

BEDMUTHA INDUSTRIES LIMITED



**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT
TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE
RELATIVES**

Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives

1. Applicability:

Insider trading means trading in Securities of a company by its Directors, Employees, Promoters or other Insiders based on Unpublished Price Sensitive Information (“UPSI”). Such dealing by Insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. These regulations came into force with effect from May 15, 2015 and the same were made applicable to all companies whose securities are listed or proposed to be listed on a Stock Exchange.

This Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons “Code” has been prepared pursuant to Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by Designated Persons and their immediate relatives towards achieving compliance with the Regulations.

- 1.1** The Code of Conduct would apply to all Insiders, Designated Persons and their Immediate Relatives (to the extent specified therein).

2. UNDERLYING PRINCIPLE OF THE REGULATIONS AND CODE

- 2.1** No Designated Persons including their immediate relatives shall trade in Securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI.
- 2.2** Designated Persons shall be individually responsible for complying with the provisions of the Regulations and this Code of Conduct to the extent applicable.
- 2.3** When a Designated Person trades in Securities while in possession of UPSI, the trades would be presumed to have been motivated by the persons knowledge and awareness of such information. The reasons for the trades or the purposes to which the person applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated the Regulations. The person traded when in possession of UPSI is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the person to prove innocence by demonstrating the circumstances mentioned in the proviso to Section 4(1) of the Regulations, failing which the person would have violated the prohibition.

3. OBJECTIVE OF THE CODE

- 3.1 The Company endeavours to prohibit exploitations of the Investors and to monitor and control the trading by the Insiders. The Code provides to abstain Insiders from trading in, or recommending the purchase or sale of securities of Bedmutha Industries Limited based on the UPSI they have obtained as a result of their employment by or affiliation with
- 3.2 Insiders shall not disclose any UPSI to third party/parties except for valid business purposes (and covered by an appropriate confidential disclosure agreement). In such cases the Insiders must have no reason to believe the information might otherwise violate securities law.

4. DEFINITIONS

- 4.1 In this Code of Conduct, unless the context otherwise requires,

“Audit Committee” refers to the committee constituted by the Board of Directors in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Board of Directors/Board” refers to the Board of Directors of the Company.

“Chinese Walls” refer to arrangements that localise UPSI in a geographically isolated area within the office with specific mechanisms for accessing such area, effectively prevent the use of UPSI in the possession of those in such area, i.e. on one side of the wall, from influencing the decisions or conduct of those on the other side of the wall.

“Code of Conduct” means this Code of Conduct to Regulate, Monitor and Report Trading in Securities by Designated Persons and their Immediate Relatives, as approved and modified by the Board of Directors from time to time

“Compliance Officer” means any senior Officer designated so and reporting to the board of directors or head of the organization in case board is not there, appointed by the Company as compliance officer pursuant to Clause 4 of this Code of Conduct and in line with the requirements of the Regulations. Such person should be financially literate and responsible for compliance of policies, procedures, maintenance of records, monitoring adherence of rules for the preservation of USPI, monitoring of trades and implementation of the Policy, under overall supervision of Board of Directors;

“Company” means Bedmutha Industries Limited.

“Connected person” means- (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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) a 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 Securities and Exchange Board of India Act, 1992, as amended 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 relative or banker of the company, has more than 10% of the holding or interest.
- (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or⁺⁺
- (l) ^{**}a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);⁺⁺

For the purpose of this clause⁺⁺

“relative” shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

⁺⁺ vide amendment dated 4th December 2024, Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2024

* The definition of ‘relative’ is being rationalized only for the purpose of establishing insider trading no additional requirements for disclosures.

Note: The term ‘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.

Note: **Since "generally available information" is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered as an "insider" regardless of the manner in which one came into possession of or had access to such information. Various circumstances are provided to enable such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

Designated Persons:

- a) Members of the Board of Directors;
- b) Promoters of the Company;
- c) Managing Director, Chief Financial Officer, and Company Secretary of the Company and its Subsidiary Companies;
- d) Such selected members of the Support staff working in the Accounts and Finance Department, Internal Audit Department, Secretarial Department of the Company and its Subsidiary Companies, who have access to Unpublished Price Sensitive Information (UPSI);
- e) Secretaries/Executive Assistants reporting to the Chairman or the Managing Director/Whole Time Director/Chief Financial Officer/ Company Secretary of the Company and its Subsidiary Companies;
- f) All Business Heads and Unit Heads of the Company and its Subsidiary Companies;
- g) Employees up to two levels below the Chief Executive Officer/Managing Director of the Company, and its material subsidiaries irrespective of their functional role in the company or ability to have access to Unpublished Price Sensitive Information;
- h) Any support staff of the Company, such as IT staff or secretarial staff, including part – time employees, secondees, interns, etc. who have access to Unpublished Price Sensitive Information;
- i) Such other person as may be decided by the Board of Directors in consultation with the Compliance officer/Managing Director/CEO, from time to time, on the basis of their function and role in the organization; and
- j) Immediate relatives of the above Designated Persons.

“Insider” means a person who is (i) a connected person, or (ii) in possession of or having access to UPSI (including in furtherance of a Legitimate Purposes). The terms for the purposes of this Code shall deem to include the Designated Person.

“Immediate relative” means a spouse of a person, and includes parents, sibling, and child of such person or of the spouse, any of whom is financially dependent on such person or consults such person in taking decisions relating to trading in securities.

