



KIRLOSKAR ELECTRIC COMPANY LTD.,

Sect./31/2015
May 29, 2015

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051

Symbol – KECL
Series – EQ

Sub:- Submission of Code of conduct and Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive Information (UPSI)

We are herewith submitting Code of conduct and Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive Information (UPSI) as per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 approved by the Board of Directors of the Company.

Thanking you,

Yours faithfully,
For Kirloskar Electric Company Limited

Swapna
K S Swapna Latha
General Manager (Legal) &
Company Secretary





KIRLOSKAR ELECTRIC COMPANY LTD.,

CODE OF CONDUCT

**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING,
MONITORING AND REPORTING OF TRADING BY INSIDERS**

(Effective from 15th May 2015)

KIRLOSKAR ELECTRIC COMPANY LIMITED

Kirloskar Electric Company Limited ('the Company') is a public Company whose shares are listed on National Stock Exchange of India and BSE Limited.

The Board of Directors of the Company have adopted this Insider Trading Policy (the "policy") to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Regulations"). The SEBI Regulations prohibit an Insider from Trading in the securities of a Company listed on any stock exchange on the basis of unpublished price sensitive information.

1. Definitions

- 1.1 **"Act"** means the Securities and Exchange Board of India Act, 1992.
- 1.2 **"Board"** means the Board of Directors of the Company.
- 1.3 **"Code" or "Code of Conduct"** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Kirloskar Electric company Limited as amended from time to time.
- 1.4 **"Company"** means Kirloskar Electric Company Limited.
- 1.5 **"Compliance Officer"** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- 1.6 **"Connected Person"** means:
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company,, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI 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

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- d) an investment company, trustee company, asset management company or an employee or director thereof; or
- e) an official of a stock exchange or of clearing house or corporation; or
- f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- i) a banker of the Company; or
- j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

1.7 **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

1.8 **"Designated Person"** shall include :

- I. Promoters of the Company
- II. Directors of the Company and its subsidiaries
- III. every employee in the grade of General Managers and above;
- IV. every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
- V. Executive Secretaries of the Directors and Executive Officers of the Company
- VI. any other employee as may be determined and informed by the Compliance Officer from time to time.
- VII. Immediate Relative of 1 to VII above

1.9 **"Director"** shall have the meaning assigned to it under the Companies Act, 2013

1.10 **"Employee"** means every employee of the Company including the Directors in the employment of the Company.

1.11 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.

1.12 **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities

1.13 **"Insider"** means any person who,
(i) a connected person; or
(ii) in possession of or having access to unpublished price sensitive information.(UPSI)

1.14 **"Key Managerial Person"** shall have the meaning assigned to it under Companies Act, 2013

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- 1.15 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- 1.16 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 1.17 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.18 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- 1.19 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.20 **"Unpublished Price Sensitive Information" (UPSI)** means: 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
- 1.21 **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 1.22 **"Specified Persons"** means the Directors, connected persons; the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.

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

2. Role of Compliance Officer

- 2.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

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2.2 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

3. Preservation of "Price Sensitive Information"

3.1 All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

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

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

3.2 Need to Know:

- (i) "need to know" basis means that Unpublished Price Sensitive Information(UPSI) should be 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.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

3.3 Limited access to confidential information

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

4. Prevention of misuse of "Unpublished Price Sensitive Information" (UPSI)

Employees and connected persons designated on the basis of their functional role ("designated persons") in the Company shall be governed by an internal code of conduct governing dealing in securities.

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4.1 Trading Plan

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

4.2 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 issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

4.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

4.4 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

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

5. Trading Window and Window Closure

- 5.1 (i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- (ii) The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information (UPSI) is published.
- (iii) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.
- (iv) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or

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sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

- (vi) 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 is closed.
- 5.2 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such UPSI relates.
- 5.3 The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- 5.4 The trading window 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.

6. Pre-clearance of trades

- 6.1 All Specified Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 25,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of UPSI even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:
 - (i) An application may be made in the prescribed Form (Annexure 1) to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
 - (ii) An undertaking (Annexure 2) shall be executed in favour of the Company by such Specified Employee incorporating, *inter alia*, the following clauses, as may be applicable:
 - a) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - b) That in case the Specified Employee has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - d) That he/she has made a full and true disclosure in the matter.

