



REF:INABB:STATUT:Insider Trading:

December 31, 2019

BSE Limited  
P.J. Towers  
Dalal Street  
Mumbai 400 001

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

Attn: Listing Dept.

Dear Sirs

Sub: Updated "Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI).

Ref: SEBI (Prohibition of Insider Trading) Regulations, 2015.

Scrip Code – BSE 500002 and 952706 / NSE ABB

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Please find attached updated "Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" approved by the Board of Directors of the Company, pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. The updated Code is available on the Company's website at [www.abb.co.in](http://www.abb.co.in).

Kindly take the same on record.

Thanking you

Yours faithfully  
For ABB India Limited



B Gururaj

General Counsel & Company Secretary  
FCS 2631

Encl: as above

**ABB INDIA LIMITED**

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING  
AND  
CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION**

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## ABB INDIA LIMITED

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

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

#### **INTRODUCTION:**

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

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

This document embodies (a) the Code of Conduct for regulating, monitoring and reporting of trades by designated persons and immediate relatives of designated persons of ABB India Limited (“**Company**”) and (b) the code of practices and procedures for fair disclosure of unpublished price sensitive information, as provided for under the Regulations. All Designated Persons and immediate relatives of designated persons, as defined in the Code shall be governed by this Code.

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

#### **1. Definitions**

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

- (a) **"Act"** means the Securities and Exchange Board of India Act, 1992 and includes any statutory modifications or amendments thereto from time to time in force.
  - (b) **"Audit Committee"** means the audit committee of the Board;
  - (c) **"Board"** means the Board of Directors of the Company.
  - (d) **"Code"** means this Code of Conduct for regulating, monitoring and reporting of trades under the Regulations, and any modifications /amendments made thereto from time to time.
  - (e) **"Chinese Walls"** shall have the meaning assigned thereto in paragraph 6(i) of this Code.
  - (f) **"Chief Investor Relations Officer"** shall have the meaning assigned to it in paragraph 1(a) of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
  - (g) **"Company"** means ABB India Limited.
  - (h) **"Companies Act"** means the Companies Act, 2013 and the rules made thereunder and shall include any modifications or amendments thereto from time to time in force.
  - (i) **"Compliance Officer"** means the senior officer so designated and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and implementation of the codes specified under the Regulations under the overall supervision of the Board.
  - (j) **"Connected Person"** means
    - (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information Unpublished Price Sensitive Information or is reasonably expected to allow such access.
    - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
      - (a) an immediate relative of connected persons specified in clause (i); or
      - (b) a holding company or associate company or subsidiary company; or
      - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
      - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- 
- (e) an official of a stock exchange or of clearing house or corporation; or

- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - (g) a member of the board of directors or an employee of a public financial institution as defined in section 2 (72) of the Companies Act; or
  - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - (i) a banker of the Company; or
  - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative Immediate Relative or banker of the Company, has more than ten per cent, of the holding or interest.
- (k) **"Contra Trade"** shall have the meaning assigned to it in paragraph 5(i) of this Code.
- (l) **"Dependent"** with respect to any person, means the parents, siblings, spouse, children, children of the spouse (whether minors or adults) of such person who are either financially dependent on such person or consult with such person while taking decisions relating to trading in securities.
- (l) **"Designated Persons"** means: -
  - (i) Directors of the Company;
  - (ii) Employees of the Company in management category who would have or may reasonably be expected to have access to Company's Unpublished Price Sensitive Information i.e., (a) All members of the Country Management Committee (CMC); (b) Company Secretary and employees in Company Secretarial function; (c) Secretaries/Assistants to CMC Members; (d) Key employees in Corporate Finance function who would on the basis of their role and function in the Company directly or indirectly have or may reasonably be expected to have access to Unpublished Price Sensitive Information and (e) Key employees in Corporate Communication function who would on the basis of their role and function in the Company directly or indirectly have or may reasonably be expected to have access to Unpublished Price Sensitive Information. The Compliance Officer in consultation with the Managing Director may modify the list of employees as and when changes occur;
  - (iii) Employees upto two levels below the Chief Executive Officer/ Managing Director of the Company and its material subsidiaries;
  - (iv) Statutory Auditors i.e. signing Partner and others who are involved in assurance assignment with the Company's financial results/accounts;
  - (v) Key employees of the Company and its material subsidiaries;
  - (vi) All promoters of the Company;
  - (vii) Any support staff of the Company such as IT staff or secretarial staff who have access to Unpublished Price Sensitive Information;
  - (viii) Such other persons as may be specified by the Board in consultation with the Compliance Officer; and
  - (ix) Any person designated as such by the Compliance Officer from time to time in consultation with the Managing Director in line with the objectives of the Code.
- (m) **"Director"** means a member of the Board
- (n) **"Employee"** means every employee of the Company, including the Directors who are in employment of the Company.