“Infractions of the Code” means any non-adherence of the provisions of this Code of Conduct other than those defined as “Violations of the Code”.

“Inside Areas” shall be those in which Designated Persons are likely to get access to UPSI during the course of their work assignments.

“Legitimate Purpose” shall mean and include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing shall not been carried out to evade or

circumvent the prohibitions of the Regulations in accordance with the determination made under the Code of Practices for Fair Disclosure of UPSI and as determined on case-to-case basis by the Authorized Officer in accordance with the Code of Practices and Procedures for Fair Disclosure of UPSI read with the Policy on Legitimate Purpose & Approval for Sharing of UPSI and for Inclusion of Persons on Sensitive Transactions of the Company.

“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 during the immediately preceding 12 (twelve) months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

“Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or the Companies Act, 2013, as amended or any modification thereof, which includes:

- a. Who has been named as such in a draft offer document or offer document or is identified by the issuer in the annual return referred to in section 92 of the Companies Act, 2013;
- b. Who has control over the affairs of the issuer, directly or indirectly whether as a shareholder, director or otherwise;
- c. In accordance with whose advice, directions or instructions the board of directors of the issuer is accustomed to act.

Provided that nothing in sub-clause c shall apply to a person who is acting merely in a professional capacity.

“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.

“Public Areas” shall be the areas other than the Inside Areas wherein there is a possibility of misuse of Unpublished Price Sensitive Information.

“Regulations” mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time trading.

“SEBI” means Securities and Exchange Board of India.

“Securities” means the Equity Shares and the Non-Convertible Debentures, and such other securities (as defined under the Securities Contracts (Regulation) Act, 1956, as amended) of the Company which are listed or proposed to be listed on the recognized stock exchanges in India excepts units of mutual fund.

“Stock Exchange” means a recognized Stock Exchange as defined under clause (f) of Section 2 of the Securities Contracts (Regulation) Act, 1956, as amended.

“Trading” means and includes subscribing, buying, selling, pledging, dealing, or agreeing to subscribe, buy, sell, pledge or otherwise deal in any securities, and "trade" shall be construed accordingly.

“Trading Day” means a day on which the recognized stock exchanges are open for trading in India.

“Trading Window” shall for the purpose of this Code of Conduct mean the period during which Trading in Securities of the Company is permitted.

* **“Unpublished Price Sensitive Information” (UPSI)** shall have the meaning as defined in the Regulations, as per which, it 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 but not be restricted to information relating to:

- a) *Periodical financial results of the Company;*
- b) *Intended declaration of dividends (Interim and Final);*
- c) *Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;*
- d) *Mergers, demergers, acquisitions, disposals and expansion of Business [award or termination of order/contracts not in the normal course of business] and such other transactions;*
- e) *changes in key managerial personnel (other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor);*
- f) *change in rating(s), other than ESG rating(s);*
- g) *fund raising proposed to be undertaken;*
- h) *agreements, by whatever name called, which may impact the management or control of the Company;*
- i) *fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;*
- j) *resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;*
- k) *admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;*
- l) *initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;*
- m) *Action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;*
- n) *outcome of any litigation(s) or dispute(s) which may have an impact on the company;*
- o) *giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;*
- p) *granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals; and*
- q) *Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.*

* UPSI Definition amended and comprehensive list included by SEBI vide its notification dated March 11, 2025 (published on March 12, 2025) introduced significant amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations), by broadening the scope of unpublished price sensitive information (UPSI) and accordingly this policy has been amended by the Board of Directors in its meeting held on May 23, 2025

“Violations of the Code” means (a) communication of UPSI by Designated Person or their Immediate Relatives in violation of the Regulations, or (b) Trading in Securities when in possession of UPSI or an act of insider trading and including any situation where it is reasonable to believe that insider trading could have taken place.

“Working Days” means all days on which commercial banks in Mumbai are open for business.

4.2 Words and expressions used and not defined in this Code of Conduct but defined in the Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act, 2013, as amended, and rules and regulations made thereunder shall have the meanings respectively assigned therein.

5. Compliances by Designated Persons:

a) Designated Persons shall be required to disclose (in the format prescribed in **Annexure- 1**), the Name and PAN 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:

- Immediate relatives;
- Persons with whom such designated person(s) shares a material financial relationship;
- Phone number, Mobile and cell Numbers which are used by them.

“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 during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income excluding relationship in which payment made is at arm’s length basis.

Designated Persons shall also disclose on a one-time basis the following information to the Company:

- Names of educational institutions from where designated persons have graduated;
- Names of the past employers of the designated persons.

b) No Designated Person shall trade in the securities of the Company when in possession of UPSI.

Explanation –When a person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

c) The Designated Persons, who trade in Securities when in possession of UPSI in contravention of the provisions of this Code or Regulations, shall be liable to disciplinary actions, including wage freeze, suspension, recovery, claw back, etc., as may be decided by the Board of Directors of the Company or Inquiry Committee

formed pursuant to the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

- d) All the persons covered under the Code shall handle UPSI within the organization on a need to know basis. They will not communicate UPSI to any person except in furtherance of legitimate purposes, as defined under the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, performance of duties or discharge of legal obligations. In case of doubt, they will approach the Compliance Officer for permission to communicate the UPSI.
- e) Designated Persons and their immediate relatives shall not deal in the securities of the Company when the Trading Window is closed. The Trading Window shall remain closed as given below:
 - During the period beginning with dispatch of notice for calling the Board Meeting for considering the financial results (audited or unaudited) of the quarter or half year or the financial year as the case may be, and ending up to and including 48 hours after the information becoming generally available; or
 - The period beginning with dispatch of notice for calling the Board Meeting for consideration of all such matters (other than financial results) as are deemed to be UPSI and ending 48 hours after the decision taken by the Board of Directors at such meeting becomes generally available; or
 - If the Compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI; or
 - Such other period as may be notified by the Compliance Officer from time to time.