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- (iii) All Specified Persons and their shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 4).
- (iv) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.
- (v) All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

- (vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

7 Other Restrictions

- 7.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 7.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 7.3 The disclosures made under this Code shall be maintained for a period of five years.

8 Reporting Requirements for transactions in securities

Initial Disclosure

- 8.1 Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form (Annexure 5).
- 8.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date

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of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

Continual Disclosure

8.3 Every promoter, employee, directors of the Company and dependent family members shall disclose to the Company the number of such securities acquired or disposed of 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. Ten lakhs in the prescribed form (Annexure-9 or 10)

The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

9. Disclosure by the Company to the Stock Exchange(s)

9.1 Within 2 days of the receipt of intimation under Clause 8.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

9.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

10. Dissemination of Price Sensitive Information

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

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

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

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

11. Penalty for contravention of the code of conduct

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

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

11.3 Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

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

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12. Code of Fair Disclosure

A code of practices and procedures for fair disclosure of UPSI for adhering each of the principles is set out below:

1. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive UPSI to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all UPSI on a need-to-know basis.

13. Miscellaneous

1. The Board of Directors shall be empowered to amend, modify, interpret these rules and such rules shall be effective from such date that the Board may modify in this behalf

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ANNEXURE 1 APPLICATION FOR PRE-DEALING APPROVAL

To

The Compliance Officer,
Kirloskar Electric Company Limited
Bangalore

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the 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 _____ equity shares 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 No.)	
5	The Proposal is for	(a) Purchase of Securities (b) Subscription of securities (c) Sale of securities
6	Proposed date of dealing in securities	
7	Estimated number of securities acquired / subscribed / sold	
8	Price at which the transaction is proposed	
9	Current Market price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No./DP ID/Client ID No. where the securities will be credited / debited	

I enclose therewith the form of undertaking signed by me.

Signature: _____

Name:

Designation:

Date:

Place:

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ANNEXURE 2

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer,
Kirloskar Electric Company Limited
Bangalore

I, _____ of the Company residing at _____ in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any UPSI (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as unpublished Price Sensitive Information as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time

In the event of this transaction being in violation of Rules or applicable laws (a) I will, un conditionally, release, hold harmless and indemnity to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses suffered by the by the indemnified persons. B) I will compensate the indemnified persons for all expense incurred in any investigation, defense, crisis management or public relation activity in relation to this transaction and (c) I authorise the Company to recover from me, the profits arising from this transaction and remit the same to be SEBI for credit of Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within seven days of the receipt of approval failing which I shall seek pre-clearance.

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

Signature: _____

Name:

Designation:

Date:

Place:

* Indicate number of shares

KIRLOSKAR ELECTRIC COMPANY LIMITED

ANNEXURE 3 FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : _____

Designation : _____

Place : _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
for Kirloskar Electric Company Limited

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction

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ANNEXURE 4

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Kirloskar Electric Company Limited
Bangalore

Dear Sir/Madam:

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of Holder	No. of securities dealt with	Bought/sold/subscribed	DPID/Client ID/Folio/No.	Price (Rs.)

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

1. Brokers' contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of Demat transaction)
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Signature: _____

Name:

Designation:

Date:

Place:

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ANNEXURE 5

DISCLOSURE OF CHANGE IN SHAREHOLDING

To,
The Compliance Officer,
Kirloskar Electric Company Limited
Bangalore

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in Company as on _____ (date of becoming specified person)

I. Details of securities held by me:

Type of securities	No. of securities held	Folio No/ Client ID

II. Details of dependents(s)

Sl.No	Name of the dependent	Relation with Employee	Director/Officer/Designated

III. Details of securities dependents(s)

Name of Relative	Relationship	Type of Securities	No of securities held	Folio No/ Client ID

Signature: _____

Name:

Designation:

Date:

Place:

