HITACHI ABB

May 5, 2021

BSE Limited
P.J. Towers
Dalal Street
Mumbai 400 001
(Atten: DCS Listing)

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

Dear Sirs

Subject: Outcome of board meeting and Un-audited financial results pursuant to Regulation 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref : BSE Scrip: 543187 (POWERINDIA) NSE Symbol: POWERINDIA

The Board of Directors at their meeting held today, Wednesday, May 5, 2021 through video conferencing:

A. Approved the Unaudited Financial Results of the Company for the quarter ended March 31, 2021 pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

   The said Unaudited Financial Results together with the Limited Review report of M/S S.R. Batliboi & Associates LLP, Statutory Auditors dated May 5, 2021 are enclosed herewith.

   Compliance as required under Regulation 47 of the Listing Regulations will be complied.

   The above information is also made available on the website of the Company at: https://www.hitachiabb-powergrids.com/in/en.

B. Approved revision of "Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" approved by the Board of Directors of the Company, pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. Kindly refer enclosed code. The updated Code is available on the Company's website at: https://www.hitachiabb-powergrids.com/in/en

You are requested to take the same on record.

Thanking you.

Yours faithfully,
For ABB Power Products and Systems India Limited

Ajay Singh.

ABB POWER PRODUCTS AND SYSTEMS INDIA LIMITED

Ajay Singh
Chief Financial Officer
Encl:As above

HITACHI ABB

ABB Power Products and Systems India Limited
CIN: L31904KA2019PLC121597
Registered Office: 8th Floor, Brigade Opus 70/401, Kodigehalli Main Road Bengaluru 560092
Phone: +91 (80) 22041800; Website: https://www.hitachiabb-powergrids.com/in , Email: in-investorhelpdesk_appsil@hitachi-powergrids.com
Statement of unaudited financial results for the quarter ended 31/03/2021

Amount in Rs. Crores

	Particulars	3 months ended 31/03/2021	Preceding 3 months ended 31/12/2020	Corresponding 3 months ended 31/03/2020 in the previous year	For the year ended 31/12/2020
		Unaudited	(refer note 8 below)	Unaudited	Audited
1	**Revenue from operations**				
	(a) Sales / income from operations (refer note 9)	998.63	1,025.69	789.32	3,347.74
	(b) Other operating revenue	16.90	17.92	21.30	72.70
	Total revenue from operations	**1,015.53**	**1,043.61**	**810.62**	**3,420.44**
2	Other income	8.24	0.11	0.34	18.50
3	**Total income (1 + 2)**	**1,023.77**	**1,043.72**	**810.96**	**3,438.94**
4	**Expenses**				
	(a) Cost of raw materials and components consumed and project bought outs	523.48	505.18	394.14	1,726.62
	(b) Purchase of stock-in-trade	13.13	23.69	13.30	97.69
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(30.88)	39.66	(52.85)	(63.73)
	(d) Subcontracting charges	94.84	66.14	101.59	266.81
	(e) Employee benefits expense	97.30	92.21	97.95	369.41
	(f) Depreciation and amortisation expense	20.17	19.96	18.84	77.17
	(g) Finance costs	8.07	5.60	5.38	20.44
	(h) Other expenses	243.92	245.18	191.12	772.75
	Total expenses	**970.03**	**997.62**	**769.47**	**3,267.16**
5	**Profit before exceptional items and tax (3 - 4)**	**53.74**	**46.10**	**41.49**	**171.78**
6	Exceptional items				
	i. Demerger expenses (refer note 6 below)	-	2.93	1.81	7.43
	ii. Provision / (reversal) towards doubtful customer receivables (refer note 7 below)	-	(32.41)	-	28.07
7	**Profit before tax (5 - 6)**	**53.74**	**75.58**	**39.68**	**136.28**
8	**Tax expenses**				
	Current tax	13.05	25.62	9.20	60.12
	Deferred tax (credit) / charge	1.25	(5.00)	1.30	(23.64)
	Total tax expenses	**14.30**	**20.62**	**10.50**	**36.48**
9	**Profit for the period (7-8)**	**39.44**	**54.96**	**29.18**	**99.80**
10	**Other comprehensive income (OCI) (net of tax)**				
	Other comprehensive income / (expenses) not to be reclassified to profit or loss -				
	Remeasurement (losses) / gains on defined benefit plans	2.40	(1.46)	(5.79)	(8.07)
	Income tax effect	(0.60)	0.37	1.46	2.03
	Total other comprehensive income (net of tax)	**1.80**	**(1.09)**	**(4.33)**	**(6.04)**
11	**Total comprehensive income (9+10)**	**41.24**	**53.87**	**24.85**	**93.76**
12	Paid-up equity share capital (Face value per share - Rs 2/- each)	**8.48**	**8.48**	**8.48**	**8.48**
13	Reserves excluding revaluation reserves as per balance sheet	-	-	-	**924.04**
14	**Earnings per share ('EPS') (of Rs 2/- each) (not annualised except year end EPS)**				
	a) Basic (Rs)	**9.31**	**12.97**	**6.88**	**23.55**
	b) Diluted (Rs)	**9.31**	**12.97**	**6.88**	**23.55**
	See accompanying notes to the financial results				

S.R. Batliboi & Associates LLP Bengaluru

ABB Power Products and Systems India Limited BENGALURU

HITACHI ABB POWER GRIDS

Notes

1 The Statement of financial results for the quarter ended March 31, 2021 of the Company has been reviewed by the Audit Committee and recommended for approval to the Board and the Board approved the same at its meeting held on May 5, 2021.

