

BHEL
CODE OF CONDUCT
FOR
REGULATING & REPORTING TRADING BY INSIDERS
AND
FOR FAIR DISCLOSURE, 2015

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BHARAT HEAVY ELECTRICALS LIMITED
CODE OF CONDUCT FOR REGULATING & REPORTING TRADING BY INSIDERS AND FOR FAIR DISCLOSURE, 2015

(As approved by the Board of Directors of the Company at its Meeting held on 6th April, 2015)

CHAPTER I

1. Introduction

Pursuant to SEBI (Insider Trading) (Amendment) Regulations, 2002, the Board of Directors of the Company in its 342nd meeting held on 26th August, 2002 approved the "Code of Conduct for Prevention of Insider Trading" which came into force with immediate effect. Inline with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2008 issued in November, 2008, the Code was amended and adopted by the Board in its 409th meeting held on 29th January, 2009.

In line with the commencement of Companies Act, 2013 in August, 2013 and SEBI (Prohibition of Insider Trading) Regulations, 2015 issued on 15th January, 2015, the following Code of Conduct (hereinafter referred to as the "Code") has been further amended & adopted by the Board of Directors of the Company at its meeting held on 6th April, 2015 and shall be effective from 15th May, 2015.

2. The Policy and Obligations

The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director and other Designated Employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No Director and other Designated Employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

3. Objective of the Code

The objective of the Code is to regulate, monitor and report trading by Designated Employees and other Connected Persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code shall also provide for practices and procedures for fair disclosure of unpublished price sensitive information.

4. Applicability

This Code shall apply to all Designated Employees and other Connected Persons as mentioned in this Code.

5. Definitions

In this Code, unless the context otherwise requires:

(i) **"SEBI Act"** or **"Act"** means the Securities and Exchange Board of India Act, 1992;

(ii) **"Regulations"** means the SEBI (Prohibition of Insider Trading) Regulations, ~~1992,~~ 2015 as amended from time to time;

(iii) **"the Company"** means Bharat Heavy Electricals Limited (BHEL);

(iv) **"Code"** means this BHEL Code of Conduct for regulating & reporting trading by insiders and for fair disclosure, as modified from time to time;

(v) **"Connected Person"** means-

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

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

(a) an immediate relative of connected persons specified in clause (i); or
(b) a holding company or associate company or subsidiary company; or
(c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
(d) an investment company, trustee company, asset management company or an employee or director thereof; or
(e) an official of a stock exchange or of clearing house or corporation; or
(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
(g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

(h) an official or an employee of a self-regulatory organization recognised or authorized by SEBI; 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 a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

(vi) **"Designated Employees"** means a person occupying any of the following position in the Company:
(a) All Directors
(b) Key Managerial Personnel
(c) All Executive Directors including Chief Vigilance Officer
(d) All General Managers
(e) All Heads of Finance of Units/Divisions/Regions
(f) All Employees working in Books, Budget, Financial Service and Direct Taxation Sections of Corporate Finance;
(g) All employees working in Company Secretariat& Legal Deptt.
(h) All employees working in Secretariat of CMD/Functional Directors
(i) Any other key person, who in the opinion of Compliance Officer be covered in the "designated employee";

(vii) **"Director"** means a member of the Board of Directors of the Company;

(viii) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis;
(Information published on the website of a stock exchange, would ordinarily be considered generally available.)