- (o) **"ESOP"** shall have the meaning assigned to it in paragraph 7(e) of this Code.
- (p) **"Generally Available Information"** means information that is available/accessible to the public on a non-discriminatory basis.
- (q) **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- (r) **"Informant"** shall have the meaning assigned to it under the Regulations or any statutory modification thereof for the time being in force.
- (s) **"Insider Areas"** and **"Public Areas"** shall have the meanings respectively assigned to them in paragraph 6(ii) of this Code.
- (t) **"Key Managerial Personnel (KMP)"** means a person as defined so under Section 2(51) of the Companies Act including any amendment or modification made thereto.
- (u) **"Legitimate Purpose"** shall include sharing of the UPSI in relation to the following:
  - (i) sharing of information in the ordinary course of business;
  - (ii) sharing of information in performance of duty(ies);
  - (iii) sharing of information in discharge of legal obligation(s);
  - (iv) sharing of information upon a subpoena, direction or order of a court or tribunal of competent jurisdiction;
  - (v) sharing of information pursuant to any requirement of legal process, regulation or governmental order, decree in compliance with applicable laws, rules or regulations;
  - (vi) sharing of information with auditors viz. internal auditors, statutory auditors, cost auditors, tax auditors or secretarial auditors in relation to audit or for obtaining any certifications or any other services
  - (vii) sharing the information with partners, customers, collaborators and suppliers on a need to know basis for entering into contracts or other business prospects which necessitates the same;
  - (viii) sharing of information for the purposes of obtaining regulatory licenses and approvals.;
  - (ix) sharing of information for the purpose of obtaining various credit facilities or loans, giving guarantees or providing security from/to banks, financial institutions or other lenders;
  - (x) sharing of information with merchant bankers including their counsels and advisors in relation to issue of any Securities, debentures, American Depositary Receipts/Global Depositary Receipts, convertible instruments, or Qualified Institutional Placements
  - (xi) sharing of information with legal advisors or counsel on a need to know basis in relation to any litigation, representations or registering of any intellectual property rights or in relation to obtaining any opinion or advisory services.;
  - (xii) sharing of information with consultants on a need to know basis in relation to obtaining any opinion or advisory services.;
  - (xiii) sharing of information with insolvency professionals or other advisors or consultants on a need to know basis in any other important matters of the Company; and
- (xiv) sharing of information arising out of business requirements such as acquisitions, mergers, divestments, rights issue or any other transaction(s)/ corporate action(s)

- where an insider (s) needs to share information with the promoters /controlling shareholders or other persons for the implementation of transaction.;
- (xv) possible investment/disinvestment in a new venture/existing undertaking;
  - (xvi) any event or information as prescribed under Part A of Schedule III under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time; and
  - (xvii) any other purpose as the Board may determine for sharing of information on a need to know basis depending upon the transaction.

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

- (v) **"Need to know"** means Price Sensitive Information disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (w) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modification thereof for the time being and from time to time in force.
- (x) **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modification thereof for the time being and from time to time in force.
- (y) **"Regulations"** shall mean The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 for the time being and from time to time in force.
- (z) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof for the time being and from time to time in force, except units of a mutual fund.
- (aa) **"SEBI"** means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992 and any modifications or amendments thereto for the time being in force.
- (bb) **"Stock Exchange"** means BSE Limited and National Stock Exchange of India Limited.
- (cc) **"Specified"** means specified by SEBI, in writing.
- (dd) **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any modifications or amendments thereto for the time being in force;
- (ee) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company and 'trade' shall be construed accordingly.
- (ff) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

- (gg) **“Trading Plan”** shall mean a trading plan formulated by a Designated Person and presented to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on behalf of Designated Person in accordance with such plan. The Trading Plan shall comply with the requirement of paragraph 12 (b);
- (hh) **“Trading Window”** shall have the meaning assigned to it in paragraph 7(a) of this Code;
- (ii) **“Unpublished Price Sensitive Information” (UPSI)** means any information relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily include, without restriction, information relating to the following:
  - (i) financial results;
  - (ii) dividends;
  - (iii) issue of securities or buy-back of securities
  - (iv) change in capital structure;
  - (v) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
  - (vi) changes in KMP.
- (jj) **“Voluntary Information Disclosure Form”** shall have the meaning assigned to it under the Regulations or any statutory modification thereof for the time being and from time to time in force.