KIRLOSKAR ELECTRIC COMPANY LIMITED

ANNEXURE 6 DISCLOSURE OF CHANGE IN SHAREHOLDING

To,
The Compliance Officer,
Kirloskar Electric Company Limited
Bangalore

I, _____ in my capacity as _____ of the Company hereby submit the following details of change in holding of securities of the Company:

Name, PAN & address of shareholder	No of securities held before the transaction	Receipt of allotment advise/acquisition of/sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No of the TM	Exchange on which the trade was executed
			Purchase	Sale	others		

Details of change in securities held by dependent family members

Name, PAN & address of shareholder	No of securities held before the transaction	Receipt of allotment advise/acquisition of/sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No of the TM	Exchange on which the trade was executed
			Purchase	Sale	others		

I/we declare that I/we have complied with the requirements of the minimum holding period of six months with respect to the securities purchased/sold

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

Signature: _____

Name:

Designation:

Date:

Place:

KIRLOSKAR ELECTRIC COMPANY LIMITED

ANNEXURE 7

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

To,
The Compliance Officer,
Kirloskar Electric Company Limited
Bangalore

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

Name, PAN,CIN /DIN & address with contact nos.	Category of person (Promoters /KMP /Directors/ Immediate relatives/ others	Securities held as on the date of regulation coming into force		% of shareholdings	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 the regulation coming into force	
		Type of security	No.		Number of units (contract * Lot size)	Notional value in Rupee Terms	Number of units (contract * Lot size)	Notional value in Rupee Terms

Signature: _____

Name:

Designation:

Date:

Place:

KIRLOSKAR ELECTRIC COMPANY LIMITED

ANNEXURE 8

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6 (2)]

To,
The Compliance Officer,
Kirloskar Electric Company Limited
Bangalore

Details of Securities held on appointment of Key Managerial Personnel or Director or upon becoming a Promoter of a listed Company and other such persons as mentioned in Regulation 6(2) of SEBI Regulations.

Name, PAN, CIN /DIN & address with contact nos.	Category of person (Promoters /KMP /Directors/ Immediate relatives/ others)	Date of appointment of Director/KMP or date of becoming Promoter	Securities held as on the date of regulation coming into force		% of share holdings	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 the regulation coming into force	
			Type of security	No.		Number of units (contract * Lot size)	Notional value in Rupee Terms	Number of units (contract * Lot size)	Notional value in Rupee Terms

Signature: _____

Name:

Designation:

Date:

Place:

Annexure 9

FORM C

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

To

Compliance Officer

Kirloskar Electric Company Limited

Details of Change in holding of securities of Promoter, Employee or Director of a Listed Company and other such persons as mentioned in Regulation 6(2) of the SEBI Regulations

Name PAN/CIN /DIN & address of Promoter /Employee e/Director With Contact nos.	Category of Person (Promote rs/KMP/ Directors /immedi ate relatives/ others etc.	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed	% of shareholding	Date of allotment/ advice/ acquisition of shares/sale of shares specify	Date of intimat ion to Compa ny	Mode of acquisiti on(Mark et purchase /public rights/ preferen tial offer/ off market/ Inter-se transfer etc	Trading in derivatives (Specify type of Contracts, Futures or Options etc.,)				Exchan ge on which the trade was execut ed
									Buy		Sell		
		Type of Security	No.						Value	Number of units (Contracts * lot size)	Value	Number of units (Contracts * lot size)	

Name:

Signature:

Designation:

Date:

Place:

**Annexure 10
FORM D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(3) J – Transactions by other connected persons as identified by the Company]**

Name PAN/CIN /DIN & address of Promoter /Employee e/Director With Contact nos.	Category of Person (Promote rs/KMP/ Directors /immedi ate relatives/ others etc.	Securities held prior to acquisition/ disposal	Securities acquired/ Disposed	% of shareholding	Date of allotment/ advice/ acquisition of shares/sale of shares specify	Date of intimat ion to Compa ny	Mode of acquisiti on(Mark et purchase /public rights/ preferen tial offer/ off market/ Inter-se transfer etc	Trading in derivatives (Specify type of Contracts, Futures or Options etc.,)				Exchan ge on which the trade was execut ed
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Name:

