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REF:STATUT:BSE-NSE:2015:INSDR-TRDG: May 18, 2015

BY COURIER

BSE Limited
P.J. Towers
Dalal Street
Mumbai 400 001
***(Attn:* DCS – CRD)**

National Stock Exchange of India Limited
Exchange Plaza, 5th floor
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051

Attn: Listing Dept.

Dear Sir

Sub: Insider Trading Code

Ref: BSE - 500002 / NSE – ABB
SEBI Circular CIR/ISD/01/2015 May 11, 2015

Pursuant to the notification dated May 11, 2015, we hereby confirm (a) the Code of Conduct for regulating, monitoring and reporting of trades by insiders and (b) the Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information, as provided for under the Regulations have been uploaded in the website of the Company i.e. www.abb.co.in.

The said Insider Trading Code has been approved by the Board of Directors of the Company at their meeting held on May 5, 2015.

We are enclosing a copy of the said Code for your reference and records.

Thanking you

Yours faithfully
For ABB India Limited

B Gururaj
Deputy General Counsel &
Company Secretary

Encl: as above

ABB India Limited
(Formerly known as ABB Limited)
Registered Office and Corporate Office
21st Floor, World Trade Center
Brigade Gateway, No. 26/1
Dr. Rajkumar Road, Malleshwaram West
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ABB INDIA LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

AND

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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ABB INDIA LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY

[Under Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

INTRODUCTION:

The Securities and Exchange Board of India ("SEBI") has, in order to protect the interests of investors in general and to put in place a framework for prohibition of insider trading in securities of the Company and to strengthen the legal framework thereof, has issued the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**"the Regulations"**) pursuant to the powers conferred on it under section 30 of the Securities and Exchange Board of India Act, 1992 ("SEBI Act"). The Regulations will come into force with effect from 15th May 2015 and the same are applicable to all companies whose shares are listed on any recognised stock exchange.

The Regulations provides that every listed company shall frame (a) Code of Conduct, to regulate, monitor and report trading by its employees and other connected persons and (b) Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information, towards achieving compliance with the Regulations.

This document embodies (a) the Code of Conduct for regulating, monitoring and reporting of trades by insiders and (b) the Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information, as provided for under the Regulations. This Code applies apply to all Designated Persons and Connected Persons, as defined in the Code.

This Code shall supersede the existing ABB Code for prevention of Insider Trading, which was adopted earlier by the Company, pursuant to the requirements of Regulation 12(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,1992, which has now been repealed by SEBI.

1. Definitions

In this Code, unless the context otherwise requires, the following words, expression and derivations therefrom shall have the meanings assigned to them, as under:

(a) **"Act"** means the Securities and Exchange Board of India Act, 1992 and includes any statutory modifications or amendments thereto from time to time in force.

(b) **"Board"** means the Board of Directors of the Company.

(c) **"Code"** means this Code of Conduct for regulating, monitoring and reporting of trades under the Regulations, and any modifications /amendments made thereto from time to time.

(d) "**Chinese Walls**" shall have the meaning assigned thereto in clause 6(1) of this Code.

(e) "**Chief Investor Relations Officer**" shall have the meaning assigned to it in paragraph 1(h) of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

(f) **"Company"** means ABB India Limited.

(g) "**Companies Act**" means the Companies Act, 2013 and the Rules made thereunder and shall include any modifications or amendments thereto from time to time in force.

(h) **"Compliance Officer"** means the senior officer so designated reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the 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 implementation of the codes specified under the Regulations under the overall supervision of the Board.

(i) **Connected Person**" means:

(i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(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; or
(h) an official or an employee of a self-regulatory organization recognized 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.

(j) "**Contra Trade**" shall have the meaning assigned to it in Clause 5(1) of this Code.

(k) **"Dependent"** with respect to any person, means the parents, siblings, spouse, children, children of the spouse (whether minors or adults) of such person who are either financially dependent on such person or consult with such person while taking decisions relating to trading in securities.

(l) **"Designated Persons"** means: -

(i) Directors of the Company
(ii) All officers / employees of the Company
(iii) All other persons, being in any contractual, fiduciary or employment relationship with 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
(iv) Such other persons as may be specified by the Board in consultation with the Compliance Officer
(v) any other persons designated as such by the Compliance Officer in consultation with the Managing Director keeping in mind the objectives of the Code.