2 The Statement of financial results for the quarter ended March 31, 2021 of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of Companies Act, 2013 ('The Act') read with the relevant rules thereunder and in terms of Regulation 33 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

3 The operating segment of the Company is identified to be "Power Grids", as the Chief Operating Decision Maker reviews business performance at an overall company level as one segment. Therefore, the disclosure as per Ind AS 108 "Operating segments" and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is not applicable to the Company.

4 The spread of COVID-19 has severely impacted businesses around the globe. In many countries, including India, there has been severe disruption to regular business operations due to lockdowns, disruptions in transportation, supply chain, travel bans, quarantines, social distancing and other emergency measures. The Company has evaluated its liquidity position and of recoverability and carrying values of its assets and has concluded that no material adjustments are required at this stage in the financial results.

5 During the year ended December 31, 2020, an open offer for acquisition of upto 10,595,419 fully paid equity shares of face value of INR 2/- each of the Company from Public Shareholders was made by ABB Switzerland Ltd ("Acquirer 1") along with Hitachi, Ltd. ("Acquirer 2"), Hitachi ABB Power Grids AG (previously named ABB Management Holding AG) ("PAC 1") and ABB Ltd ("PAC 2") and (along with PAC 1 the "PACs") acting in their capacity as persons acting in concert with the Acquirers.

As set out in the Letter of Offer dated September 2, 2020, while Hitachi, Ltd. had acquired indirect control over the Company on and from July 1, 2020, the ownership interest of 75% of equity shares of the Company was continued to be held by ABB Asea Brown Boveri Ltd, until the transfer of such ownership interest to Hitachi ABB Power Grids Ltd (majority shareholding of which is owned by Hitachi, Ltd.), as part of a delayed closing of the transaction in India. Such delayed closing and transfer of the 75% of equity shares of the Company to Hitachi ABB Power Grids Ltd took place on February 5, 2021.

179 Equity shares (0.0004% of paid up share capital) tendered in the open offer that concluded on Sep 2020 were acquired by ABB Switzerland Limited. Out of 179 shares tendered in the open offer, 1 share in physical form was transferred to ABB Switzerland Limited during Quarter ended December 31, 2020. The said Equity share is held in physical form as on March 31, 2021 which is due to be converted into demat form and credited into demat account of ABB Switzerland Limited.

Pursuant to the Open Offer concluded on September 30, 2020, the public shareholding is 1,05,95,240 equity shares equivalent to 24.9996% of the total paid up capital of the Company.

6 Demerger expenses pertains to professional charges and other expenses incurred pursuant to the scheme of demerger and has been disclosed as an exceptional item in the periods in which the same was incurred.

7 During the quarter ended December 31, 2020, the Company had realised receivables in respect of certain old, slow moving contracts and accordingly reversed the provision aggregating to Rs 32.41 Crores out of the total provision of Rs 60.48 Crores made in the quarter ended September 30, 2020. This has been disclosed as an exceptional item in the financial results for the quarter and year ended December 31, 2020.

8 The figures of last quarter of previous year are the balancing figures between the audited figures for the full financial year and the published unaudited year to date figures for the nine months ended September 30, 2020 of the previous year.

9 The consortium of the Company and state-owned engineering firm Bharath Heavy Electricals Limited had won the Rp-800 order from Power Grids Corporation of India Limited during 2016. During the quarter ended March 31, 2021, the Company, substantially completed its portion of the contract and have accordingly determined its final cost and revenue estimates.

For ABB Power Products and Systems India Limited

Venu Nuguri
Managing Director & CEO
DIN: 07032076

Place : Bengaluru
Date : May 5, 2021

ABB Power Products and Systems India Limited BENGALURU

S.R. Batliboi & Associates LLP Bengaluru

S.R. Batliboi & Associates LLP
Chartered Accountants

12th Floor
UB City Canberra Block
No. 24 Vittal Mallya Road
Bengaluru 560 001. India
Tel : +91 80 6648 9000

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
ABB Power Products and Systems India Limited

1. We have reviewed the accompanying statement of unaudited financial results of ABB Power Products and Systems India Limited (the "Company") for the quarter ended March 31, 2021 and year to date from January 01, 2021 to March 31, 2021 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE)2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India, This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement, A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

S.R. Batliboi & Associates LLP Bengaluru

5. The comparative Ind AS financial information of the Company for the corresponding quarter and period ended March 31, 2020, included in these Ind AS financial results, were reviewed by the predecessor auditor who expressed a modified conclusion on that financial information on April 30, 2020.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

Sandeep Karnani

per Sandeep Karnani
Partner
Membership No.: 061207
UDIN:21061207AAAACA2148
Place: Bengaluru
Date: May 05, 2021

S.R. Batliboi & Associates LLP
Bengaluru

ABB POWER PRODUCTS AND SYSTEMS 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 POWER PRODUCTS AND SYSTEMS INDIA LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS 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 a company and to strengthen the legal framework thereof, 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 came 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 provide that every listed company shall frame (a) Code of Conduct, to regulate, monitor and report trading by its designated persons and immediate relatives of designated 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 designated persons and immediate relatives of designated persons of ABB Power Products and Systems India Limited ("**Company**") and (b) the code of practices and procedures for fair disclosure of unpublished price sensitive information, as provided for under the Regulations. All Designated Persons and immediate relatives of designated persons, as defined in the Code shall be governed by this Code and is provided in Annexure A to this code.

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) "**Audit Committee**" means the audit committee of the Board;

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

(d) **"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.

(e) "**Chinese Walls**" shall have the meaning assigned thereto in paragraph 6(i) of this Code.