The Compliance Officer shall maintain a register containing the details of the period of closure of Trading Window in the format prescribed in **Annexure- 2**.

6. Pre-clearance of Trades:

- a) When the trading window is open, trading by designated persons shall be subject to preclearance by the Compliance Officer, if the value of the shares traded in one or more transactions over any calendar quarter exceeds Rs.10,00,000/- (Rupees Ten Lakhs). No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of UPSI even if the trading window is open.
- b) The pre-clearance will be given by the Compliance Officer on receipt of prior declaration from the applicant to the effect that the applicant is not in possession of any UPSI. The Format for making application, declaration and undertaking by designated persons for pre-clearance is contained in **Annexure- 3**. The Compliance Officer may, after being satisfied that the application, declaration and undertaking are true and accurate, approve the trades as per the format contained in **Annexure- 4**.

- c) The trades that have been pre-cleared will have to be executed by the Designated person within a period of seven trading days from the date of granting pre-clearance, failing which fresh pre-clearance would be needed for the trades to be executed.
- d) The designated persons shall, within two trading days of the execution of the Trade as has been pre-cleared by the Compliance officer, submit the details of such Trade to the Compliance Officer in **Annexure- 5**. In case the transaction is not undertaken, a report to that effect shall also be filed in **Annexure- 5**.
- e) Designated Persons and their immediate relatives who are permitted to trade shall not execute a contra trade i.e. enter into an opposite transaction during the next 6 (six) months following the prior transaction (“contra trade”). In case the contra trade is necessitated by personal emergency, the strict application may be waived by the Compliance Officer after recording in writing, his/her reasons in **Annexure-6** in this regard, without violating the regulations.
- f) The Compliance Officer shall maintain record of Pre-Clearance of Trade in securities in **Annexure-7**.

Provided that the above restrictions with respect to pre-clearance etc. will not be applicable for trades pursuant to exercise of stock options.

The Compliance officer shall report trading in securities of the Company by designated persons and their immediate relatives to the Board of Directors and the Chairman of the Audit Committee, on a quarterly basis.

7. Trading Plans

Designated Person and their Immediate Relatives shall have the option to adopt a Trading Plan for trading in securities. Any Designated Person intending to formulate a Trading Plan shall consult the Compliance Officer to discuss the applicable rules and procedure.

Designated Person shall submit the Trading Plan to the Compliance Officer for approval and public disclosure in such form as may be provided by the Compliance Officer. Once approved, the Trading Plan shall be irrevocable and implemented mandatorily without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. The Trading Plan will be required to follow the timelines as stipulated in the Regulations. The Compliance Officer shall clarify doubts if any on the execution and implementation of the Trading Plan. The Trading Plan shall be in accordance with the Regulations.

7.1 Trading Plans shall:

- 7.1.1** Not entail commencement of trading on behalf of the Insider earlier than 6 (six) months from the public disclosure of the plan;
- 7.1.2** Not entail trading for the period between the 20th (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;

- 7.1.3** Entail trading for a period of not less than 12 (twelve) months;
- 7.1.4** Not entail overlap of any period for which another trading plan is already in existence;
- 7.1.5** Set out either the value of trades to be affected 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 affected; and
- 7.1.6** Not entail trading in securities for market abuse.
- 7.1.7** The Compliance Officer shall review the trading plan made as above and shall assess whether the plan would have any potential for violation of the Regulations. 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.

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.

- 7.2** 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 a trading plan shall be deferred until such UPSI becomes generally available information.
- 7.3** 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.
- 7.4** Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

8. Chinese Walls:

- a) To prevent the misuse of confidential information, the Company may separate those areas of the Company which routinely have access to UPSI, considered “inside areas” from those areas which deal with sale/ marketing or other departments providing support services, considered “public areas”.
- b) The employees in the inside area, if any, shall not communicate any UPSI to any one in public area.

9. Disclosure Requirements:

a) Initial Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Promoter/Director/KMP and their Immediate Relatives to the Compliance Officer	Holding of securities of the Company as on date of appointment as Director/KMP or becoming Promoter	Within seven days of such appointment as Director/KMP or of becoming Promoter	FORM "B"

b) Continual Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Designated Person and their Immediate Relatives to the Compliance Officer	Number of such securities acquired or disposed off.	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. NOTE: <i>*disclosure of incremental transactions during a quarter shall also be made when transactions effected after the prior disclosure cross the threshold limits of Rs.10 Lakh specified above.</i>	FORM "C"
Company	Details of above disclosure	Within two trading days of receipt of disclosure or becoming aware of such disclosure	FORM "C" or to be sent to Stock exchanges

10. Compliance Officer:

10.1 The Company Secretary of the Company will be the Compliance Officer for the purpose of this Code of Conduct and shall report to the Board of Directors/Audit Committee.

10.2 The Compliance Officer, Managing Director and the Chief Executive Officer shall be responsible for ensuring compliance with this Code of Conduct, policies, procedures, maintenance of records/declarations/undertakings monitoring adherence to the rules for the preservation of UPSI, approval of Trading Plans, monitoring of trades, pre-clearing of all Designated Person's trades and the implementation of controls set out in the Regulations under the overall supervision of the Board of Directors.