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

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

Words and expressions used in this Code but not defined herein shall have the meanings respectively assigned to them under the Regulations, Securities and Exchange Board of India Act, 1992 for the time being and from time to time in force, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act 2013, for the time being and from time to time in force.

## **2. Powers, Duties and Responsibilities of the Compliance Officer**

- (a) The Company has appointed the person holding the position of **Company Secretary**, as the Compliance Officer for the purposes of this Code and the Regulations. The Compliance Officer shall make best endeavours to ensure compliance with, and effective implementation of, the Regulations and the Code.
- (b) The Compliance Officer shall report to the Board and in particular, shall provide report to the Chairman of the Audit Committee or to the Chairman of the Board, at such frequency, as may be stipulated by the Board but not less than once in a year. Further, the Compliance Officer shall, at all times, abide by any directions and instructions that may be issued by the Board.
- (c) The Compliance Officer shall be responsible for:
  - (i) setting forth policies in consultation with the Chairman / Managing Director;
  - (ii) prescribing procedures in connection with the Code;
  - (iii) monitoring adherence to the rules specified in the Code for the preservation of Unpublished Price Sensitive Information;



- (iv) monitoring trades of Designated Persons and their Immediate Relatives;
  - (v) pre-clearing approvals, either directly or through heads of various departments as decided by the Board, to dealings in the Company's Securities by the Designated Persons and Dependent and monitoring of such dealings;
  - (vi) implementation of this Code under the overall supervision of the Board.
- (d) The Compliance Officer shall maintain a record of all the Designated Persons and also changes to the list from time to time.
  - (e) The Compliance Officer shall maintain records of all declarations and disclosures received by him under the Code for a minimum period of five (5) years.
  - (f) The Compliance Officer shall be responsible for the approval of Trading Plans. The Compliance Officer shall also be responsible for notifying the Trading Plans to the stock exchanges on which Securities are listed
  - (g) The Compliance Officer shall maintain a record of Trading Window from time to time.
  - (h) The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and this Code.

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

- (a) **Preservation of Unpublished Price Sensitive Information:** The Designated Persons and Immediate Relatives of Designated Persons shall maintain confidentiality of all Unpublished Price Sensitive Information and shall not communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company, to any person including other insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- (b) **Need to know:** All Unpublished Price Sensitive Information shall be handled within the Company on a need-to-know basis and Designated Persons and Immediate Relatives of Designated Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall handle the same on a “**need to know**” basis. Unpublished Price Sensitive Information shall be disclosed only to those persons within the Company who need such information in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- (c) **Limited access to confidential information:** Designated Persons and Immediate Relatives of Designated Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall ensure that :
  - (i) files containing Unpublished Price Sensitive Information are kept secure;
  - (ii) computer files have adequate security of login through a password; and
  - (iii) follow the guidelines for maintenance of electronic records and systems as prescribed within the Company from time to time in consultation with the person in charge of the information technology function.

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

**4. Restrictions on Designated Persons and Immediate Relatives of Designated Persons**

- (a) No Designated Person and Immediate Relatives of Designated Persons shall –
- (i) either on his own behalf, or on behalf of any other person, trade when in possession of any Unpublished Price Sensitive Information unless made in accordance with the Trading Plan as enumerated in this Code;
  - (ii) advise any person to trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that “advice” shall mean to include recommendations, communications or counselling.
- (b) Each Designated Person and Immediate Relative of Designated Persons shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the Securities of the Company on behalf of any Designated Person or Immediate Relatives of Designated Persons, unless such Designated Person or Immediate Relatives of Designated Persons is permitted to trade in the Securities of the Company in accordance with this Code.

**5. Restrictions on opposite transactions and short selling**

**Contra Trade**

- (a) All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction (“**Contra Trade**”). All Designated Persons shall also not take positions in derivative transactions – if any, in the Securities [of the Company] at any time. This restriction on opposite trade shall not be applicable for trades pursuant to exercise of stock option.
- (b) If a Designated Person intends to enter into a Contra Trade, such Contra Trade may be made only with prior approval of the Compliance Officer. The Compliance Officer while approving such exception, shall record in writing the reasons for which such exception was granted and why such exception would not be in violation of the Code or the Regulations.
- (c) In the event that a Contra Trade has been executed without prior approval of the Compliance Officer, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- (d) It is clarified that restrictions on Contra Trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.