(ix) **"Key Managerial Personnel"** or **"KMP"**, in relation to a company means:-
(a) the Chairman & Managing Director;
(b) all Whole-time Functional Directors;
(c) Company Secretary; and
(d) such other officer as may be prescribed under the Companies Act, 2013;

(x) **"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;

(xi) **"Insider"** means any person who is:
i) a connected person; or
ii) in possession of or having access to unpublished price sensitive information;

(xii) **"Securities"** includes:
(a) shares, bonds, debentures or other marketable securities of a like nature;

(b) any kind of derivatives in the Securities of the Company; and
(c) such other instruments recognized as securities under the Securities Contracts (Regulation) Act, 1956 and issued by the Company from time-to-time;

(xiii) **"Stock Exchange"** means:
(a) Bombay Stock Exchange; and
(b) National Stock Exchange of India Limited;

(xiv) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

(xv) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading where securities of the Company are listed;

(xvi) "**Trading Window"** means trading period for trading in the Company's Securities. All days shall be the trading periods except when trading window is closed;

(xvii) **"Unpublished Price Sensitive Information"** or **"UPSI"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
(v) changes in key managerial personnel; and
(vi) material events in accordance with the listing agreement.
Compliance Officer may decide any other matter also as Price Sensitive Information;

All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules &regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

CHAPTER II
CONFIDENTIALITY & COMMUNICATIONOF UNPUBLISHED PRICE SENSITIVE INFORMATION

6.Compliance Officer

6.1 Director (Finance) shall be the Compliance Officer for the purpose of the Code.

6.2 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.

6.3 A Record of Designated Employees shall be maintained by Corporate-HR under the overall supervision and control of the Compliance Officer and changes taking place in the list from time to time shall be incorporated therein.

6.4 The Compliance Officer shall provide any clarifications with regard to the implementation of this Code. The Company Secretary shall assist the Compliance Officer in discharging this function.

6.5 The Compliance Officer shall designate a Senior Official or the Company Secretary of the Company to act as Compliance officer in his absence.

7.Preservation of "Unpublished Price Sensitive Information"

7.1 All Designated Employees and Connected Persons shall maintain the confidentiality of price sensitive information. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

7.2 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

7.3 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

7.4 Notwithstanding anything contained in the Code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

(i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
(ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available atleast two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

7.5 For the purpose of the above clause, the parties shall be required to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 7.4 and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

7.6 For the purpose of prompt public disclosure of UPSI, the Company also adopts the Code regarding practice & procedure for Fair Disclosure set out at Annexure-I.

CHAPTER III
TRADING RESTRICTIONS

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.

8. Prohibition on forward dealings in securities by Director or KMP

No Director/ Key Managerial Personnel of the company shall buy in the company or in its subsidiary or associate company—

(a) a right to call for delivery or a right to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures; or

(b) a right, as he/ she may elect, to call for delivery or to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures.

Explanation—For the purposes of this clause, ‘‘relevant shares’’ and ‘‘relevant debentures’’ mean shares and debentures of the company in which the concerned person is a Whole-time Director or other Key Managerial Personnel or shares and debentures of the subsidiary companies.

9. Trading Window

9.1 The trading window shall be closed during the time the information referred to in clause 9.2 becomes generally available.

9.2 The Trading Window shall be *inter-alia* closed:

(a) Ten days prior to Board meeting for declaration of quarterly and half-yearly financial results and thirty days prior to board meeting in case of annual financial results;

(b) Ten days prior to Board meeting for declaration of interim dividend and thirty days prior to Board meeting for declaration of final dividend;

(c) Ten days prior to Board meeting for change in capital structure like issue of securities by way of public/right/bonus, buy-back etc;

(d) Ten days prior to the Board Meeting held to approve any mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;

(e) For such period and for any such other material event(in accordance with the listing agreement) as may be deemed fit by the Compliance Officer;

However if the circumstances so warrants the time for closing the window may be increased or decreased with the approval of Compliance Officer and Chairman & Managing Director.

9.3 The trading window shall be opened 48 hours after information referred to in clause 9.2 becomes generally available.

9.4 All Designated Employees and their immediate relatives shall conduct all their trading in the securities of the company only in a valid trading window and shall not trade in company's securities during the periods when trading window is closed, as referred to in clause 9.2 or during any other period as may be specified by the Company from time to time.

9.5 The trading window restrictions shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

9.6 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

10. Pre-clearance of Trades

10.1 All Designated Employees and their immediate relatives who intend to trade in the securities of the company above a minimum of 2500 shares of the company per transaction should pre-clear the transactions as per the pre-trading procedure as described hereunder.