10.3 The Compliance Officer shall provide reports to the Chairman of the Audit Committee on quarterly basis.

- 10.4** The Compliance Officer shall also assist all the Designated Persons in addressing any clarifications/queries regarding the Regulations and this Code of Conduct.
- 10.5** The Compliance Officer shall maintain a database of the violations of Code of Conduct by Designated Persons and immediate relatives of Designated Persons.
- 10.6** The Compliance Officer shall assist the Board in identifying the Designated Persons, from time to time, to be covered by the code of conduct on the basis of their role and function in the organization and the access that such role and function would provide to UPSI in addition to seniority and professional designation.
- 10.7** The Compliance Officer shall maintain a record of all Designated Persons and shall make changes to such record as and when intimation of any changes is received from the Human Resource (HR) Department.
- 10.8** The Compliance Officer shall in consultation with the Chairman and/or Managing Director, and as directed by the Board, specify Prohibited Period from time to time and immediately make an announcement thereof;
- 10.9** The Compliance Officer shall ensure that Prohibited Period is intimated to all concerned before the commencement of the Prohibited Period;
- 10.10** The Compliance Officer shall implement the punitive measures or disciplinary action prescribed for any violation or contravention of this Policy; and
- 10.11** The Compliance Officer shall do all such things as provided in the Regulations and as may be prescribed by SEBI or the stock exchange from time to time in relation to the prevention of Insider Trading.
- 10.12** In the event of any doubt on the interpretation of this Code, the Compliance Officer shall be entitled to approach external counsel for clarifications.

11. POWERS OF THE MANAGING DIRECTOR AND COMPLIANCE OFFICER

- 11.1** In case any suspicious trades comes to the knowledge of the Company, the Managing Director or the Compliance Officer shall have the right to reach out to the relevant Designated Person or Employee in order to obtain necessary information in relation to the transaction who shall then provide such information to the Compliance Officer. The Compliance Officer shall be entitled to review the information to ensure compliance of the Regulations/Code of Conduct.
- 11.2** The Managing Director or the Compliance Officer shall be entitled to access and review relevant information from the Company's concerned business groups or such entity appointed as broker, including access to the demat and trading accounts of the Employees and Designated Persons as the case may be, in order to ensure compliance with the Code of Conduct and the Regulations. The Compliance Officer shall have the right to impose sanctions or take disciplinary actions including instituting a block or freeze or suspension or recovery or clawback on the Securities held in the demat account(s) in order to prevent trading in them for the purposes of ensuring compliance with this Code of Conduct.

If the Managing Director or the Compliance Officer/CIRO suspects any leak of UPSI or any such leak comes to the knowledge of the Managing Director or the Compliance Officer/CIRO, the same shall be investigated in the manner prescribed in "Policy on Inquiry in case of Leak of UPSI" of the Company, and the Company shall be promptly reported to the Stock Exchanges (in case of any violation of the Regulations).

12. CONTRA TRADE

- i. All Designated 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, except where the restrictions on contra trade shall not be applicable where such trade is carried out in accordance with an approved trading plan or for trades pursuant to exercise of stock options. Derivative contract that is cash settled on expiry shall be considered to be a contra trade.
- ii. The Compliance Officer with approval of Chairman and Managing Director may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.
- iii. 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. However, this shall not be applicable for trades pursuant to exercise of stock options.
- iv. In case, the Designated Persons deal in any Securities of the Company through his/her portfolio manager/ investment manager, the same shall be disclosed to the Compliance Officer and restrictions relating to Trading in Securities of the Company under this Code will also apply to the trading in securities of the company through his/her portfolio manager/ investment manager.

13. REPORTING REQUIREMENTS FOR DESIGNATED PERSONS

- 13.1** All Designated Persons shall disclose names of the following persons to the company on an annual basis and as and when the information changes; a list of all their Immediate Relatives, b. persons with whom such Designated Persons have Material Financial Relationship, c. telephone and mobile numbers used by them and their respective PAN issued by the Income-Tax Department. In absence of PAN, Aadhaar number issued by Unique Identification Authority of India shall be disclosed. In absence of both documents, the Compliance Officer shall decide on the identifier supposed to be disclosed.
- 13.2** All Designated Persons who have been designated as on April 1, 2019 shall on a one time basis disclose the names of all educational institutions from where they have graduated and names of past employers. In case of persons designated after April 1, 2019, such information shall be given within 15 days of being a Designated Person.
- 13.3** The above list of such persons and disclosures made by them under clause 13.1 and 13.2 should be reviewed annually.
- 13.4** The Compliance Officer shall maintain records of all the declarations/undertakings/forms as mentioned in this Code of Conduct, and received from time to time, for a period of 5 (five) years.
- 13.5** The Compliance Officer shall take steps for disclosures required under this Code of Conduct to also be made through electronic filing in accordance with the system devised by the stock exchange.

- 13.6** In case a designated person resigns or retires from the services of the Company, all information which is required to be collected from such designated person should be collected till date of service of such employees with the company. Upon resignation from service of designated person, Company should maintain the updated address and contact details of such designated person. The Company should make efforts to maintain updated address and contact details of such persons for one year after resignation from service.