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

(g) **"Company"** means ABB Power Products and Systems India Limited.

(h) "**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.

(i) **"Compliance Officer"** means any senior officer so designated and 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 in the Regulations under the overall supervision of the Board.

For the purpose of this definition, "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.

(j) "**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 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 (1)(j)(i); or

(b) a holding company or associate company or subsidiary company of the 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.

Immediate Relative or banker of the Company, has more than ten per cent, of the holding or interest.

(k) "**Contra Trade**" shall have the meaning assigned to it in paragraph 5(i) of this Code.

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

(i) Directors of the Company;

(ii) Employees of the Company in management category who would have or may reasonably be expected to have access to Company's Unpublished Price Sensitive Information i.e.,
(a) All members of the Country Management Committee (CMC); (b) Company Secretary and employees in Company Secretarial function; (c) Secretaries/Assistants to CMC Members; (d) Key employees in Corporate Finance function who would on the basis of their role and function in the Company directly or indirectly have or may reasonably be expected to have access to Unpublished Price Sensitive Information and (e) Key employees in Corporate Communication function who would on the basis of their role and function in the Company directly or indirectly have or may reasonably be expected to have access to Unpublished Price Sensitive Information. The Compliance Officer in consultation with the Managing Director may modify the list of employees as and when changes occur;

(iii) Employees upto two levels below the Chief Executive Officer/ Managing Director of the Company and its material subsidiaries;

(iv) Statutory Auditors i.e. signing Partner and others who are involved in assurance assignment with the Company's financial results/accounts;

(v) Key employees of the Company and its material subsidiaries:

(vi) All promoters of the Company;

(vii) Any support staff of the Company such as IT staff or secretarial staff who have access to Unpublished Price Sensitive Information;

(viii) Such other persons as may be specified by the Board in consultation with the Compliance Officer; and

(ix) Any person designated as such by the Compliance Officer from time to time in consultation with the Managing Director in line with the objectives of the Code.

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

(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 paragraph 7(e) of this Code.

(p) **"Generally Available Information"** means information that is available/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) "**Informant**" shall have the meaning assigned to it under the Regulations or any statutory modification thereof for the time being in force.

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

i) a Connected Person; or

ii) in possession of or having access to Unpublished Price Sensitive Information (UPSI)

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

(u) **"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.

(v) "**Legitimate Purpose**" shall include sharing of the UPSI in relation to the following:

(i) sharing of information in the ordinary course of business;

(ii) sharing of information in performance of duty(ies);

(iii) sharing of information in discharge of legal obligation(s);

(iv) sharing of information upon a, subpoena, direction or order of a court or tribunal of competent jurisdiction;

(v) sharing of information pursuant to any requirement of legal process, regulation or governmental order, decree in compliance with applicable laws, rules or regulations;

(vi) sharing of information with auditors viz. internal auditors, statutory auditors, cost auditors, tax auditors or secretarial auditors in relation to audit or for obtaining any certifications or any other services

(vii) sharing the information with partners, customers, collaborators and suppliers on a need to know basis for entering into contracts or other business prospects which necessitates the same;

(viii) sharing of information for the purposes of obtaining regulatory licenses and approvals.;

(ix) sharing of information for the purpose of obtaining various credit facilities or loans, giving guarantees or providing security from/to banks, financial institutions or other lenders;

(x) sharing of information with merchant bankers including their counsels and advisors in relation to issue of any Securities, debentures, American Depository Receipts/Global Depository Receipts, convertible instruments, or Qualified Institutional Placements

(xi) sharing of information with legal advisors or counsel on a need to know basis in relation to any litigation, representations or registering of any intellectual property rights or in relation to obtaining any opinion or advisory services.;

(xii) sharing of information with consultants on a need to know basis in relation to obtaining any opinion or advisory services.;

(xiii) sharing of information with insolvency professionals or other advisors or consultants on a need to know basis in any other important matters of the Company; and

(xiv) sharing of information arising out of business requirements such as acquisitions, mergers, divestments, rights issue or any other transaction(s)/ corporate action(s) where an insider (s) needs to share information with the promoters /controlling shareholders or other persons for the implementation of transaction.;

(xv) possible investment/disinvestment in a new venture/existing undertaking;

(xvi) any event or information as prescribed under Part A of Schedule III under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time; and

(xvii) any other purpose as the Board may determine for sharing of information on need to know basis depending upon the transaction.

Provided that, sharing of Unpublished Price Sensitive Information as aforesaid shall not be carried out to evade or circumvent the prohibitions laid down under the Regulations.

(w) "**Material Financial Relationship**" 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 from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions.

(x) "**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.

(y) **"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 statutory modification thereof for the time being and from time to time in force.

(z) "**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 statutory modification thereof for the time being and from time to time in force.

(aa) "**Regulations**" 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.

(bb) **"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 and from time to time in force, except units of a mutual fund.

(cc) "**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.

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

(ee) "**Specified"** means specified by SEBI, in writing.

(ff) **"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;

(gg) "**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.

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

(ii) **"Trading Plan"** shall mean a trading plan formulated by a Designated Person and presented to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on behalf of Designated Person in accordance with such plan**.** The Trading Plan shall comply with the requirement of paragraph 12 (b);

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

(kk) "**Unpublished Price Sensitive Information**" (**UPSI**) 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 include, without restriction, 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; and
(vi) changes in KMP.

(ll) "**Voluntary Information Disclosure Form**" shall have the meaning assigned to it under the Regulations or any statutory modification thereof for the time being and from time to time in force.