10.2 An application shall be made in Form 'PC-I' to the Compliance Officer indicating the estimated number of securities that the Designated Employees or their immediate relatives intends to trade in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

10.3 All Designated Employees and their immediate relatives shall execute their order in respect of securities of the company within seven trading days after the approval of pre-clearance is given. If the order is not executed within the aforementioned specified period, the Designated Employee must pre-clear the transaction again.

10.4 In case the Designated Employee or his/ her immediate relative decides not to execute the trade after securing pre-clearance, he/ she shall inform the Compliance Officer of such decision alongwith reasons thereof immediately.

10.5 No Designated Employee or his/ her immediate relative shall apply for pre-clearance of any proposed trade when the trading window is closed or if he/ she is in possession of unpublished price sensitive information.

10.6 Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of

any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

10.7 It shall be the responsibility of Designated Employees to ensure compliance of clauses10.1 to 10.4 above in case of their immediate relatives also.

10.8 All Designated Employees who buy or sell any number of shares of the company shall not execute a contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction.

10.9 The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.

10.10 Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

11. Trading Plans

11.1 An Insider 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 on his behalf in accordance with such plan.

11.2 Such trading plan shall:–

(i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;

(iii) entail trading for a period of not less than twelve months;

(iv) not entail overlap of any period for which another trading plan is already in existence;

(v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

(vi) not entail trading in securities for market abuse.

11.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

11.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

11.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

CHAPTER IV
REPORTING AND DISCLOSURE REQUIREMENTS

12.1 Disclosure Requirements

Initial Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Promoter/ Director/ KMP to the Compliance Officer	Holding of securities of the Company as on the date of this Code taking effect i.e. 15.05.2015	Within thirty days of this Code taking effect i.e. 15.05.2015	In Prescribed Form
Promoter/ Director/ KMP to the Compliance Officer	Holding of securities of the Company as on date of appointment or becoming Promoter	Within seven days of such appointment or of becoming Promoter	In Prescribed Form

Continual Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Promoter/ Director/ Employee to the Compliance Officer	Number of such securities acquired or disposed	Within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh or such other value as may be specified. **disclosure of incremental transactions shall be made when transactions effected after the prior disclosure cross the threshold specified above.*	In Prescribed Form
Company	Details of above disclosure	Within two trading days of receipt of disclosure or becoming aware of such disclosure	In Prescribed Form

12.2 Updated Forms with regard to the Code shall be available on BHEL intranet.

12.3 The disclosures to be made by any person under clause 12.1 shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

12.4 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purpose of clause 12.1.

12.5 The Compliance Officer shall maintain records of all the disclosures/ declarations/undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.

12.6 The Compliance Officer shall report to the Board of Directors for the purpose of the Code and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board annually.

CHAPTER IV
MISCELLANEOUS

13. Penalty for Contravention of the Code

13.1 All Designated Employees and Connected Persons who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company.

13.2 All Designated Employees who violate this Code of Conduct shall also be subject to disciplinary action by the company, which may include wage, salary freeze, suspension, withholding of promotions etc.

13.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

13.4 In case it is observed by the Company and/or Compliance Officer that there has been violation of the Regulations, SEBI shall be informed by the Company.

14. Uploading of Code on BHEL Website

This Code and any amendments thereto shall be available on the website of the Company.