14. Reporting Requirements of Managing Director / Compliance Officer to Audit Committee/Board

The Managing Director and/or the Compliance Officer shall place before the Audit Committee of the Board of Directors, all details/instances of Violations of this Code of Conduct that may come to the notice of the Compliance Officer and/or Managing Director once in every calendar quarter or on a frequency as may be determined by the Audit Committee. The Managing Director/ Compliance Officer shall also place before the Audit Committee a status report on compliance with the Regulations and on the internal control systems in place to ensure compliance with the Regulations. The Compliance Officer shall report to the Board of Directors on the matters briefed to the Audit Committee and take any further steps as may be advised by the Board in this regard and shall also take necessary steps on any actionable or reports advised or required by the Audit Committee.

The Audit Committee shall at least once every year verify the internal control systems in place to ensure compliance with the Regulations and shall verify that the systems are adequate and operating effectively.

15. REPORTING REQUIREMENTS FOR OTHER INSIDERS

- 15.1** All Insiders who being in possession of same UPSI about the Company and have inter-se transferred securities of the Company as an off-market transaction shall report details of such transaction to the Company within 2 (two) Working Days.
- 15.2** Details of transactions received in terms of Clause 15.1 shall be reported to the stock exchanges within 2 (two) Working Days of receipt.
- 15.3** In case where the Managing Director / Compliance Officer becomes aware of any transaction as per Clause 15.1 but the same has not yet been reported by the Insider, the Managing Director / Compliance Officer shall suo moto report such transactions to the stock exchanges where the Company's securities are listed within 2 (two) Working Days of becoming aware of such transaction.

16. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The Chief Executive Officer by whatever name called, Managing Director or such other analogous person of the Company shall put in place adequate and effective system of internal controls by making standard operating procedures ('SOPs') to ensure compliance with the requirements given in these regulations and Company's Code of Conduct to prevent insider trading.

The Internal Controls shall include:

- a. all employees who have access to UPSI are identified as Designated person;
- b. all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of these regulations

- c. adequate restrictions shall be placed on communication or procurement of UPSI as required by these regulations
- d. lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons.
- e. all other relevant requirements specified under these regulations shall be complied with
- f. periodic process review to evaluate effectiveness of such internal controls

The Company has formulate written policies and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI, approved by Board of Directors of the Company and accordingly initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

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

If an inquiry has been initiated by the Company in case of leak of UPSI or suspected leak of UPSI, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by it.

17. MAINTENANCE OF RECORDS

The Managing Director and / or the Compliance Officer shall maintain a list of all employees and other persons with whom UPSI is shared, and shall ensure that confidentiality agreements are signed with or notices are served to such employees and other persons.

18. PENALTY FOR CONTRAVENTIONS OF CODE OF CONDUCT

- 18.1** All Designated Persons and their Immediate Relatives shall be individually responsible for complying with the provisions of the Regulations and this Code of Conduct to the extent applicable.
- 18.2** Any Designated Person who trades in securities or communicates any information for trading in Securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

The penalty imposed/action by the Company may include but shall not be restricted to:

- i. Reprimanding of defaulting Designated Person/Insider;
- ii. Ban from engaging in any trade of the securities or exercise of stock options of Company;
- iii. Suspension from employment;
- iv. Ban from participating in all future employee stock option schemes including lapse of all existing options;
- v. No increment and/or bonus payment; and/or
- vi. Termination from employment;
- vii. Disgorgement of the gain accrued through the transactions in violation of the Code.

- 18.3** In the event of any alleged Violation/Infraction of the Code by any Employee/ Designated Person or their Immediate Relatives, the Compliance officer would review the same in light of the facts and circumstances and determine the next steps in terms of recommendation for action to be initiated, including the requirement for making an onward reporting to the Audit Committee/Board.
- 18.4** Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.
- 18.5** The Audit Committee / Board may take actions or measures such as surrender of profits, if any, from the trading in securities, or such other fit and appropriate disciplinary action or measure (including, having regard to the facts and circumstances or past conduct, if any, imposition of monetary penalties, withholding of employee benefits and remuneration, suspension or termination of employment or service of the concerned Director or Designated Person). Provided however, in the case of a Contra Trade, the penalty shall be disgorge of profits for being deposited with the Investor Protection & Education fund.
- 18.6** In respect of any findings regarding a Director, the same would be submitted to the Audit Committee for its review and decision and would require being reported to the Board of Directors. Where the action or the measure requires the approval of the Board of Directors, its approval shall be taken prior to making the action or measure operational.
- 18.7** Any action by the Company, which may include sanctions and disciplinary actions, including imposition of monetary penalties, withholding of employee benefits and remuneration, suspension or termination of employment or service such person, instituting a block or freeze or suspension or recovery or clawback etc., shall not preclude SEBI from taking any action for violation of the Regulations.
- 18.8** Any amount collected from the Employee / designated persons or their immediate relatives shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- 18.9** The action by the Company shall not preclude the SEBI from taking any action in case of violation of the Regulations.
- 18.10** Without prejudice to its rights under Section 24 of the SEBI Act, SEBI can also pass any or all of the following order to an Insider-
- Directing him/her not to deal in the Company's Securities in any particular manner.
 - Prohibiting him/her from disposing of any of the Securities acquired in violation of the Regulations.
 - Restraining him/her from communicating or counseling any of the person to deal in Company's Securities.
 - Declaring the transactions in Securities as null and void.
 - Directing the person who acquired Securities in violation of the Regulations, to deliver the Securities back to the seller or alternatively pay the seller the price as provided.
 - Directing him/ her to transfer specified amount to Investor Protection Fund of a recognized Stock Exchange

19. FORMULATION OF PROCESSES / INTERNAL CONTROLS

The Managing Director / Compliance Officer shall be responsible for framing and implementation of below processes:

19.1 Written policies and procedures for inquiry to be undertaken in case of leak or suspected leak of UPSI which shall be approved by the Board and accordingly initiate appropriate inquiries on becoming aware of such information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

If an inquiry has been initiated by the Company in case of leak or suspected leak of UPSI the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

19.2 Process for how and when people within the Company or outside of the Company are brought inside on sensitive transactions.