Signature:

Designation:

Date:

Place:



KIRLOSKAR ELECTRIC COMPANY LTD.,

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

Prohibition against Insider Trading

It is a violation of Company policy for any employee to trade in the Company's securities while he or she is aware of material, nonpublic information about the Company. It is also illegal and against Company policy to communicate or "tip" material, nonpublic information to others so that they may trade in Company securities based on that information. This Policy applies to (i) all securities issued by the Company, including its Equity shares and any other type of security that the Company may issue or other derivative securities and (ii) all domestic and international employees of the Company, including all officers, all members of the Board and any other persons that the Board determines should be subject to this Policy, such as contractors or consultants who have access to material nonpublic information about the Company (each, a "Covered Person").

Material Information

Any information that a reasonable investor would consider important in deciding whether to buy, sell or hold the Company's securities is material. Examples of some types of information that can be material are:

- Financial performance, especially quarterly and year-end earnings and significant changes in financial performance, outlook or liquidity.
- Planned or potential mergers and acquisitions, joint ventures, or the divestiture of significant assets, subsidiaries or business units.
- Company projections.
- Significant planned or potential changes in the debt or capital structure of the Company.
- Stock splits, public or private securities offerings, or changes in Company dividend policies or amounts.
- The loss of a key customer
- Planned changes in key management.
- Actual or threatened major litigation or the resolution of such litigation

- Significant product developments.

Nonpublic Information

Information is considered to be nonpublic until it has been effectively disclosed to the public and there has been time for the market as a whole to assimilate that information. Examples of effective disclosure include Company filings with the Stock Exchanges where the shares are listed, press releases, meetings with members of the press and the public, and conference calls or webcasts that are open to the public.

1. Restricted Transactions

Transactions in Company Securities. When a Covered Person knows material, nonpublic information about the Company, he or she may not:

- Trade in Company securities, i.e., purchase or sell Company securities or derivatives of Company securities ("trade").
- Advise others to buy, hold or sell Company securities.
- Disclose the information to anyone else who might then trade ("tip").
- Assist anyone in any of these activities.

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency) are not an exception to the prohibition on insider trading.

2 Transaction in the Securities of Other Companies. Covered Persons also may learn material, nonpublic information about other companies from time to time as a result of their jobs. Prohibitions against insider trading apply equally to transactions in those companies' securities while the Covered Person is in possession of their material, nonpublic information.

Short Sales. Short selling is the act of borrowing securities to sell with the expectation of the price dropping and the intent of buying the securities back at a lower price to replace the borrowed securities. Covered Persons, regardless of whether or not they are aware of material, nonpublic information about the Company, may not engage in short sales of the Company's securities. Transactions in certain put and call options for the Company's securities may in some instances constitute a short sale.

Hedging Transactions. Certain forms of hedging or forward sale contracts, allow a person to lock in much of the value of his or her stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow such person to continue to own the covered securities, but without the full risks and rewards of ownership. When that occurs, the Covered Person may no longer have the same objectives as the Company's other shareholders. Therefore, Covered Persons are prohibited from engaging in any such transactions.

Margin Account and Pledged Securities. Securities held in a margin account may be sold by a broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is

aware of material nonpublic information or otherwise is not permitted to trade in Company securities, Covered Persons should take special precautions when placing Company securities in a margin account or when pledging Company securities as collateral for a loan. In order for the Company to comply with its securities disclosure requirements and to ensure that margin accounts are structured in a manner to minimize inside trading concerns, any Insider who wishes to place Company securities in a margin account or pledge Company securities as collateral for a loan should provide the Secretary or Chief Financial Officer written notice of his or her intent to margin or pledge Company securities, accompanied by a copy of the proposed documentation, at least two business days prior to the margin or pledge.

Other Similar Transactions. Any other purchase of Company securities from the Company or sales of Company securities to the Company are not subject to this Policy.