**Short Selling**

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

## 6. Chinese Walls

- (a) While dealing with or handling Unpublished Price Sensitive Information within the Company, the Company shall establish norms for appropriate Chinese Walls procedures and processes for permitting any Designated Person to cross the wall (collectively "**Chinese Walls**") designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information, or the appearance thereof.
- (b) Chinese Walls shall be used to separate areas that have access to Unpublished Price Sensitive Information ("Insider Areas") from those who do not have such access ("Public Areas") within the Company.
- (c) Where Chinese Walls arrangements are in place Designated Persons working within an Insider Area are prohibited from communicating any confidential or Unpublished Price Sensitive Information to anyone in Public Areas without the prior approval of the Compliance Officer.
- (d) Designated Persons within a Chinese Wall shall ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.
- (e) A Designated Person may cross the Chinese Wall to enter the Insider Areas only with the prior approval of the Compliance Officer, and shall be subject to all restrictions that apply to such areas.
- (f) The establishment of Chinese Walls does not mean or imply that Unpublished Price Sensitive Information can circulate freely within Insider Areas.
- (g) Appropriate records of all wall crossings will be maintained. Further, the Compliance Officer should be informed of all instances wherein a person has wall-crossed (at the time of such wall – crossing), so as to enable the Compliance Officer to maintain appropriate records in this regard. The Compliance Officer shall duly record reasons for crossing the wall in writing. Such persons shall be made aware of the duties and responsibilities attached to the receipt of Unpublished Price Sensitive Information, and the liability that attaches to misuse or unwarranted use of such information.

## 7. Trading Window

- (a) Designated Persons may execute trades subject to compliance with the Regulations. Subject to sub-paragraph (b) below, the Compliance Officer may, in consultation with the Board, specify a trading period (hereinafter referred to as "**the Trading Window**") for dealing in the Securities PROVIDED THAT unless otherwise specified by the Compliance Officer, the Trading Window shall, subject to subparagraph (b) below, remain open for dealing in the Securities.
- (b) Unless otherwise specified by the Compliance Officer, the Trading Window shall be:
  - (i) closed at least 15 days prior to the end of financial year and 2 days after the pre-agreed Board meeting date at which Annual financial results are to be considered by the Board;
  - (ii) in addition to above, closed at least 15 days prior to the 1<sup>st</sup> of April, the 1<sup>st</sup> of July, the 1<sup>st</sup> of October and the 1<sup>st</sup> of January of every year, and until 2 days after the declaration of the respective quarterly financial results are considered by the Board.
  - (iii) *inter alia* closed 2 (two) days prior to and 2 days after:
    - any intended announcements regarding amalgamation, mergers,

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takeovers and buy- back, disposal of whole or substantially whole of the undertaking, issue of Securities by way of public/

- rights/bonus etc., any major expansion plans or execution of new projects,
  - any changes in policies, plans or operations of the Company that could have a material impact on its financial performance, and
- (c) The Trading Window shall remain closed during the time the Unpublished Price Sensitive Information remains un-published. The Trading Window shall be opened 48 hours after the Unpublished Price Sensitive Information is made public.
- (d) All Designated Persons shall conduct, and cause their Dependents to conduct, their dealings in the Securities only when the Trading Window is open and no Designated Person or Dependents shall deal in any transaction involving the purchase or sale of the Securities of the Company during the periods when the Trading Window is closed, as referred to in sub-paragraph (b) above, or during any other similar period as may be specified by the Compliance Officer from time-to-time pursuant to sub-paragraph (a) above. It is the duty of the Designated Persons to inform the Immediate Relatives of the closure of the Trading Window and ensure that they do not deal in the Securities of the Company.
- (e) The Designated Persons who participate in the Company's employee stock option plan ("ESOP"), if any, shall not sell the Securities allotted to them on exercise of their ESOPs when the Trading Window is closed PROVIDED HOWEVER THAT the exercise of by them of such ESOPs shall be permitted when the Trading Window is closed.
- (f) In addition to the above, the Compliance Officer may in consultation with the Chairman / Managing Director, declare the Trading Window closed, on an "as needed" basis for any reason.
- (g) Despite the Trading Window being open, Designated Persons would only be allowed to trade subject to the conditions specified in paragraph 9 below and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.
- (h) The gap between clearance of accounts by Audit Committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- (i) It is clarified that Trading Window norms shall not be applicable for trades carried out in accordance with an approved Trading Plan

## **8. Pre-clearance for dealings in Securities**

- (a) Applicability: Every Designated Person (including the Dependent) who intends to Trade in the Securities of the Company in a calendar quarter (either in one transaction or in a series of transactions) of a consideration price exceeding Rs. 5 Lakh for the Securities of the Company should obtain a prior approval for the transactions as per the procedure described hereunder. This is a mandatory requirement even when the Trading Window is open. A Designated Person shall apply for pre-clearance only if he/she or his Dependent intends to trade beyond the threshold limits mentioned above. However, pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan

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

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

#### 9. **Approval**

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

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

- (b) Every such approval shall be issued in the form specified in **Annexure - 3** hereto. Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval.
- (c) In the event of absence of the Compliance Officer, the Board may delegate performance of the duties and responsibilities referred to in this paragraph to any head of department of the Company.
- (d) All transactions involving the Compliance Officer shall be approved by the Managing Director.