19.3 Adequate and effective system of Internal controls to ensure compliance with the Regulations to prevent Insider Trading. Further, the Board is to ensure that the requirements are met by such persons under the Regulations.

19.4 All other relevant requirements specified under the Regulations shall be complied with;

19.5 Periodic process review to evaluate effectiveness of such internal controls.

20. TRAINING AND AWARENESS

The Company shall ensure appropriate communication of this Code of Conduct to all the Designated Persons. The Company shall conduct training and awareness sessions for all the employees periodically.

21. APPELLATE AUTHORITY

Any person aggrieved on account of action initiated by an appropriate authority may make a representation for final determination to the Appellate authority. For Designated Persons up to the one level below Executive Directors, Head-Human Resources would be the Appellate Authority; for Directors, Audit Committee would be the Appellate Authority. After a review of such application and decision thereof by the Appellate Authority the same shall be final and binding.

22. PROTECTION AGAINST RETALIATION AND VICTIMIZATION

Employees will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the Board or he or she is eligible for a Reward under these regulations, by reason of:

- a) Filing a Voluntary Information Disclosure Form under these regulations;
- b) 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 the Board; or
- c) Breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the Board in any manner.

- d) Provided that such protection shall not be available for any employee who files or threatens to file Voluntary Information Disclosure with
 - i. Malafide intention; or
 - ii. Motive to harass the Company
 - iii. Motive to extort money from the Company

Explanation - For the above purpose, “employee” means 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 these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

23. MISCELLANEOUS

- a) The Company may develop or procure an electronic method of administering the process under this Code. Designated Persons are advisable to make all the necessary disclosures and applications, if any through such specified electronic method including but not limited to seeking pre-clearance, intimation of trade, annual disclosures, etc.
- b) In case the Compliance Officer or his/her immediate relatives wants to trade in the securities of the Company, the Chief Financial Officer and in his absence the Executive Director of the company shall have the authority for taking all necessary steps under this code including but not limited to approving/disapproving pre-clearance, acknowledging intimation of trades executed, other disclosures, etc.
- c) The Company does not encourage the Designated Persons to deal in derivatives related to Company’s securities at any time [such as put and/or call options, contracts for differences and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of Company’s securities] because of the speculative nature of such instruments. However, if a Designated Person decides to trade in derivatives he will be under an obligation to abide by the Code and obtain pre-clearance as per clause 7.6 and consequent to the transaction, make requisite disclosures as per clause 7.10 of the Code being provided herein.
- d) Designated Persons must advise all Immediate Relatives:
 - i. of the fact that they are covered by this Code and that this Code applies to them;
 - ii. of the closure of trading window during which the immediate relatives should not deal in Securities of the Company;
 - iii. of any other periods when Designated Persons knows that he/she himself/herself is not free to deal in Securities of the Company under the provisions of this Code, unless his/her duty of confidentiality to the Company prohibits him/her from disclosing such periods;
 - iv. that the person/Immediate relatives must intimate him/her immediately after they have dealt in Securities of the Company;
 - v. Designated Persons must also take reasonable steps to prevent any dealings by or on behalf of and Dependents in Securities of the Company on considerations of a short-term nature.

- e) When a Designated Person acts as a trustee, the provisions of this Code will normally still apply as if he/she is also a beneficiary. This may not be the case if either he/she is only a nominee trustee without any discretion of his/her own or if his/her cotrustees act completely independently of the Designated Person.
- f) While a person may cease to be a Designated Person on retirement, resignation, etc. (and consequently would cease to be subject to this Code), he would continue to be a connected person for the purpose of the Regulations for a period of 6 months from separation and is therefore required to abide with the Regulations / Code.

24. INFORMATION TO STOCK EXCHANGES

Apart from any action by the Company, Stock Exchanges shall be informed promptly in the prescribed format of the instances of violations of the Regulations if any, in case of the Board of Directors becoming aware of any violation by the Designated Person and immediate relatives of Designated Persons of the Regulations and may proceed separately

25. AMENDMENTS AND MODIFICATION

This Code shall be reviewed from time to time and any amendments or modifications thereto shall be subject to the review and approval of the Board of Directors of the Company.

26. CLOSURE OF TRADING WINDOW:

As per the NSE Circular No. NSE/CML/2019/11 dated April 02, 2019 trading window of the Company will be closed from the end of every quarter till 48 hours after the declaration of financial results.

Annexure- 1

DISCLOSURE BY DESIGNATED PERSON

Date:

To,
The Compliance Officer,
Bedmutha Industries Limited,

Sub: Disclosure under Clause 14 of Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Ma'am/Sir,

Kindly note that in pursuance of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter 'Regulations'), I am a 'Designated Person' (DP) of Bedmutha Industries Limited. In this respect, I undertake to adhere to the 'Code of Conduct formulated by the Company to regulate, monitor and report trading by its designated persons and their immediate relatives'.