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 Regulations, Securities and Exchange Board of India Act, 1992 for the time being and from time to time in force, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act 2013, for the time being and from time to time in force.

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.

(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 but not less than once in a year.

(c) The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

Further, the Compliance Officer shall, at all times, abide by any directions and instructions that may be issued by the Board.

(d) The Compliance Officer shall be responsible for:

(i) setting forth policies in consultation with the Managing Director;
(ii) prescribing procedures in connection with the Code;
(iii) monitoring of adherence to the rules specified in the Code for preservation of Unpublished Price Sensitive Information;
(iv) monitoring trades of Designated Persons and their Immediate Relatives;
(v) identify the persons who shall be regarded as Designated Persons to be covered by the Code, including those mentioned under Regulation 9(4), on the basis of their role and function in the organization including access to UPSI by virtue of that role and function in addition to seniority and professional designation.
(vi) pre-clearing approvals for dealings in the Company's Securities by the Designated Persons and Immediate Relatives and monitoring of such dealings;
(vii) implementation of this Code under the overall supervision of the Board.

(e) The Compliance Officer shall maintain a record (in electronic form) of all the Designated Persons names, of such persons or entities as the case may be with whom UPSI is shared and also changes to the list from time to time.

(f) 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.

(g) 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

(h) The Compliance Officer shall maintain a record of Trading Window from time to time.

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

(j) Placing of status reports before the Audit committee, detailing dealings in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-dealing procedure prescribed under the Code on an annual basis.

3. Responsibilities of Designated Persons and Immediate Relatives of Designated Persons

(a) **Preservation of Unpublished Price Sensitive Information:** The Designated Persons and Immediate Relatives of Designated 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**: All Unpublished Price Sensitive Information shall be handled within the Company on a need-to-know basis and Designated Persons and Immediate Relatives of Designated 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 Legitimate Purposes, performance of duties or discharge of legal obligations.

(c) **Limited access to confidential information**: Designated Persons and Immediate Relatives of Designated 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 and Immediate Relatives of Designated Persons

(a) No Designated Person and Immediate Relatives of Designated Persons 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 counselling.

(b) Each Designated Person and Immediate Relative of Designated Persons 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 Immediate Relatives of Designated Persons, unless such Designated Person or Immediate Relatives of Designated Persons is permitted to trade in the Securities of the Company in accordance with this Code.

(c) Designated Persons/Insiders shall not, directly or indirectly, –

A. Trade in Securities of the Company when in possession of UPSI;

B. Provided that the restriction in (c) above shall not apply to:

i. a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of Regulation 3(3) of the Regulations and both parties had made a conscious and informed trade decision;

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

iii. a transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;

iv. a transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations; and

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. Trades pursuant to a Trading Plan set up in accordance with this Code of Conduct.

The transactions above shall be reported to the Company as provided under the Regulations.

5. Restrictions on opposite transactions and short selling

Contra Trade

(a) 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 be applicable for trades pursuant to exercise of Employees stock option plan (ESOP).

(b) 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.

(c) 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.

(d) It is clarified that restrictions on Contra Trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.

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

(a) While dealing with or handling Unpublished Price Sensitive Information within the Company, the Company shall establish norms for appropriate Chinese Walls procedures and processes for permitting any Designated Person to cross the wall (collectively "**Chinese Walls**") designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information, or the appearance thereof.

(b) 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.

(c) 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.

(d) Designated Persons within a Chinese Wall shall 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.

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

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

(g) Appropriate records of all wall crossings will be maintained. Further, the Compliance Officer should be informed of all instances wherein a person has wall-crossed (at the time of such wall – crossing), so as to enable the Compliance Officer to maintain appropriate records in this regard. The Compliance Officer shall duly record reasons for crossing the wall in writing. Such persons shall be made aware of the duties and responsibilities attached to the receipt of Unpublished Price Sensitive Information, and the liability that attaches to misuse or unwarranted use of such information.

7. Trading Window

(a) Designated Persons may execute trades subject to compliance with the Regulations. 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 subparagraph (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 the 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 Immediate Relatives to conduct, their dealings in the Securities only when the Trading Window is open and no Designated Person or Immediate Relatives 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) Designated Person shall not, directly or indirectly, –

A. Trade in Securities of the Company when the trading window is closed;
B. Provided that the restriction in (e) above shall not apply to:

i. a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of Regulation 3(3) of the Regulations and both parties had made a conscious and informed trade decision;

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

iii. transaction is carried out in pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;

iv. the transaction undertaken is in pursuant to the exercise of employee stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations; and

v. Trades pursuant to a Trading Plan set up in accordance with this Code of Conduct.

vi. in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board.

vii. transactions which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

The transactions above shall be reported to the Company as provided under the Regulations.

(f) 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.

(g) 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.

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

(i) The gap between clearance of accounts by Audit Committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

(j) It is clarified that Trading Window norms shall not be applicable for trades carried out in accordance with an approved Trading Plan

8. <u>Pre-clearance for dealings in Securities</u>

(a) <u>Applicability:</u> Every Designated Person (including the Immediate Relatives) 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 Lakhs 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 Immediate Relative/s intend/s to trade beyond the threshold limits mentioned above. However, pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan.

Any Designated Person (including Immediate Relatives) who carries on any transaction or series of transaction to circumvent this paragraph 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 *predealing* approval with enclosures shall be sent by the Designated Person through electronic mail to the address insider.trading@hitachi-powergrids.com followed by hard copies of the same.

(c) 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.