(m) **"Director"** means a member of the Board of Directors of the Company.

(n) **"Employee"** means every employee of the Company, including the Directors who are in employment of the Company.

(o) "**ESOP**" shall have the meaning assigned to it in Clause 7(e) of this Code.

(p) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.

(q) **"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

(r) **"Insider"** means any person who is:

(i) a connected person
(j) In possession of or having access to unpublished price sensitive information.

(s) "**Insider Areas"** and **"Public Areas"** shall have the meanings respectively assigned to them in clause 6(ii) of this Code.

(t) **"Key Managerial Personnel (KMP)"** means a person as defined so under Section 2(51) of the Companies Act including any amendment or modification made thereto.

(u) **"Listing Agreement"** means the agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited in connection with the listing of equity shares of the Company.

(v) "**Need to know"** means Price Sensitive Information disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(w) **"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 statutory modification thereof for the time being in force.

(x) "**Regulators**" shall mean The Securities and Exchange Board of India (Prohibition of Insider Trading/Regulations 2015 for the time being and from time to time in force.

(y) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof for the time being in force, except units of a mutual fund.

(z) "**SEBI"** means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992 and any modifications or amendments thereto for the time being in force.

(aa) "**Stock Exchange"** means Bombay Stock Exchange (BSE Limited) and National Stock Exchange of India Limited.

(bb) **Specified"** means specified by the Board of Securities and Exchange Board of India, in writing.

(cc) "**Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any

modifications or amendments thereto for the time being in force;

(dd) "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company and 'trade' shall be construed accordingly.

(ee) "**Trading Day"** means a day on which the recognized stock exchanges are open for trading;

(ff) "**Trading Window**" shall have the meaning assigned to it in Clause 7(a) of this Code;

(gg) "**Unpublished Price Sensitive Information**" means any information, relating to the 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) issue of securities or buy-back of securities
(iv) change in capital structure;
(v) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
(vi) changes in key managerial personnel; and
(vii) material events as listed in Clause 36 of the Listing Agreement

Words importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender and vice versa.

Words and expressions used in this Code but not defined herein shall have the meanings respectively assigned to them under the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act.

2. Powers, Duties and Responsibilities of the Compliance Officer

(a) The Company has appointed the person holding the position of **Company Secretary**, as the Compliance Officer for the purposes of this Code and the Regulations. The Compliance Officer shall make best endeavours to ensure compliance with, and effective implementation of, the Regulations and the Code by Specified Persons.

(b) The Compliance Officer shall report to the Board and in particular, shall provide report to the Chairman of the Audit Committee or to the Chairman of the Board, at such frequency, as may be stipulated by the Board. Further, the Compliance Officer shall, at all times, abide by any directions and instructions that may be issued by the Board.

(c) The Compliance Officer shall be responsible for:

(i) setting forth policies in consultation with the Chairman / Managing Director;
(ii) prescribing procedures in connection with the Code;
(iii) monitoring adherence to the rules specified in the Code for the preservation of Unpublished Price Sensitive Information;
(iv) pre-clearing approvals, either directly or through heads of various departments as decided by the Board, to dealings in the Company's Securities by the Designated Persons and Dependent and monitoring of such dealings;
(v) implementation of this Code under the overall supervision of the Board.

(d) The Compliance Officer shall maintain a record of all the Designated Persons and also changes to the list from time to time.

(e) The Compliance Officer shall maintain records of all declarations and disclosures received by him under the Code for a minimum period of five (5) years.

(f) The Compliance Officer shall be responsible for the approval of Trading Plans. The Compliance Officer shall also be responsible for notifying the Trading Plans to the stock exchanges on which Securities are listed

(g) The Compliance Officer shall maintain a record of trading window from time to time.

(h) The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and this Code.

(i) The Compliance Officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades

3. Responsibilities of Designated Persons and Connected Persons

(a) **Preservation of Unpublished Price Sensitive Information:** The Designated Persons and Connected Persons shall maintain confidentiality of all Unpublished Price Sensitive Information and shall not communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations..