In this connection, please find below the list of my immediate relatives, for your record.

I confirm that I understand the meaning of the term 'Immediate Relative & Connected Person' as provided under the Regulations, such that my Immediate Relative would mean my spouse, and would include my parents and my spouse's parents, sibling, and child, any of whom is financially dependent either on me or on my spouse, or consults me or my spouse in taking decisions relating to trading in securities.

In respect of the above confirmation, I disclose the relevant details with respect to myself, my immediate relatives and persons with whom I shared a material financial relationship **during the Financial Year _____**.

I. Self-Details

S.No	Particulars	Details
1.	Name	
2.	PAN	
3.	Any other identifier, in case PAN is not available	
4.	Phone/mobile/cell Number	
5.	Educational Institutions from which I graduated	
6.	Names of Past Employers	

II. Details of my Immediate Relatives

S.No.	Name	Relation with the DP	PAN	Any other identifier, in case PAN is not available	Phone/mobile/cell number

III. Details of persons with whom I shared a material financial relationship* during the Financial Year _____

S.No.	Name	Relation with the DP	PAN	Any other identifier, in case PAN is not available	Phone/mobile/cell number

****(Material Financial Relationship means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or a gift during the immediately preceding 12 months, equivalent of at least 25% of such payer's annual income, but shall exclude relationships in which the payment is based on arm's length transactions)***

I confirm that the information in this disclosure is true and correct and there is no untrue statement or omission which would render the contents of this disclosure misleading in its form or context.

I confirm that I will immediately inform the Company of any **change** to the above information. In the absence of any such communication from me, the above information should be taken as updated information.

Sincerely,

Name:

Designation:

Employee Code:

Address:

Annexure- 2

REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW

S. No.	DATE OF NOTIFYING CLOSURE OF TRADING WINDOW, IF ANY	START DATE OF CLOSURE OF TRADING WINDOW	PURPOSE FOR WHICH TRADING WINDOW CLOSED	DATE OF OPENING OF TRADING WINDOW	REMARKS, IF ANY

Annexure- 3

APPLICATION FOR PRE-CLEARANCE OF TRADES IN SECURITIES

Date:

To
The Compliance Officer,
Bedmutha Industries Limited

Sub: Pre Clearance of trading in the securities of the Company ("Pre Clearance Application")

Dear Ma'am/Sir,

I, _____[Name], _____[Designation] of the Company/ connected with the Company in the capacity of _____ seek approval for subscribing/ buying/ selling/ agreeing to subscribe buy, sell, deal ("**Trade**") in the securities of the Company pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code, as per details given below:

DETAILS OF PROPOSED TRADE	
1.	Name and residential address of the Applicant
2.	Relationship with the Company Designated Person <input type="checkbox"/> Designation (if employee):
3.	Trade to be done by/ on behalf of (including that of the Spouse) Applicant <input type="checkbox"/> Spouse <input type="checkbox"/> Mother <input type="checkbox"/> Father <input type="checkbox"/> Brother <input type="checkbox"/> Sister <input type="checkbox"/> Son <input type="checkbox"/> Daughter <input type="checkbox"/> Others <input type="checkbox"/>
4.	Trade is for Sale <input type="checkbox"/> Purchase <input type="checkbox"/> Subscription <input type="checkbox"/> Others <input type="checkbox"/>
5.	Proposed Trade is Off Market <input type="checkbox"/> Through Stock Exchange <input type="checkbox"/>
6.	Name of the other party (purchase/seller) in case Trade is an off market trade
7.	Proposed date of dealing in securities
8.	No. of securities proposed to be Traded
9.	Price at which the Trade is proposed
10.	Price of securities of the Company on BSE/NSE proposed to be Traded (As on the date of application)
11.	Folio No/ DP ID/Client ID No.

DETAILS OF PRESENT HOLDING					
1.	No. of securities held by the applicant as on date				
2.	No. of securities held by applicant's Immediate Relatives(including that of the Spouse)	Relative	Name of Relative	No. of shares held	Folio No./Client ID/DP ID
		Spouse			
		Father			
		Mother			
		Brother			
		Sister			
		Son			
		Daughter			
3.	No. of securities held by person(s) for whom I take trading decisions	Name	Relation	No. of shares held	Folio No./Client ID/DP ID

DECLARATION AND UNDERTAKING

In relation to the above application I hereby declare and undertake the following:

1. That I am desirous of trading in the securities of the Company as per the details mentioned in this Pre-Clearance Application.
2. That I am not in possession & also 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 Code) up to the time of signing this Undertaking.
3. That 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 undertaking but before executing the Trade, for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes generally available to the public.
4. That if approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval failing which I shall seek pre-clearance again.
5. That I undertake to submit the necessary report within two working days of execution of the trade, in case trade is executed and within two working days from the date of expiry of seven days from the date of pre clearance approval, in case trade is not undertaken.



6. That I will not enter into an opposite/contra transaction during the next six months following the transaction under this approval, without previous approval of the Compliance Officer.
7. That I have not contravened any provisions of the Code as notified by the Company from time to time.

That I have made full and true disclosure in the matter.

Thanking You

Yours truly

Signature

Name

Employee Code:

Designation

Annexure- 4

LETTER OF INTIMATION OF PRE-CLEARANCE

Name:
Employee Code:
Designation:

Dear Ma'am/Sir,

With reference to your application datedseeking approval for undertaking transactions in _____ (Securities) detailed therein please be informed that you are hereby authorized / not authorized to undertake the transaction(s) as detailed in your said application.