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 (seven) working days of receipt of the application. If the Compliance Officer does not respond within 7 working 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 7 (Seven) Trading days 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 7 (Seven) trading days from the date of the approval and send within 2 (two) Trading Days of execution of the transaction, the details of such transaction, to 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 7 (seven) trading days of the date of such approval, then the Designated Person shall notify the Compliance Officer of such decision as per the format set out in **Annexure - 6**, and shall not deal in such Securities without applying once again to the Compliance Officer for preclearance 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 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. 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.

(d) The Compliance Officer shall endeavor to approve the Trading Plan within seven (7) working days of its receipt 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) Provided that the implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive information in possession of the Designated person/at the time of its formulation 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.

(h) In case of the absence of the Compliance Officer, the Trading Plan shall be presented to the Managing Director for approval.

13. <u>Disclosure of Interest and Declaration by Designated Persons</u>

(a) Initial Disclosure

- Every Promoter, member of Promoter Group, Director, KMP and all Designated Persons shall disclose his / her holding and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions of Securities of the Company, as on the date of this Regulation taking effect, to the Company within thirty (30) days of this Regulation taking effect as per **Form – A.**

- Every person on appointment as a Director or KMP or Designated person of the Company or upon becoming a Promoter or a member of the Promoter Group shall disclose his / her holding of securities of the Company as on the date of appointment or becoming a Promoter of the Company within seven (7) days of such appointment or becoming a Promoter as per **Form – B**.

(b) Continual Disclosure

- Every Promoter, member of the Promoter Group, Director and Designated Person 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**.

- The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

- The above disclosures shall be made in such form and such manner as may be specified by SEBI from time to time

- 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 was required or not required and those made in accordance with the Trading Plan) as per **Annexure – 4**; and
  (iii) annual statement of all holdings in Securities of the Company as prescribed as per **Annexure – 5**.

  <u>Note</u>: The disclosures required to be made by any person under this paragraph

shall extend to such person's Immediate Relatives 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 paragraph 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. Protection of Informants that submit a Voluntary Information Disclosure Form

In the event any Informant, who is an employee of the Company, submits a Voluntary Information Disclosure Form to SEBI in accordance with Chapter IIIA of the Regulations, the Company shall not discharge, terminate, demote, suspend, threaten, harass, directly or indirectly or discriminate against such employee irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under the Regulations, by reason of:

(i) filing a Voluntary Information Disclosure Form under the Regulations;
(ii) testifying in, participating in, or otherwise assisting or aiding the Board in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
(iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

For the purposes of this paragraph, 'employee' shall mean any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

15. Disclosures by Designated Persons

Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

(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.

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis.

16. Process for bringing persons 'inside' on sensitive transactions

(a) The Compliance Officer in consultation with Managing Director of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).

(b) A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants. for a Legitimate Purpose.

(c) Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of Unpublished Price Sensitive Information shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons:

(i) to make aware to such person that the information shared is or would be confidential;
(ii) to instruct such person to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations; and
(iii) to make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

17. Internal Control Systems

The Managing Director/ Compliance Officer of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in this Code and the Regulations to prevent insider trading.

The internal controls shall include the following:

(a) Unpublished Price Sensitive Information shall be identified and steps shall be taken for ensuring confidentiality of such Unpublished Price Sensitive Information as required under the Regulations;
(b) adequate restrictions shall be put in place on communication or procurement of Unpublished Price Sensitive Information as required under the Regulations;
(c) a list shall be maintained of all employees and other persons with whom Unpublished Price Sensitive Information is shared and necessary confidentiality agreements shall be signed or appropriate notices shall be served on such persons;
(d) all other relevant requirements specified under these Regulations shall be complied with; and
(e) the internal controls shall be periodically reviewed. The Audit Committee shall review compliance with the provisions of this Code and the Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

18. Identification of Unpublished Price Sensitive Information and maintaining its confidentiality

All the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of this Code and the Regulations. Policy and procedure for inquiry in case of leak or suspected leak of UPSI is provided in Annexure B to this code.

19. Whistle-blower policy

The Company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of Unpublished Price Sensitive Information.

20. Structured Digital database

The Company shall maintain a structured digital database for maintaining the nature of unpublished price sensitive information and the names of persons or entities with whom information has been shared under Regulation 3 of the Regulations and the names of such persons who have shared the information along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such digital database shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database.

21. Penalty for Contravention

(a) Every Designated Person shall comply with, and cause his Immediate Relatives 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 SEBI under law, be subject to appropriate sanctions and disciplinary action by the Company, which may include freezing of wages / salary, recovery, clawback, suspension and termination of employment, etc. The amount so collected shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

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

(d) In case it is observed by the Compliance Officer that there has been a violation of this Code by any Designated Person or any Immediate Relative of a Designated Person, the Compliance Officer shall promptly inform the Chairman of Audit Committee and Managing Director. Consequent to the conduct of inquiry, the penal action will be initiated on obtaining suitable directions from the Chairman of Audit Committee and Managing Director. The Compliance Officer shall inform the Stock Exchanges about such violation in the format prescribed by SEBI from time to time.

(e) The Company shall maintain a database of the violation of code of conduct by designated persons and Immediate Relatives of Designated Persons that would entail initiation of appropriate action against them.

(f) Where there is a violation by the Compliance Officer, the Managing Director or the Chief Finance Officer of the Company shall perform the functions of the Compliance Officer.

22. Clarifications

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

23. 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.

24. 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.