Form PC-I (Refer Clause 10.2 of the Code)
Application for Pre-clearance

(For use by Designated Employees and their immediate relatives in case of trading in the securities of Company above minimum of 2500 shares of the Company)

To,
The Compliance Officer,
BHEL

Dear Sir,

I am desirous of trading in the below-mentioned securities of the Company in my own name or on behalf of my immediate relatives (write name of relative and relationship) and seek your approval as under:

Type of Security	No. of Securities	Market Price	Mode of acquisition Purchase/ Sale- physical/ Demat/ other	Date by which trade is proposed to be executed	Folio No./ DP ID No./Client ID No. alongwith the name of depository	Present Holding (No. of Shares)	
						Physical	Demat

In relation to the above, I undertake that:

a) I have no access to nor am I in possession of any unpublished price sensitive information at the time of signing this undertaking.

b) In case, I get access to or receive any "Price Sensitive Information" after signing this application but before the execution of the transaction, I shall inform you of the change in position and shall refrain from trading in shares till such information is made public.

c) I have not contravened the Company's Code of Conduct for Regulating &Reporting Trading by Insiders and for Fair Disclosure, 2015 as notified by the company from time to time.

d) In case the traded value exceeds Rs. 10 lakh or any such other value as may be specified, disclosures required under the Code of Conduct will be immediately furnished by me.

e) I have made full and true disclosure in this application.

Signature:
Name:
Designation:
Department:
Place:

ANNEXURE-I

CODE OF PRACTICE & PROCEDURE FOR FAIR DISCLOSURE

The code aims at prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery so as to make such information generally available. The disclosure shall be done no sooner than credible and concrete information comes into being. The code also covers the practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

1. Uniform and universal dissemination of UPSI shall be ensured to avoid selective disclosure. In case of selective dissemination of UPSI inadvertently or otherwise, it shall be ensured promptly to make such information generally available.

2. Head-P&D, being the Investor Relation Officer of the Company will be the Chief Investor Relations Officer (CIRO) of the Company under this Code to deal with dissemination of information and disclosure of UPSI.

    2.1 CIRO/any other authorized person shall ensure that the information shared with analysts and research personnel is not UPSI and that the principles such as, equality of access to information, calls and meetings with analysts etc. are being followed.

    2.2 CIRO shall ensure development of best practices to make transcripts or records of proceedings of meetings with analysts/other investor relations conferences available on the official website to ensure official confirmation and documentation of disclosures made.

    2.3 The CIRO or any officer authorized by Compliance Officer/CMD shall be invited to meetings/ conferences organized by the Company with the analysts/institutional investors. Apart from CIRO, no person, except those authorized by the Compliance Officer/CMD shall disclose any information relating to the Company's Securities to analysts and institutional investors.

3. In line with the Company practice, Head-Corporate Communication shall ensure release of all official Press Releases simultaneously to Stock Exchanges and Media with a copy to CIRO and Company Secretary. These press releases shall also be posted on the website of the Company.

    3.1 Head- Corporate Communication shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities/stock exchanges in consultation with Head of the concerned department to which the news report/market rumour pertains and the CIRO.

4. Company Secretary shall ensure that disclosures of shareholding pattern as required under Listing Agreement with Stock Exchanges are made in a timely and adequate manner.

5. Company Secretary shall ensure that disclosure with regard to Quarterly & Annual Financial Results, Dividend and Record Date/Book Closure, etc., as required under Listing Agreement with Stock Exchanges are made in a timely and adequate manner.

6. On receipt of Government order with regard to the appointment of Whole-time Directors including CMD, the same shall be promptly disclosed to the Stock Exchanges. With regard to other changes in KMP, the same shall be disclosed to the Stock Exchanges on the date of such change taking place. However, trading window shall not be closed in this regard unless Compliance Officer decides otherwise.

7. The Board may, if deemed fit, advice any additional disclosure with respect to decision on any agenda item placed before the Board. Company Secretary shall ensure prompt disclosure of the same in accordance with Board's directions.

8. Any other material event having bearing on the performance/operations of the Company as well as price sensitive information pertaining to any Specific Function / Division / Unit shall be promptly reported to Corporate Communication by concerned Functional Head or Unit / Division Head. Corporate Communication after taking approval of Compliance Officer/CMD shall communicate the same to Stock Exchanges, under intimation to CIRO.

9. It shall be ensured that all UPSI shall be handled within the Company on a need-to-know basis and shall not be communicated, provided or allowed access to, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.