Kindly note that in terms of the "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" of the Company, the above mentioned transaction is to be completed within seven trading days of the approval.

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

This approval letter is valid till _____ (i.e. for seven 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 any transaction/deal in the Securities. Further, you are required to file the details of the executed transactions in the attached format (Annexure 5) within two trading days from the date of transaction/deal. In case the transaction is not undertaken, a "Nil" report shall be given.

Kindly note that in terms of the above mentioned Code you shall not execute a contra-trade for a minimum period of six months from the date of the prior transaction, without following due process as mentioned in the Code.

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For & on behalf of

Compliance Officer/Authorised Officer

Annexure- 5

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within two trading days of transaction/dealing in Securities of the Company or upon expiry in case the transaction is not executed)

Date:

To
The Compliance Officer,
Bedmutha Industries Limited

I, _____, _____ of the Company/connected with the Company in the capacity of _____ have received pre clearance approval for purchase/ sale/ subscription ("**Trade**") of the securities of the Company vide pre clearance approval letter dated _____. In this regard, I hereby submit that I: (strike off which is not applicable)

- i. Have not Traded in the securities of the Company.
- ii. Have Traded in the securities of the Company as per the following details:

Name of the Applicant (who applied for pre clearance)	Traded by/on behalf of (including that of the Spouse)	No. of securities traded	DP ID/Client ID/Folio No. of the person in whose name trading is done	Price								
	Applicant <input type="checkbox"/> Spouse <input type="checkbox"/> Mother <input type="checkbox"/> Father <input type="checkbox"/> Brother <input type="checkbox"/> Sister <input type="checkbox"/> Son <input type="checkbox"/> Daughter <input type="checkbox"/> Others <input type="checkbox"/>	<table><tr><td>Purchased</td><td></td></tr><tr><td>Sold</td><td></td></tr><tr><td>Subscription</td><td></td></tr><tr><td>Others</td><td></td></tr></table>	Purchased		Sold		Subscription		Others			
Purchased												
Sold												
Subscription												
Others												

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (five) years and produce to the Compliance officer / SEBI any of the following documents:

- i. Broker's contract note.
- ii. Proof of payment to/from brokers.
- iii. Extract of bank passbook/statement (to be submitted in case of demat transactions).
- iv. Copy of delivery instruction slip (applicable in case of sale transaction).

I further agree to not to execute a contra-trade for a minimum period of six months from the date of this transaction. In case there is any urgent need, I shall approach the Compliance Officer for necessary approval.



I hereby declare that the above information is correct and that no provisions of the Code and/or the applicable laws/regulations have been violated in effecting the aforesaid trade.

Thanking you

Signature:

Name:

Employee Code:

Designation:

Annexure- 6

REGISTER OF WAIVER OF RESTRICTION FOR ENTERING INTO A CONTRA TRADE WITHIN SIXMONTHS OF PRIOR TRANSACTION

S.No.	NAME	DESIGNATION& EMPLOYEE CODE., PAN	DEPT.	NAME & PAN OF THE IMMEDIATE RELATIVES, IF THE SECURITIES ARE HELD IN THE NAME OF IMMEDIATE RELATIVES	NUMBER OF SECURITIES
1.	2.	3.	4.	5.	6.
CONSIDERATION VALUE	REASONS FOR WAIVER	DATE OF WAIVER	REMARKS		
7.	8.	9.	10.		

Annexure- 7

REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES

S. No	NAME	DESIGNATION& EMPLOYEE CODE	DEPT.	DATE & TIME OF RECEIPT OF PRE-CLEARANCE APPLICATION	NATURE OF TRANSACTION (PURCHASE OR SALE or SUBSCRIPTION OF THE SECURITIES)	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1.	2.	3.	4.	5.	6.	7.

ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME OF THE IMMEDIATE RELATIVES IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVES	DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER	REASONS FOR NON CLEARANCE, IF NOT CLEARED	NUMBER OF SECURITIES ACTUALLY TRADED, IF INTIMATED	REMARKS
8.	9.	10.	11.	12.	13.

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: Bedmutha Industries Limited

ISIN of the Company: INE844K01012

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): Not Applicable

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 director/KMP/Promoter]

Name of the Company: Bedmutha Industries Limited

ISIN of the Company: INE844K01012

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of the Company 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.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
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 of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2): Not Applicable

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 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
7	8	9	10	11	12

Name & Signature:

Designation:

Date:

Place:



FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company: Bedmutha Industries Limited

ISIN of the Company: INE844K01012

Details of change in holding of Securities of Promoter, Designated Person or Director of the Company and other such persons as mentioned in Regulation 6(2).

Director of the company, and the each person as mentioned in Regulation 5(7)														
Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/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/sale 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 etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge / Revoke/Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

Value of transaction excludes taxes/brokerage/any other charges



Details of trading in derivatives of the company by Promoter, Designated Person or Director of a listed company and other such persons as mentioned in Regulation 6(2):

Not Applicable

Name & Signature:

Designation:

Date:

Place:



Note :

1. The Original Policy on the above topic was approved by the Board of Directors in their Meeting held on March 29, 2019
2. The above Policy was revised and approved by the Board of Directors in their Meeting held on February 12, 2025 & May 23, 2025.

BEDMUTHA INDUSTRIES LIMITED
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