25. Disclaimer

The Code is the internal policy of the Company to prevent Designated Persons and Immediate Relatives of Designated Persons from engaging in insider trading. It is however the responsibility of each Designated Person and to ensure compliance by it and the Immediate Relatives of designated person with the provisions of this Code or the Regulations and other related laws. The Company or its Board shall not be responsible or liable for any violation or contravention by any Designated Person or Immediate Relatives of Designated Persons, of this Code and the Regulations or other related laws.

In case of a conflict or inconsistency between the provisions of this Code and the Regulations, the Regulations shall supersede and prevail to the exclusion of the conflicting or inconsistent provision.

Annexure A

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

[Under Regulation 8 of the Regulations]

Company believes in timely, uniform and adequate disclosure of Unpublished Price Sensitive Information as per the statutory framework. All unpublished price sensitive information shall be handled only on a need to know basis.

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 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 Rumours

(a) The employees, officers and Directors of the Company shall promptly direct any queries or requests for verification of market rumours 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 rumours 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 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.

5. Need to know basis

The Chief Investor Relations Officer shall ensure handling of all UPSI on a need-to-know basis.

6. Determination of Legitimate Purpose

The term "**legitimate purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with Directors, employees, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants or statutory authorities or other entities, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.
'

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations and not to trade in securities of the Company when in possession of unpublished price sensitive information and for the said purpose the Company shall execute agreement with such insider(s).

The Insider sharing the Unpublished Price Sensitive Information to others in furtherance of legitimate purposes, performance of duties or discharge of legal obligation and in ordinary course of business shall enter the following information on the digital database maintained by the Company pursuant to provisions of Regulation 3(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended:

1. Name of the Person sharing the information along with employee number.

2. Brief description of the nature of information shared.

3. Purpose of sharing the information.

4. Name, designation and organization of the Person to whom the information is shared.

5. PAN or any other identifier authorized by law of the Person to whom the

information is shared.

6. Date and time of sharing the information.

Legitimate Purpose shall include sharing of the Unpublished Price Sensitive Information in relation to the following:

(i) sharing of information in the ordinary course of business;
(ii) sharing of information in of performance of duty(ies);
(iii) sharing of information in discharge of legal obligation(s);
(iv) sharing of information upon ,a subpoena, direction or order of a court or tribunal of competent jurisdiction;
(v) sharing of information pursuant to any requirement of legal process, regulation or governmental order, decree in compliance with applicable laws, rules or regulations;
(vi) sharing of information with auditors viz. internal auditors, statutory auditors, cost auditors, tax auditors or secretarial auditors in relation to audit or for obtaining any certifications or any other services ;
(vii) sharing of information with partners, customers, collaborators and suppliers on a need to know basis for entering into contracts or other business prospects which necessitates the same;
(viii) sharing of information for the purposes of obtaining regulatory licenses and approvals;
(ix) sharing of information for the purpose of obtaining various credit facilities or loans, giving guarantees or providing security from/to banks, financial institutions or other lenders;
(x) sharing of information with merchant bankers including their counsel and advisors . in relation to issue of any securities, debentures, American Depository Receipts/Global Depository Receipts, convertible instruments, or Qualified Institutional Placements;
(xi) sharing of information with legal advisors or counsels in relation to any litigations, representations or registering of any intellectual property rights or in relation to obtaining any opinion or advisory services;
(xii) sharing of information with consultants on a need to know basis in relation to obtaining any opinion or advisory services
(xiii) sharing of information with insolvency professionals or other advisors or consultants on a need to know basis in any other important matters of the Company; and
(xiv) sharing of information arising out of business requirements such as acquisitions, mergers, divestments, rights issue or any other transaction(s)/ corporate action(s) where an insider (s) needs to share information with the promoters /controlling shareholders or other persons for the implementation of transaction.
(xv) possible investment/disinvestment in a new venture/existing undertaking;
(xvi) any event or information as prescribed under Part A of Schedule III under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time; and
(xvii) any other purpose as the Board may determine for sharing the information on a need to know basis depending upon the transaction into question.

Provided that, such sharing of Unpublished Price Sensitive Information as aforesaid shall not be carried out to evade or circumvent the prohibitions laid down under the Regulations.

Compliance Officer: The Board at its meeting held on November 22, 2019 appointed Mr Poovanna Ammatanda as Company Secretary and Compliance Officer wef December 2, 2019.

Chief Investor Relations Officer: The Board at its meeting held on May 5, 2021 appointed Mr. Ajay Singh as Chief Investor Relations Officer.

This Code is as approved by the Board at its meeting held on February 28, 2020 and further amended in the Board meeting held on February 8, 2021 and May 5, 2021.

Annexure B

POLICY FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[*Under Regulation 9A of Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015*]

1. Background

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (**"the Regulations"**) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

2. Applicability

This Policy shall be applicable with immediate effect.

3. Scope

This Policy deals with-

a) Formulating procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of UPSI.
b) Strengthening the internal control system to prevent leak of UPSI.
c) Penalizing any insider who appears to have found guilty of violating this policy.

4. Definitions

The definitions of some of the key terms used in the Policy are given below. Capitalised terms are not defined herein shall have the meaning assigned to them under the Code/(**"the Regulations"**) .

"Leak of UPSI" means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.

"Suspect" means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

"Whistle Blower" means a person making a disclosure under the Whistle Blower Policy.

"Working days" means working days of the Company.

5. Procedure for inquiry in case of Leak or suspected Leak of UPSI

a) Source of information relating to leak of UPSI

The Compliance Officer may on becoming aware suo moto or on receipt of a written intimation of leak or suspected leak of UPSI from:

- the Suspect
- any other person, including employees of the Company
- regulators

follow the below mentioned procedure in order to inquire and/or investigate the matter.

b) Preliminary Inquiry:

The object of preliminary inquiry is fact-finding, to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to initiate further investigation/inquiry.