Trading Plans. Company Policy permits Covered Persons to trade in Company securities regardless of their awareness of inside information if the transaction is made pursuant to a pre-arranged trading plan that was entered into when the Covered Person was not in possession of material, nonpublic information. Company Policy requires Trading Plans to (i) be written, (ii) specify the amount of, date(s) on, and price(s) at which the securities are to be traded or establish a formula for determining such items and (iii) receive prior approval from the Compliance Officer. Trading Plans may not be adopted when the Covered Person is in possession of material, nonpublic information about the Company.

3. Transactions Not Involving a Purchase or a Sale

Bona fide gifts are not transactions subject to this Policy, unless the person making the gift has reason to believe that the recipient intends to sell the Company securities while the officer, employee or director is aware of material, nonpublic information about the Company, or the person making the gift is subject to the trading restrictions specified below under the heading "Additional Rules for Certain Covered Persons" and has reason to believe that the sales by the recipient of the Company securities will occur during a black-out period.

Additional Rules for Certain Covered Persons

Trading Windows for Covered Persons with Access.

Subject to being pre-cleared by a Compliance Officer, certain Covered Persons who, because of their position with the Company, have regular access to material, nonpublic information or certain Covered Persons who are subject to the reporting provisions and the trading restrictions of Section 16 of the Exchange Act (collectively, "Covered Persons with Access") may trade in Company securities only during the period beginning on the trading day following two full trading days after the Company's widespread public release of quarterly or year-end earnings, and ending at the close of trading on the tenth day prior to the end of the fiscal quarter

A Compliance Officer may reject any trading request made by a Covered Person with Access at his or her sole and reasonable discretion.

In addition, the Company shall have the right to impose special black-out periods during which such persons will be prohibited from buying, selling or otherwise effecting transactions in any stock or other securities of the Company or derivative securities thereof, even though the trading window would otherwise be open. The Company would re-open the trading window at

the beginning of the second trading day following the date of public disclosure of the information, or at such time as the information is no longer material

Exceptions

The quarterly trading restrictions and special black-out trading restrictions do not apply to those transactions to which this Policy does not apply, as described above under the headings "Transactions Under Company Plans" and "Transactions Not Involving a Purchase or a Sale." Further, the requirement for pre-clearance, the quarterly trading restrictions and special black-out trading restrictions do not apply to transactions conducted pursuant to approved Trading Plans

Applicability of this Policy to Covered Persons' Family Members and Other Related Parties

This Policy applies not only to Covered Persons but also to Covered Persons' spouses, children, parents, siblings, other relatives who live in their households and trusts and similar entities with respect to which Covered Persons are trustees or otherwise enjoy beneficial ownership (each, a "Related Party"). For example, (i) a Related Party of a Covered Person may not purchase Company securities while the Covered Person is in possession of material, nonpublic information, even if the Covered Person does not actually "tip" the Related Party regarding such information, and (ii) a Related Party of a Covered Person with Access is subject to the preclearance and trading window restrictions set forth in this Policy.

Applicability of this Policy to Former Covered Persons

This Policy's prohibitions against insider trading will continue to apply to transactions in Company securities by former Covered Persons and their Related Parties as follows: if a Covered Person is aware of material non-public information when his or her employment, director or other relationship terminates, he or she will remain subject to the prohibitions against insider trading until that information has become public or is no longer material.

4 . Reporting Violations

Any Covered Person who becomes aware of a violation of this Policy should report such violation to the Compliance Officer.

Penalties for Insider Trading

A Covered Person's failure to comply with this Policy may subject the Covered Person to Company-imposed sanctions, including dismissal, regardless of whether or not the Covered Person's failure to comply with this Policy results in a violation of law. In addition, Covered Persons who engage in insider trading (i) could be subject to criminal prosecution, including imprisonment, and civil actions, including disgorgement of profits, fines and damages, and (ii) may subject the Company and its managers to civil and criminal liability

Compliance Review

Whenever a Covered Person has any questions about a transaction or compliance with this Policy or seeks an exception from this Policy, he or she should consult with a Compliance Officer before the transaction takes place. Although their advice should not be considered investment advice, legal advice or a guarantee that no liability will arise, all decisions by Compliance Officers with respect to this Policy will be final.

This Code is subject to review from time to time.