(b) **Need to know**: Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall handle the same on a **"need to know"** basis. Unpublished Price Sensitive Information shall be disclosed only to those persons within the Company who need such information in furtherance of his / her legitimate purposes, performance of duties or discharge of legal obligations.

(c) **Limited access to confidential information**: Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall ensure that :

(i) files containing Unpublished Price Sensitive Information are kept secure;
(ii) computer files have adequate security of login through a password; and
(iii) follow the guidelines for maintenance of electronic records and systems as prescribed within the Company from time to time in consultation with the person in charge of the information technology function.

(d) **Communication to Media / Public :** The Compliance Officer shall be consulted in advance, before any communication is made to the media / public on behalf the Company, which may have impact on the price movement in the Company's scrip.

4. Restrictions on Designated Persons & Connected Persons

(a) No Designated Person and Connected Person shall –

(i) either on his own behalf, or on behalf of any other person, trade when in possession of any Unpublished Price Sensitive Information unless made in accordance with the Trading Plan as enumerated in this Code;
(ii) advice any person to trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that "advice" shall mean to include recommendations, communications or counseling.

(b) Each Designated Person and Connected Person shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the Securities of the Company on behalf of any Designated Person or Connected Person, unless such Designated Person or Connected Person is permitted to trade in the Securities of the Company in accordance with this Code.

5. Restrictions on opposite transactions and short selling

Contra Trade

(i) All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction ("**Contra Trade**"). All Designated Persons shall also not take positions in derivative transactions – if any, in the Securities [of the Company] at any time. This restriction on opposite trade shall not apply to ESOPs – if any, allotted to the Designated Persons provided the minimum period of holding is complied.
(ii) If a Designated Person intends to enter into a Contra Trade, such Contra Trade may be made only with prior approval of the Compliance Officer. The Compliance Officer while approving such exception, shall record in writing the reasons for which such exception was granted and why such exception would not be in violation of the Code or the Regulations.
(iii) In the event that a Contra Trade has been executed without prior approval of the Compliance Officer, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Short Selling

No Designated Person shall directly or indirectly sell any Security if such Designated Person (i) does not own the Security sold; or (2) owns the Security but does not deliver such Security against such sale within the acceptable settlement cycle ("short sale").

6. Chinese Walls

(i) Additionally, while dealing with or handling Unpublished Price Sensitive Information within the Company, the Company shall establish policies, procedures and physical arrangements (collectively "**Chinese Walls**") designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information, or the appearance thereof.

(ii) Chinese Walls shall be used to separate areas that have access to Unpublished Price Sensitive Information ("Insider Areas") from those who do not have such access ("Public Areas") within the Company.

(iii) Where Chinese Walls arrangements are in place Designated Persons working within an Insider Area are prohibited from communicating any confidential or Unpublished Price Sensitive Information to anyone in Public Areas without the prior approval of the Compliance Officer.

(iv) Designated Persons within a Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.

(v) A Designated Person may cross the Chinese Wall to enter the Insider Areas only with the prior approval of the Compliance Officer, and would be subject to all restrictions that apply to such areas.

(vi) The establishment of Chinese Walls does not mean or imply that Unpublished Price Sensitive Information can circulate freely within Insider Areas.

7. Trading Window

(a) Subject to sub-paragraph (b) below, the Compliance Officer may, in consultation with the Board, specify a trading period (hereinafter referred to as "the Trading Window") for dealing in the Securities PROVIDED THAT unless otherwise specified by the Compliance Officer, the Trading Window shall, subject to sub-paragraph (b) below, remain open for dealing in the Securities.

(b) Unless otherwise specified by the Compliance Officer, the Trading Window shall be:

i. closed at least 15 days prior to the end of financial year and 2 days after the pre-agreed Board meeting date at which Annual financial results are to be considered by the Board;

ii. in addition to above, closed at least 15 days prior to the 1st of April, the 1st of July, the 1st of October and the 1st of January of every year, and until 2 days after the declaration of the respective quarterly financial results are considered by the Board.

iii. *inter alia* closed 2 (two) days prior to and 2 days after:

- any intended announcements regarding amalgamation, mergers, takeovers and buy- back, disposal of whole or substantially whole of the undertaking, issue of Securities by way of public/ rights/bonus etc., any major expansion plans or execution of new projects,
- any changes in policies, plans or operations of the Company that could have a material impact on its financial performance, and

(c) The Trading Window shall remain closed during the time the Unpublished Price Sensitive Information remains un-published. The Trading Window shall be opened 48 hours after the Unpublished Price Sensitive Information is made public.

(d) All Designated Persons shall conduct, and cause their Dependents to conduct, their dealings in the Securities only when the Trading Window is open and no Designated Person or Dependents shall deal in any transaction involving the purchase or sale of the Securities of the Company during the periods when the Trading Window is closed, as referred to in sub-paragraph (b) above, or during any other similar period as may be specified by the Compliance Officer from time-to-time pursuant to sub-paragraph (a) above. It is the duty of the Designated Persons to inform the immediate relatives of the closure of the Trading Window and ensure that they do not deal in the Securities of the Company.

(e) The Designated Persons who participate in the Company's employee stock option plan ("ESOP"), if any, shall not sell the Securities allotted to them on exercise of their ESOPs when the Trading Window is closed PROVIDED HOWEVER THAT the exercise of by them of such ESOPs shall be permitted when the Trading Window is closed.

(f) In addition to the above, the Compliance Officer may in consultation with the Chairman / Managing Director, declare the Trading Window closed, on an "as-needed" basis for any reason.

(g) Despite the Trading Window being open, Designated Persons would only be allowed to trade subject to the conditions specified in Clause 9 below and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.

(h) The Trading Window shall also be applicable to any person having contractual or fiduciary relationship with the Company such as Auditors, Accountancy Firms, Law Firms, Analysts, Consultants etc., assisting or advising the Company.

8. Pre-clearance for dealings in Securities

(a) Applicability: Every Designated Person (including the Dependent) who intends to Trade in the Securities of the Company in a Calendar Quarter (either in one transaction or in a series of transactions) of a consideration price exceeding Rs. 5 Lakh for the Securities of the Company should obtain a prior approval for the transactions as per the procedure described hereunder. This is a mandatory requirement even when the Trading Window is open. A Designated Person shall

apply for pre-clearance only if he/she or his Dependent intends to trade beyond the threshold limits mentioned above.

Any Designated Person (including Dependent) who carries on any transaction or series of transaction to circumvent this clause shall be in violation of this Code.

(b) Pre-dealing Procedure: For the purpose of obtaining a pre-dealing approval, the concerned Designated Person shall make an application in the form specified in Annexure - 1 hereto to the Compliance Officer, who shall forward a copy of the same to the Managing Director. Such application should be complete and correct in all respects and should be accompanied by (i) an undertaking in the form specified in Annexure -2 hereto; and (ii) such other documents as may be prescribed by the Compliance Officer from time-to-time. The application for *pre-dealing* approval with enclosures shall be sent by the Designated Person through electronic mail to the address b.gururaj@in.abb.com followed by hard copies of the same.

9. Approval

(a) The Compliance Officer shall consider the application made as per paragraph 8(b) above and shall convey his approval / rejection to the same through electronic mail and forward a copy of the same to the Managing Director. The Compliance Officer shall be entitled to seek declarations to the effect that the Designated Person applying for pre-clearance is not in possession of any Unpublished Price Sensitive Information. The Compliance Officer shall also have the discretion to assess and decide as to whether such declarations are factually accurate.

The Compliance Officer shall convey his decision to the Designated Person within 7 Trading Days of receipt of the application. If the Compliance Officer does not respond within 7 Trading days, it shall be deemed to be a rejection of the application.

(b) Every such approval shall be issued in the form specified in Annexure -3 hereto. Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval.

(c) In the event of absence of the Compliance Officer, the Board may delegate performance of the duties and responsibilities referred to in this paragraph to any head of department of the Company.

(d) All transactions involving the Compliance Officer shall be approved by the Managing Director.

10. Completion of Pre-cleared Dealing

(a) All Designated Persons shall execute the pre-cleared deal in respect of the Securities of the Company not later than 1 (one) week from the date of the approval and send within 2 Trading Days of execution of the transaction, the details of such transaction, with the Compliance Officer in such format as may be prescribed by the Company from time to time as per **Form C.**

(b) If the pre-cleared deal is not executed by the concerned Designated Persons pursuant to the pre-dealing approval granted by the Compliance Officer within 1 (one) week of the date of such approval, the Designated Person shall not deal in such Securities without applying once again to the Compliance Officer for pre-clearance of the transaction covered under the said approval.

11. Holding Period

(a) All Designated Persons shall hold their investments in the Securities of the Company for a minimum period of 30 days in order to be considered as being held for investment purposes. This holding period shall also apply to subscription in the primary market and shall, in such case, commence when the Securities of the Company are actually allotted.

(b) In case the sale of Securities of the Company is necessitated by personal emergency, the holding period referred to above may be waived by the Compliance Officer after recording his reasons in this regard.

12. Trading Plan

(a) Designated Persons and Connected Persons shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out in accordance with such plan.

(b) The trading plan shall:–

(i) not entail commencement of **trading earlier than six (6) months** from the public disclosure of the plan;
(ii) not entail trading for the period between **the twentieth(20) trading day prior** to the last day of any financial period for which results are required to be announced by the Company 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.

(c) The Compliance Officer upon receipt of such trading plan, shall review the same to assess whether the plan would have any potential for violation of the Regulations. The Compliance Officer 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 trading plan.

(d) The Compliance officer will endeavor to approve the trading plan within seven (7) working days of receipt of the trading plan together with necessary undertakings and declarations.

(e) 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.

(f) The implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Designated Person / Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such an event, the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid violation of the Regulations.

(g) Upon approval of the trading plan, the Compliance Officer shall notify it to the stock exchanges on which the Securities of the Company are listed.

13. Disclosure of Interest and Declaration by Designated Persons / Connected Persons

(a) Initial Disclosure

- Every Promoter, Director, KMP and all Designated Persons shall disclose his / her holding of Securities of the Company as on 15th May 2015, within thirty (30) days thereafter as per **Form – A.**

- Every person on appointment as a Director or KMP of the Company or upon becoming a Promoter shall disclose his / her 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 as per **Form - B**.

(b) Continual Disclosure

- Every Promoter and Designated the Person of the Company shall disclose to the Company the number of the Securities of the Company acquired or disposed off, within 2 Trading Days of such transactions 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 Lacs or such other value as may be specified as per **Form –C**.

- Additionally, all Designated Persons shall furnish the following declarations, from time to time, as detailed below:
  (i) all holdings in Securities of the Company by Designated Persons at the time of joining the Company as per **Form B**.
  (ii) quarterly statements of any transactions in Securities of the Company (including trades where pre-clearance is required and those made in accordance with the Trading Plan) as per Annexure 5; and
  (iii) annual statement of all holdings in Securities of the Company as prescribed as per Annexure -6.

Note: The disclosures required to be made by any person under this Clause shall extend to such person's Dependants or any other person financially dependent on such person or any person who consults with such person while taking trading decisions. Additionally the disclosures requirements under this Clause would require to be made irrespective of the transaction being pre-approved or not.

(c) Disclosures by other Connected Persons

The Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations as per **Form –D.**

(d) Disclosure by Company to Stock Exchanges

The Company shall notify the particulars of such trading in Securities of the Company to the stock exchanges on which they are listed, within 2 Trading Days of receipt of the disclosure or from becoming aware of such information.

14. Penalty for Contravention

(a) Every Designated Person shall comply with, and cause his Dependant to comply with, the provisions of this Code.

(b) A Designated Person who violates this Code shall, in addition to any other action that may be taken by the Company under law, be subject to appropriate sanctions and disciplinary action by the Company, which may include freezing of wages / salary, suspension and termination of employment.

(c) The action taken by the Company against any Designated Person pursuant to sub-paragraph (b) above shall not preclude SEBI from taking any action for violation of this Code.

(d) In case it is observed by the Compliance Officer that there has been a violation of this Code by any Designated Person, the Compliance Officer shall forthwith inform the Board about the violation. The Compliance Officer shall also simultaneously inform SEBI about such violation.