#### 10. **Completion of Pre-cleared Dealing**

- (a) All Designated Persons shall execute the pre-cleared deal in respect of the Securities of the Company not later than 1 (one) week from the date of the approval and send within 2 (two) Trading Days of execution of the transaction, the details of such transaction, to the Compliance Officer in such format as may be prescribed by the Company from time to time as per – **Form C**.
- (b) If the pre-cleared deal is not executed by the concerned Designated Persons pursuant to the pre-dealing approval granted by the Compliance Officer within 1 (one) week of the date of such approval, then the Designated Person shall notify the Compliance Officer of such decision as per the format set out in **Annexure - 7**, and shall not deal in such Securities without applying once again to the Compliance Officer for preclearance of the transaction covered under the said approval.

## 11. Holding Period

- (a) All Designated Persons shall hold their investments in the Securities of the Company for a minimum period of 30 days in order to be considered as being held for investment purposes. This holding period shall also apply to subscription in the primary market and shall, in such case, commence when the Securities of the Company are actually allotted.
- (b) In case the sale of Securities of the Company is necessitated by personal emergency, the holding period referred to above may be waived by the Compliance Officer after recording his reasons in this regard.

## 12. Trading Plan

- (a) Designated Persons and shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out in accordance with such plan.
- (b) The Trading Plan shall:–
  - (i) not entail commencement of **trading earlier than six (6) months** from the public disclosure of the plan;
  - (ii) not entail trading for the period between **the twentieth (20) Trading Day prior** to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
  - (iii) entail trading for a period of **not less than twelve (12) months**;
  - (iv) not entail overlap of any period for which another trading plan is already in existence;
  - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - (vi) not entail trading in securities for market abuse.
- (c) The Compliance Officer upon receipt of such Trading Plan, shall review the same to assess whether the plan would have any potential for violation of the Regulations. The Compliance Officer shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the trading plan. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan. Provided further that Trading Window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.
- (d) The Compliance officer shall endeavor to approve the Trading Plan within seven (7) working days of its receipt together with necessary undertakings and declarations.
- (e) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan.
- (f) The implementation of the Trading Plan shall not be commenced if any Unpublished

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Price Sensitive Information in possession of the Designated Person / at the time of its formulation has not become generally available at the time of the commencement

of implementation and in such an event, the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid violation of the Regulations.

- (g) Upon approval of the Trading Plan, the Compliance Officer shall notify it to the stock exchanges on which the Securities of the Company are listed.
- (h) In case of the Compliance Officer, the Trading Plan shall be presented to the Managing Director for approval

### **13. Disclosure of Interest and Declaration by Designated Persons**

#### **(a) Initial Disclosure**

- Every Promoter, member of Promoter Group, Director, KMP and all Designated Persons shall disclose his / her holding of Securities of the Company as on 15<sup>th</sup> May 2015, within thirty (30) days thereafter as per **Form – A**.
- Every person on appointment as a Director or KMP of the Company or upon becoming a Promoter or a member of the Promoter Group shall disclose his / her holding of securities of the Company as on the date of appointment or becoming a Promoter of the Company within seven (7) days of such appointment or becoming a Promoter as per **Form – B**.

#### **(b) Continual Disclosure**

- Every Promoter, member of the Promoter Group and Designated Person shall disclose to the Company the number of the Securities of the Company acquired or disposed off, within 2 Trading Days of such transactions if the value of the Securities traded whether in one transaction or a series of transactions, over any calendar quarter, aggregates to a traded value in excess of Rs.10 Lacs or such other value as may be specified as per **Form – C**.
- Additionally, all Designated Persons shall furnish the following declarations, from time to time, as detailed below:
  - (i) all holdings in Securities of the Company by Designated Persons at the time of joining the Company as per **Form – B**.
  - (ii) quarterly statements of any transactions in Securities of the Company (including trades where pre-clearance is required and those made in accordance with the Trading Plan) as per **Annexure – 4**; and
  - (iii) annual statement of all holdings in Securities of the Company as prescribed as per **Annexure – 5**.

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

**(c) Disclosures by other Connected Persons**

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

**(d) Disclosure by Company to Stock Exchanges**

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

**14. Protection of Informants that submit a Voluntary Information Disclosure Form**

***Note: The concept of informants voluntarily providing information to SEBI has been introduced on September 17, 2019 (Chapter IIIA) vide the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019. The same shall come into force on the 100<sup>th</sup> day from the date of their publication in the Official Gazette i.e., September 17, 2019***

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

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

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

**15. Disclosures by Designated Persons**

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

- (a) Immediate Relatives;
- (b) persons with whom such Designated Person(s) shares a material financial relationship;
- (c) phone, mobile and cell numbers which are used by them.



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

The term 'material financial relationship' shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding 12 (twelve) months, equivalent to at least 25% (twenty five percent) of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions.

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

- (a) The Compliance Officer in consultation with Managing Director of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).
- (b) A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants. for a Legitimate Purpose.
- (c) Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of Unpublished Price Sensitive Information shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons:
  - (i) to make aware to such person that the information shared is or would be confidential;
  - (ii) to instruct such person to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations; and
  - (iii) to make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

**17. Internal Control Systems**

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

The internal controls shall include the following:

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

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

All the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of this Code and the Regulations.

**19. Whistle-blower policy**

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

**20. Digital database**

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

**21. Penalty for Contravention**

- (a) Every Designated Person shall comply with, and cause his Immediate Relatives to comply with, the provisions of this Code.
- (b) A Designated Person who violates this Code shall, in addition to any other action that may be taken by the Company under law, be subject to appropriate sanctions and disciplinary action by the Company, which may include freezing of wages / salary, recovery, clawback, suspension and termination of employment.
- (c) The action taken by the Company against any Designated Person pursuant to subparagraph (b) above shall not preclude SEBI from taking any action for violation of this Code or the Regulations.
- (d) In case it is observed by the Compliance Officer that there has been a violation of this Code by any Designated Person or any Immediate Relative of a Designated Person, the Compliance Officer shall forthwith inform the Board about the violation in the form prescribed by annexure A to the circular issued by SEBI dated July 19, 2019 and as attached hereto as Annexure 6. The Compliance Officer shall also simultaneously inform SEBI about such violation.
- (e) The Company shall maintain a database of the violation of code of conduct by designated persons and Immediate Relatives of Designated Persons that would entail initiation of appropriate action against them.

**22. Clarifications**

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

**23. Amendments**

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

**24. Others**

- (a) Any two Directors and the Compliance Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. However, any major modification to the Code will require authorization by the Board.
- (b) Where the Company engages a service provider who is a Connected Person, the head of the department of the Company which engages such Connected Person is responsible for communicating the requirements of this Code to such Connected Person & verify whether such Connected Person has a similar code of conduct applicable to its employees to prevent such persons from misusing Unpublished Price Sensitive Information of the Company , as well as the efficacy of implementation of such code by those Connected Persons.

**25. Disclaimer**

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

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

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

[Under Regulation 8 of the Regulations]

### 1. Overseeing and co-coordinating disclosure:

- (a) The Board shall identify a Senior Officer who would be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information ("**Chief Investor Relations Officer**") pursuant to this Code as required under the Regulations. In case no Chief Investor Relations Officer is appointed by the Board, the Compliance Officer shall be the Chief Investor Relations Officer and shall discharge and perform the relevant powers, duties and responsibilities of the Chief Investor Relations Officer hereunder.
- (b) In case the Chief Investor Relations Officer is not the Compliance Officer, he shall report to, and abide by the directions and instructions issued by, the Managing Director and shall also co-ordinate with the Compliance Officer.
- (c) The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating employees on disclosure policies and procedures.
- (d) All disclosure/dissemination whatsoever of any information (save and except disclosure required to be made under any law (including the Regulations) or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Managing Director before disclosure / dissemination of such information.
- (e) Should any disclosure / dissemination of information on behalf of the Company take place accidentally without the prior approval referred to above, the person responsible for such disclosure / dissemination shall forthwith inform the Chief Investor Relations Officer about such disclosure / dissemination, irrespective of whether such information is Price Sensitive Information or not.

### 2. Responding to Market Rumours

- (a) The employees, officers and Directors of the Company shall promptly direct any queries or requests for verification of market rumours received from Stock Exchanges or any regulatory authorities or from the press or media or from any other source to the Chief Investor Relations Officer.
- (b) The Chief Investor Relations Officer shall, on receipt of requests as aforesaid, consult the Managing Director and respond to the same without any delay.
- (c) The Chief Investor Relations Officer shall be responsible for deciding, in consultation with the Managing Director, as to the necessity of a public announcement for verifying or

denying rumours and thereafter making appropriate disclosures PROVIDED THAT no disclosure in response to the queries/request shall be made by the Chief Investor Relations Officer when the Managing Director does not approve the same.

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

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

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

- (a) No person, except those authorised by the Chief Investor Relations Officer /Compliance Officer or the Managing Director, shall disclose any information relating to the business activities of the Company to analysts and institutional investors.
- (b) All Directors, officers and employees of the Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors: -

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

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

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

(c) Recording of discussion:

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

(d) Simultaneous release of information:

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

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

(e) Medium of disclosure/dissemination:

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

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

5. Need to know basis

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

6. Determination of Legitimate Purpose

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

- (i) sharing of information in the ordinary course of business;
- (ii) sharing of information in of performance of duty(ies);
- (iii) sharing of information in discharge of legal obligation(s);
- (iv) sharing of information upon ,a subpoena, direction or order of a court or tribunal of competent jurisdiction;
- (v) sharing of information pursuant to any requirement of legal process, regulation or governmental order, decree in compliance with applicable laws, rules or regulations;
- (vi) sharing of information with auditors viz. internal auditors, statutory auditors, cost auditors, tax auditors or secretarial auditors in relation to audit or for obtaining any certifications or any other services ;
- (vii) sharing of information with partners, customers, collaborators and suppliers on a need to know basis for entering into contracts or other business prospects which necessitates the same;
- (viii) sharing of information for the purposes of obtaining regulatory licenses and approvals
- (ix) sharing of information for the purpose of obtaining various credit facilities or loans, giving guarantees or providing security from/to banks, financial institutions or other lenders;
- (x) sharing of information with merchant bankers including their counsel and advisors . in relation to issue of any securities, debentures, American Depository Receipts/Global Depository Receipts, convertible instruments, or Qualified Institutional Placements;
- (xi) sharing of information with legal advisors or counsels in relation to any litigations, representations or registering of any intellectual property rights or in relation to obtaining any opinion or advisory services;
- (xii) sharing of information with consultants on a need to know basis in relation to obtaining any opinion or advisory services
- (xiii) sharing of information with insolvency professionals or other advisors or

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consultants on a need to know basis in any other important matters of the Company; and

- (xiv) sharing of information arising out of business requirements such as acquisitions, mergers, divestments, rights issue or any other transaction(s)/ corporate action(s) where an insider (s) needs to share information with the promoters /controlling shareholders or other persons for the implementation of transaction.
- (xv) possible investment/disinvestment in a new venture/existing undertaking;
- (xvi) any event or information as prescribed under Part A of Schedule III under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time; and
- (xvii) any other purpose as the Board may determine for sharing the information on a need to know basis depending upon the transaction into question.

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

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

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

This Code is as approved by the Board at its meeting held on May 5, 2015. On November 13, 2019, the Board approved amendments to this Code.

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## **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: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

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

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

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

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

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

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## **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: \_\_\_\_\_ ISIN of the

company: \_\_\_\_\_

**Details of Securities 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).**

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).**

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

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

Name & Signature:

Designation:

Date:

Place:

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## FORM C

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

Name of the company: \_\_\_\_\_  
ISIN of the company: \_\_\_\_\_

#### 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).

1	Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Director / 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.)
			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				4	5	6	7	8	9	10	11	12	13	14

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

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

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place:

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**FORM D (Indicative format)**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	2	3	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. )
			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				4	5	6	7	8	9	10	11	12	13	14

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

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

Type of Contract	Contract specifications	Trading in derivatives (Specify type of contract, Futures or Options etc)			Exchange on which the trade was executed
		Buy		Sell	
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)
15	16	17	18	19	20
					21

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

Name:

Signature:

Place:

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## ANNEXURE - 1

### APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,  
The Compliance Officer,  
ABB India Limited

Dear Sir/Madam,

#### **Application for Pre-dealing approval in securities of the Company**

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

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

I enclose herewith the Undertaking signed by me.

Yours faithfully,

\_\_\_\_\_  
(Signature of Designated Person)

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

**ANNEXURE - 2**

(On Stamp Paper of Rs.100)

**UNDERTAKING THAT SHOULD ACCOMPANY THE APPLICATION FOR PRE-DEALING**

**UNDERTAKING**

To,  
ABB India Limited  
Bangalore

I, \_\_\_\_\_, residing at \_\_\_\_\_, am a Director / Designated Person of ABB India Limited ("the Company").

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

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

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

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

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

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

\_\_\_\_\_  
(Signature of Director / Designated Person)

Date:

**ANNEXURE - 3**

**PRE-DEALING APPROVAL LETTER**

Date:

Approval No: \_\_\_\_\_ of \_\_\_\_\_

To,

Mr./Mrs. \_\_\_\_\_

Emp No.: \_\_\_\_\_

Designation: \_\_\_\_\_

**PRE-DEALING APPROVAL/DISAPPROVAL -Your application dated \_\_\_\_\_**

Dear Mr./Ms. \_\_\_\_\_

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

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

This approval letter is valid till \_\_\_\_\_ (i.e. for {1} week). If you do not execute the approved transaction/deal on or before this date you would have to seek fresh pre-dealing approval before executing the same.

Yours,

*For ABB India Limited*

*Compliance Officer*



**ANNEXURE - 4**

**DISCLOSURE OF PARTICULARS BY  
DIRECTORS/ DESIGNATED PERSONS**

*Internal use*

Recd date and time: Sign:

Date:

To  
The Compliance Officer,  
ABB India Limited,  
Bangalore

Dear Sir

My personal details are as under:

NAME OF DIRECTOR / DESIGNATED PERSON \_\_\_\_\_

EMPL.NO. \_\_\_\_\_ GRADE \_\_\_\_\_ DEPARTMENT \_\_\_\_\_ LOCATION \_\_\_\_\_  
DATE OF APPOINTMENT \_\_\_\_\_

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following Dependent(s):

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

I hereby declare that I / my dependents

- do not hold any Equity Shares of the Company as on date
- hold \_\_\_\_\_ Equity Shares of the Company as per the details given below:

Name & Address of Director / Designated Person	Date of assuming office	No. & % of shares/voting rights held at the time of becoming Director / Designated Person Folio No: or DP ID /Client ID and Date of receipt of allotment /advice/ Date of acquisition(specify)	No. & % of shares/ voting rights held on the date hereof	Date of intimation to company	Mode of acquisition (market purchase / public / rights / preferential offer etc.)	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed (if applicable)	Buy quantity (if applicable)	Buy value (if applicable)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)

\* Include holdings where Director/ Designated Person or dependent is a joint holder.

\*\* Indicate "F" where the named holder is the first holder of the Securities and "J" where he/ she is the joint holder of the Securities.

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

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

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

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

NOTE: Please do not submit through electronic mail.

## ANNEXURE - 5

Date: \_\_\_\_\_

To  
The Compliance Officer  
ABB India Limited  
Bangalore

### I. STATEMENT OF SHAREHOLDINGS OF DIRECTORS / DESIGNATED PERSONS:

Name & Address of Director/ Designated Person	No. & % of shares/voting rights held by the Director/ Designated Person on Folio NO / DP ID / Client ID	Date of receipt of allotment advice/acquisition / sale of shares/voting rights	Date of intimation to company	Mode of acquisition(market purchase/public/rights/ preferential officer etc.)	No. & % of shares/post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS:

Name & Address of Holder and Relationship	No. & % of shares/voting rights held by the Director/ Designated Person on _____	Date of receipt of allotment advice/acquisition / sale of shares/voting rights	Date of intimation to company	Mode of acquisition(market purchase/public/rights/preferential officer etc.)	No. & % of shares/post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)

I/We declare that I/We have complied with the requirement of the minimum holding period of 30 days with respect to the shares sold.

\_\_\_\_\_  
Signature

Designation:

Department:

**ANNEXURE- 6**

**Report by ABB India Limited for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015**  
(Schedule B read with Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

Sr. No.	Particulars	Details
1.	Name of the listed company/Intermediary/Fiduciary	
2.	Please tick appropriate checkbox <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3.	Name of the Designated Person (DP) Name of the Immediate Relative of DP if reporting is for Immediate Relative	
4.	PAN of the DP PAN of the Immediate Relative of DP if reporting is for Immediate Relative	
5.	Designation of DP	
6.	Function Role of DP	
7.	Whether DP is Promoter/Promoter Group/holding CXO level position (e.g. CEO, CFO, CTO etc.)	
8.	Transaction details (a) Name of the scrip (b) No of shares traded (which includes pledge) and value (Rs) (Date- wise)	
9.	In case value of trade(s) is more than Rs. 10 lacs in a calendar quarter- (a) Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (b) Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
10.	Details of violations observed under SEBI (Prohibition of Insider Trading) Regulations, 2015	
11.	Action taken by Listed company/Intermediary/Fiduciary	
12.	Reasons recorded in writing for taking action stated above	
13.	Details of the previous instances of violations, if any, since last financial year	
14.	Any other relevant information	

Date and Place

Yours faithfully,  
Name and signature of compliance officer  
PAN:  
Email id:  
Mobile Number:

**ANNEXURE- 7**

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

Compliance Officer  
[Insert address]

[Insert Date]

Dear Sir,

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

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

Thanking you,  
Yours faithfully,

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Name: [●]  
Address: [●]  
PAN: [●]  
Designation: [●]  
Employee Code: [●]