The Compliance Officer shall forthwith forward such intimation to Head of Integrity to conduct a preliminary inquiry. The said inquiry shall be completed within 7 working days from the date of receipt of such intimation and report thereof shall be circulated to the Compliance Officer for further circulation to Chairman of Audit Committee and Managing Director.

c) Intimation of Leak or suspected Leak of UPSI

If in the opinion of Chairman of Audit Committee and Managing Director, if the preliminary inquiry report warrants further investigation, the same shall be submitted to Inquiry Committee for detailed investigation.

d) Inquiry Committee

Inquiry Committee shall consist of the following persons -

- Head of Integrity
- Compliance Officer
- Any other person(s) nominated by Chairman of Audit Committee and/or Managing Director

If any member of Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and other members of Inquiry Committee should deal with the matter on hand.

e) Investigation by Inquiry Committee

Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation. The said investigation shall be completed within 30 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee's investigation report shall be submitted to the Chairman of Audit Committee and Managing Director immediately.

6. Powers of the Inquiry Committee

For purpose of conducting inquiry, the Inquiry Committee may:

a) call upon

- such employees/individuals to seek clarification or information pertaining to the leak.
- persons / members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
- persons involved in the consolidation of the figures for the financial results.
- persons involved in the preparation of board notes and presentations.
- persons involved in dissemination of information relating to financial results in the public domain.
- any other persons who had access to the information.
- any market intermediaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.

b) at its discretion, invite external investigators/experts.

c) take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.

d) keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.

e) notify the Suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence.

f) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

7. Consequences of non-compliance

a) On receipt of report of Inquiry committee, the Compliance Officer shall forthwith forward such report to Chairman of Audit Committee and Managing Director.

b) The disciplinary action against Suspect may be taken within 15 working days from receipt of investigation report by Chairman of Audit Committee and Managing Director.

c) The disciplinary action may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Chairman of Audit Committee and Managing Director.

8. Reporting

The details of inquiries made, and results of such inquiries shall be reported to the Audit Committee and Board of Directors of the Company at its next meeting.

Further, the Company shall inform SEBI of such leaks, inquiries and results of such inquiries.

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: ABB POWER PRODUCTS AND SYSTEMS INDIA LIMITED

ISIN of the company: INE07Y701011

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/Directors/Immediate Relative to/others, etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

FORM B

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

Name of the company: ABB POWER PRODUCTS AND SYSTEMS INDIA LIMITED

ISIN of the company: INE07Y701011

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

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

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

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

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

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

Name &
Signature:

Designation:

Date:

Place:

Form C

SEBI (Prohibition of Insider Trading) Regulation 2015

Regulation 7(2) read with Regulation 6(2)-Continual disclosure

Name of the company: ABB POWER PRODUCTS AND SYSTEMS INDIA LIMITED

ISIN of the company: INE07Y701011

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoter/Member of Promoter group/ Designated person/ Directors/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify		Date of intimation to Company	Mode of acquisition/ disposal (on market/public/rights/preferential offer/off market/Inter se transfer, ESOPs, etc	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No	Value	Transaction type (Purchase/sale/ pledge/Revocation/Invocation/ Others- please specify)	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

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

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

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

Name & Signature:

Designation:

Date:

Place:

FORM D

SEBI (Prohibition of Insider Trading) Regulation 2015
Regulation 7(3) -Transactions by Other connected persons as identified by the Company

Name of the company: ABB POWER PRODUCTS AND SYSTEMS INDIA LIMITED

ISIN of the company: INE07Y701011

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

Name, PAN, CIN/DIN & Address with contact nos. Of other connected persons as identified by the Company	Connection with Company	Securities held prior to acquisition/disposal		Securities acquired/disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares specify		Date of intimation to Company	Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/Inter se transfer, ESOPs, etc	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No	Value	Transaction type (Purchase/sale/pledge/Revocation/Invocation/Others-please specify)	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

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

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

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

Name &
Signature:

Date:

Place:

ANNEXURE - 1
APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer
ABB Power Products and Systems India Limited
Bangalore

Dear Sir/Madam,

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

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for prevention of Insider Trading, I seek approval to purchase / sale / subscription of _____ Equity shares/ stock derivatives of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of Securities held as on date	
4	Folio No. / DPID/ Client Id	
5	The Proposal is	
	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 (if off market	
9	Current Market Price (as on date of application)	
10	Whether the proposed transaction will be through	
	stock exchange or off –market	
11	Folio No/ DPID/CLID where the securities will be	
	credited /debited – (applicable for off market)	
12	Stock Derivative- lot size as notified given by exchanges	
	a) Stock Future – Price & Expiry Date	
	b) Stock Option-Put/ Call, Strike price & Expiry Date	

I enclose herewith the Undertaking signed by me.

Yours faithfully,

_____

(Signature of Designated Person)

NOTE: This application has to be necessarily submitted through electronic mail at the dedicated e-mail id insider.trading@hitachi-powergrids.com followed by a hard copy.

ANNEXURE - 2
(On Stamp Paper of Rs.100)
UNDERTAKING THAT SHOULD ACCOMPANY THE APPLICATION FOR PRE-DEALING

Date:

To,
ABB Power Products and Systems India Limited
Bangalore

Dear Sir/Madam,

Sub: Undertaking for application for Pre-dealing

I, _____, residing at_____, am a Director / Designated Person of ABB Power Products and Systems India Limited ("the Company").