15. Clarifications

For any queries concerning this Code, the Designated Persons may contact the Compliance Officer.

16. Amendments

The Board may, at any time, modify, alter or amend the provisions of this Code by giving notice of such modification, alteration or amendment to the Designated Persons.

17. Others

(a) Any two Directors and the Compliance Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. However, any major modification to the Code will require authorization by the Board.

(b) Where the Company engages a service provider who is a Connected Person, the head of the department of the Company which engages such Connected Person is responsible for communicating the requirements of this Code to such Connected Person & verify whether such Connected Person has a similar code of conduct applicable to its employees to prevent such persons from misusing Unpublished Price Sensitive Information of the Company , as well as the efficacy of implementation of such code by those Connected Persons.

18. Disclaimer

The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be Insiders for the purposes of this Code and the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of this Code or the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of this Code and the Regulations or other related laws.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8 of the Regulations]

1. Overseeing and co-coordinating disclosure:

(a) The Board shall identify a Senior Officer who would be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information ("Chief Investor Relations Officer") pursuant to this Code as required under the Regulations. In case no Chief Investor Relations Officer is appointed by the Board, the Compliance Officer shall be the Chief Investor Relations Officer and shall discharge and perform the relevant powers, duties and responsibilities of the Chief Investor Relations Officer hereunder.

(b) In case the Chief Investor Relations Officer is not the Compliance Officer, he shall report to, and abide by the directions and instructions issued by, the Managing Director and shall also co-ordinate with the Compliance Officer.

(c) The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-coordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating employees on disclosure policies and procedures.

(d) All disclosure/dissemination whatsoever of any information (save and except disclosure required to be made under any law (including the Regulations) or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Managing Director before disclosure / dissemination of such information.

(e) Should any disclosure / dissemination of information on behalf of the Company take place accidentally without the prior approval referred to above, the person responsible for such disclosure / dissemination shall forthwith inform the Chief Investor Relations Officer about such disclosure / dissemination, irrespective of whether such information is Price Sensitive Information or not.

2. Responding to Market Rumors

(a) The employees, officers and Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from Stock Exchanges or any regulatory authorities or from the press or media or from any other source to the Chief Investor Relations Officer.

(b) The Chief Investor Relations Officer shall, on receipt of requests as aforesaid, consult the Managing Director and respond to the same without any delay.

(c) The Chief Investor Relations Officer shall be responsible for deciding, in consultation with the Managing Director, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures PROVIDED THAT no disclosure in response to the queries/request shall be made by the Chief Investor Relations Officer when the Managing Director does not approve the same.

3. Timely reporting of shareholdings / ownership and changes in ownership

The Chief Investor Relations Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Listing Agreements and/or the Regulations and / or any other rules/regulations made under the Securities and Exchange Board of India Act, 1992 are made in a timely and adequate manner.

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

(a) No person, except those authorised by the Chief Investor Relations Officer /Compliance Officer or the Managing Director, shall disclose any information relating to the business activities of the Company to analysts and institutional investors.

(b) All Directors, officers and employees of the Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors: -

Sharing of information: The Directors, officers and employees of the Company, shall provide only public information to analysts and institutional investors. In case non-public information is proposed to be provided, the person proposing to provide such information shall consult the Chief Investor Relations Officer in advance. The Chief Investor Relations Officer shall, in such cases, ensure that that the information provided to the analyst or institutional investor as above is made public simultaneously with such disclosure.

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

Unanticipated questions may be noted and a considered response given later. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, a public announcement should be made before responding to the same.

(c) Recording of discussion:

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

(d) Simultaneous release of information:

Whenever the Company proposes to organize meetings with analysts, the Company shall issue a press release or post relevant information on its web site after every such meeting. The Company may also consider live web casting of analyst meets.

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

(e) Medium of disclosure/dissemination:

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

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

Compliance Officer: The Board at its meeting held on May 5, 2015 appointed Mr B Gururaj as Compliance Officer.

Chief Investor Relations Officer: The Board at its meeting held on May 5, 2015 appointed Mr T K Sridhar as Chief Investor Relations Officer.

This code is as approved by the Board at its meeting held on May 5, 2015.

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