AND PROCEDURE FOR ENQUIRY IN CASE OF  
LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR  
SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

*[As envisaged under Regulation 9A(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015]*

**1. INTRODUCTION:**

The Securities and Exchange Board of India (SEBI) vide a Notification No. SEBI/LAD-NRO/GN/2018/59, dated December 31, 2018, notified the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. Pursuant to Regulation 9A(5), every listed company is required to formulate a written policy and procedures for inquiry in case of Leak of Unpublished Price Sensitive Information and initiate appropriate action on becoming aware of Leak of Unpublished Price Sensitive Information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

Accordingly, the Board of Directors of Bharat Bijlee Limited (“the Company”) has framed this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information (“the Policy”).

**2. EFFECTIVE DATE:**

The Policy is effective from April 1, 2019.

**3. DEFINITIONS:**

3.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.

3.2 “**Board**” means the Board of Directors of the Company.

3.3 “**Compliance Officer**” means any senior officer, so designated and reporting to the Board of Directors, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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. The Company Secretary is the Designated Compliance Officer for the purpose of this Policy

Explanation – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic Financial Statements i.e. Balance Sheet, Profit and Loss Account, and Statement of Cash Flows.”

- 3.4 **"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.
- 3.5 **"Unpublished Price Sensitive Information" ("UPSİ")** shall mean 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 include but not restricted to, information relating to the following:
- (i) Financial Results;
  - (ii) Dividends;
  - (iii) Change in capital structure;
  - (iv) Mergers, De-mergers, Amalgamation, Acquisitions, De-listings, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
  - (v) Changes in Key Managerial Personnel.
- 3.6 **"Support Staff"** shall *inter alia* include IT Staff, Legal and Secretarial Staff, Accounts / Finance / Management Accounting Staff, Strategy Staff and all those employees who have access to Unpublished Price Sensitive Information, who may be so designated by the Compliance Officer from time to time..
- 3.7 **"Leak of UPSİ"** shall mean communication of information which is / shall be UPSİ by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board or Chief Investor Relation Officer (CIRO) of the Company after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and / or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

### 3.8 “Chief Investor Relations Officer”

The Compliance Officer of the Company is designated as the “Chief Investor Relations Officer” (herein after referred to as “CIRO”) and is responsible for dissemination of information and disclosure of UPSI.

### 3.9 “Designated Persons” shall cover the following

- (i) All Directors whether Executive, Non-Executive or Independent;
- (ii) All Promoters of the Company;
- (iii) Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Operating Officer (COO), Company Secretary (CS), Internal Auditor;
- (iv) Heads, Senior Vice President(s), Vice President(s) and Associate Vice President(s);
- (v) All Managers of the Company from the rank of Deputy General Manger and above;
- (vi) Every employee in the finance, accounts, secretarial and legal department, as may be determined and informed by the Compliance Officer;
- (vii) Employees of other Departments / Divisions on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information(s) relating to the Company, as may be determined and informed by the Compliance Officer; Support staff of the Company; and
- (viii) Any Support Staff of the Company, such as IT staff or Legal and Secretarial staff, Accounts / Finance / Management Accounting Staff, Strategy Staff and all other employees who have access to Unpublished Price Sensitive Information, who may be so designated by the Compliance Officer
- (ix) 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.

## 4. APPLICABILITY

This policy shall apply to all Designated Persons and Immediate Relative of designated persons and persons in possession of or having access to unpublished price sensitive information.

## **5. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER (CIRO)**

The CIRO shall be responsible to:

- (i) Oversee the Compliance of this policy.
- (ii) Report the incident of actual or suspected leak of UPSI to the Audit Committee / Board and after their approval, to the Stock Exchange(s) where the securities of the Company as relisted and to the Securities and Exchange Board of India.
- (iii) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Audit committee.

## **6. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI**

- 6.1 On suo-motu becoming aware or otherwise or based on a written complaint, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Promoter, Promoter Group, Director, Key Managerial Person, Insider, Employee, Designated Person, Support staff, Registrar and Share Transfer Agent or any other known or un-know person, inquiry shall commence and the below mentioned procedure be followed in order to enquire and/or otherwise investigate the matter.
- 6.2 The complaint shall *inter alia* state particulars of the complaine and details of the complaint. The Complainant has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.
- 6.3 The Complaint shall be addressed to the CIRO or Person(s) appointed/authorized to enquire the matter, by whatever name called.
- 6.4 Within 5 (five) working days of receipt of the complaint, CIRO shall write to the complaine intimating the details of the complaint received and requesting him / her, to give a written representation within seven (7) working days of receipt of letter. If CIRO feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company then he will discard the complaint with reasons recorded in writing.
- 6.5 Within 7 (seven) working days of receipt of representation, CIRO shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, CIRO may call for such additional documents, representations, etc. as he may deem fit.

- 6.6 If no representation is received within the aforesaid stipulated time, CIRO shall issue notice to the complaineo asking him / her to show cause as to why the Company should not initiate disciplinary proceedings.
- 6.7 On completion of the preliminary investigation, CIRO or Person(s) appointed / authorized to enquire the matter of actual or suspected leak of UPSI submit his / her report to the Chairman of Audit Committee of the Company
- 6.8 Chairman of the Audit Committee on receipt of such opinion shall proceed to convene a meeting of the Audit Committee and shall convene the concerned meeting within a period of 30 days of receipt of opinion of CIRO.
- 6.9 After due review, if the Audit Committee forms an opinion that the complaineo is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary proceedings of the Company.
- 6.10 The Disciplinary proceeding(s) shall include, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the Audit Committee, in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) Regulations, 2015 and any other statutory enactments, as applicable.

## **7. AUTHORITY TO MAKE ALTERATIONS:**

BBL reserves the right to amend / modify any provision(s) with a new provision(s) or replace this entire Policy with a new Policy, in accordance with any regulatory amendment or notification or otherwise, at any time without assigning any reason whatsoever. In any circumstance where the terms of the Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the Policy.

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*{This policy is only internal code of conduct and one of the measures to avoid insider trading. It will be the responsibility of each employee of BBL to ensure compliance of SEBI guidelines and other related statutes.}*