I declare that I do not have any access and have not received or had access to any Unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for Prevention of Insider Trading ("the Code")] upto and including the date of this Undertaking.

I shall, in case I have access to, or receive, any Unpublished Price Sensitive Information after the date hereof, but before execution of the transaction referred to in my application dated _____, inform the Compliance Officer of the change in my position and completely refrain from dealing in the Securities (as defined in the Code) till the time such Unpublished Price Sensitive Information becomes public.

I declare that I have not contravened any provision of the Code or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action thereunder, in case the above declarations are found to be misleading or incorrect in any respect.

I hereby agree to indemnify and keep the Company, its Directors and Officers indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of contravention by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Code prescribed by the Company.

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

(Signature of Director / Designated Person)

Name:

Date:

ANNEXURE 3

PRE-DEALING APPROVAL LETTER

Date:

Approval No:_____ of _____
To,

Mr./Mrs. _____

Emp No.: _____

Designation: _____

Dear Mr./Ms. ……

Sub: RE-DEALING APPROVAL/DISAPPROVAL -Your application dated _____

With reference to your above application seeking approval for undertaking transactions in Securities of the Company as detailed therein, please be informed that you are hereby authorised/not authorised to execute the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations, indemnities and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. for 7 trading days). If you do not execute the approved transaction/deal on or before this date you would have to seek fresh pre-dealing approval before executing the same.

Your faithfully,
For ABB Power Products and Systems India Limited

Compliance Officer

ANNEXURE 4
DISCLOSURE OF PARTICULARS BY DIRECTORS/ DESIGNATED PERSONS

Internal use
Recd date and time:
Sign:

Date:

To
The Compliance Officer,
ABB Power Products and Systems India Limited
Bangalore

Dear Sir,

Sub: Disclosure of particulars by Directors/designated persons

My personal details are as under:

NAME OF DIRECTOR / DESIGNATED PERSON _____

EMPL.NO._____ GRADE _____ DEPARTMENT _____

LOCATION _____ DATE OF APPOINTMENT _____

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following Immediate Relatives (including Material Financial Relationship persons):

Sr. No.	Name of the Immediate Relatives	Relationship with Director/ Designated Person

I hereby declare that I/my Immediate Relatives:

-do not hold any Equity shares of the Company as on date

-hold _____ equity shares of the Company as per details given below:

Name and address of Promoter/ Member of Promoter group/ Designated person/ Directors/ immediate relative /others etc.	Date of assuming office/ becoming designated person	No & % of shares/voting rights held at the time of becoming Director/Designated person Folio no_____ or DP id :_____/Client ID _____ and Date of receipt of allotment/ advice/ Date of acquisition /disposal (specify)	No & % of shares /voting rights held on the date here of	Date of intimation to Company	Mode of acquisition/disposal (on market/public/ rights/preferential offer/off market/Inter se transfer, ESOPs, etc)	Trading member through whom the trade was executed with SEBI Registration number of the TM (if applicable)	Exchange on which the trade was executed (if applicable)	Acquisition /Disposal quantity (if applicable)	Acquisition /Disposal value (if applicable)
1	2	3	4	5	6	7	8	9	10

*Include holdings where Director/designated person or Immediate Relative is a joint holder
** Indicate "F" where the named holder is the first holder of the securities and "J" where he/she is the joint holder of the securities

All DP Ids and Client Ids to be furnished even if no Securities of the Company are held.

I hereby undertake to inform the changes in the above details from time-to-time.

I hereby declare that the above details are true, correct and complete in all respects

Signature: _____

Name: _____

NOTE: Please do not submit through electronic mail.

ANNEXURE 5

PERIOD END DISCLOSURE

Date:

SEBI (Prohibition of Insider Trading) Regulations, 2015
Annual statement of holdings of securities

Name of the Company : ABB POWER PRODUCTS AND SYSTEMS INDIA LIMITED
ISIN of the Company : INE07Y701011

Details of Period End holdings of Securities of Promoter, Promoter group, Employee or Director of a listed company and other such person

Name, PAN, CIN/DIN,& address with contact nos.	Category of Person (Promoters/ Promoter group/ KMP/ Directors/ immediate relative to/ others etc.)	Holding at the beginning of the period		Securities acquired/ disposed during the period		Holding at the end of the period		Date of intimation to company	No. of Securities Pledge at the beginning of the period	No. of Securities Pledge during the period	No. of Securities Unpledged during the period
		Type of security (For eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.).)	No. and % of shareholding	Buy Qty	Sell Qty	Type of security (For eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.).)	No. and % of shareholding				

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

Details of holdings of derivatives of the company by Promoter, Promoter group, Employee or Director of a listed company and other such person as mentioned in Regulation 6[2].

Trading in derivatives (Specify type of contract, Futures or Options etc)				
Type of contract	Holding at the beginning of the period	Bought during the period	Sold during the period	Holding at end of period
		Number of units (contracts * lot size)	Number of units (contracts * lot size)	

Signature:
Designation:

Date:
Place:

ANNEXURE 6

FORMAT FOR REPORTING NON-EXECUTION OF TRADE AFTER SECURING PRE-CLEARANCE

Date;

Compliance Officer

ABB Power Products and Systems India Limited

Bangalore

Dear Sir,

Sub: Non execution of trade – pursuant to the pre-clearance approval

With reference to the above, I would like to submit that the following trades have not been executed by me pursuant to the pre-clearance obtained from the compliance officer vide the letter dated [●].

Thanking you.

Yours faithfully,

Name:

Address:

PAN:

Designation:

Employee code: