

BHANDARI HOSIERY EXPORTS LIMITED

POLICY

FOR

PREVENTION OF INSIDER TRADING

CONTENTS

1. PREFACE
2. EFFECTIVE DATE
3. DEFINITIONS
4. DUTIES OF COMPLIANCE OFFICER
5. MAINTENANCE OF CONFIDENTIALITY
6. DETERMINATION OF LEGITIMATE PURPOSES
7. PROHIBITION OF FRAUDULENT AND UNFAIR TRADE PRACTICES RELATING TO SECURITIES MARKET
8. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS
9. PROHIBITIONS, RESTRICTIONS AND PROCEDURE FOR DEALING IN SECURITIES OF THE COMPANY BY DESIGNATED PERSONS
10. TRADING PLAN
11. DISCLOSURES
12. PENALTY FOR CONTRAVENTION OF POLICY
13. AMENDMENTS TO THE POLICY
14. VARIOUS FORMS UNDER THE INSIDER TRADING REGULATIONS

IN TERMS OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 & SEBI (PROHIBITION OF FRAUDULENT AND UNFAIR TRADE PRACTICES RELATING TO THE SECURITIES MARKET) REGULATIONS, 2003

1. PREFACE

Bhandari Hosiery Exports Limited (the “**Company**”) is committed to preserve the confidentiality and preventing the misuse of any un-published price sensitive information. The Company is further committed, upon listing of its shares at stock exchange/s, to adhere to all applicable laws and regulations set forth by the Securities and Exchange Board of India (“**SEBI**”) and/or the Stock Exchanges with regard to prevention of insider trading.

Company recognizes the fact that trading on insider information is not only illegal, but also tarnishes corporate credibility. Therefore, the Company is committed to ensure transparency and fairness in dealing with all stakeholders of the Company.

This policy for prevention of insider trading (the “**Policy**”) aims to define and establish rules & process of the Company with respect to:

- Prevention of Insider trading of securities;
- Ensure there is no violation of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, upon its applicability.
- Maintenance of confidentiality of Unpublished Price Sensitive Information; and
- Adherence to applicable SEBI guidelines by all Connected Persons or deemed Connected Persons including directors, officers and Designated Persons for prevention of insider trading.

2. EFFECTIVE DATE

The Policy shall come into force with effect from the date the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003 taking effect with respect to the Company.

3. DEFINITIONS

Definitions of some of the key terms used in this Policy are given below:

- a) “**Board**” means the Board of Directors of the Company for the time being.
- b) “**Company**” means Mrs. Bectors Food Specialities Limited.
- c) “**Compliance Officer**” means any senior officer so designated by the Company from time to time.
- d) “**Connected Person**” means a ‘Connected Person’ as defined under Clause 2(1)(d) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, which includes:

- (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 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 Securities and Exchange Board 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest;
- e) **“Designated Person”** shall include a person occupying any of the following positions in the company:
 - i. All Directors on the Board;
 - ii. All Key Managerial Personnel;
 - iii. All Senior Managerial Personnel;
 - iv. All Vice President &above;
 - v. All Employees (Above Manager Grade) in the Finance & Accounts, Legal, Secretarial & Compliance, Investor Relations, Communications and Media Communications departments;
 - vi. All employees who are attached to Directors/MD/CEO’s Office;
 - vii. Internal Auditors, Statutory Auditors, Secretarial Auditors, Consultants and Advisors of the Company;
 - viii. Any other person who on the basis of their role and function in the Company, is reasonably expected to have access to unpublished price sensitive information(s) relating to the Company or its securities, as may be decided by the Chairman/Managing Director/Whole-Time Director/Joint Managing Director/Compliance Officer, from time to time;
- f) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis;
- g) **“Insider”** means as defined under Clause 2(1)(g) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, which means any person who is:

- i) a Connected Person; or
- ii) in possession of or having access to unpublished price sensitive information;
- h) **“Insider Trading”** means actions where insiders use unpublished price sensitive information to arrive at securities trading decisions;
- i) **“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 securities;
- j) **“Key Managerial Personnel”** means key managerial personnel as defined under sub-section (51) of section 2 of the Companies Act, 2013 as under:
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-time director;
 - (iv) the Chief Financial Officer;
 - (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - (vi) such other officer as may be prescribed.
- k) **“Nomination and Remuneration Committee (NRC)”** means a Committee of Directors constituted under Section 178 of Companies Act, 2013, read with rules made thereunder.
- l) **“Policy”** means policy for prevention of insider trading.
- m) **“Promoter”** shall have the meaning assigned to it under Regulation 2(1)(oo) the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modifications thereof, as under:

“promoter” includes:

 - (i) person(s) 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; or
 - (ii) person(s) who are in control of the issuer, directly or indirectly whether as a shareholder, director or otherwise;
 - (iii) person(s) in accordance with whose advice, directions or instructions the board of directors of the Company is accustomed to act

Provided that a director or officer of the issuer or a person, if acting as such merely in his professional capacity, shall not be deemed as a promoter:

Provided further that a financial institution, scheduled bank, foreign portfolio investor other than individuals, corporate bodies and family offices, mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by SEBI from time to time, shall not be deemed to be a promoter merely by virtue of the fact that twenty per cent. or more of the equity share capital of the issuer is held by such person;

- n) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;
- o) **“SEBI”** means the Securities and Exchange Board of India.

- p) **“SEBI Insider Trading Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- q) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- r) **“Trading Day”** means a day on which the recognised stock exchanges are open for trading.
- s) **“Unpublished Price Sensitive Information”** shall have the meaning as defined under the SEBI Insider Trading Regulations which means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- i. Financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel

Words and expressions not defined in this Policy shall have the same meaning as contained in SEBI Insider Trading Regulations.

4. DUTIES OF COMPLIANCE OFFICER

The Company shall appoint any senior person as the Compliance Officer who shall report to the Board on matters relating to prevention of Insider trading as specified in the Policy. His duties shall include the following:

- monitoring implementation of the Policy under the overall supervision of the Board;
- maintaining records of Designated Persons and any changes made to the list of Designated Persons;
- assisting employees in addressing concerns and clarification regarding the Policy and SEBI Insider Trading Regulations;
- consultation with the Chairman and/or Managing Director and the Board to specify prohibited period (i.e. closure of the Trading Window) from time to time and make announcement/s thereof;
- ensuring that prohibited period is intimated to all concerned before the commencement of the said period;
- maintaining records of all the declarations submitted in the appropriate form given by the Designated Persons;
- informing the Stock Exchange/s on which the securities of the Company are listed and to disclose to the same to the extent required under rules and regulations promulgated by SEBI or the Stock Exchanges;
- ensuring posting of details of the trading in the securities by Designated Persons before the Board of Directors and in particular, to provide reports to the Chairman of the Audit Committee or to the

Chairman of the Board on quarterly basis along with relevant documents that such persons had executed under the pre-clearance procedure as mentioned in this Policy.

- implementing punitive measures or disciplinary action prescribed for any violation or contravention of the Policy;
- Undertaking such things as provided in the SEBI Insider Trading Regulations from time to time.

5. MAINTENANCE OF CONFIDENTIALITY

- Insiders shall maintain the confidentiality of all unpublished price sensitive information.
- Insiders shall also not pass on such information to any person directly or indirectly by any means including recommending to the subscription, purchase, sale or otherwise deal in the securities except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.
- Unpublished Price Sensitive Information is to be handled on a "need to know basis", i.e., Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need such information to discharge their duties.
- All files and records, whether electronic or manual, containing confidential information shall be kept secure.

6. DETERMINATION OF LEGITIMATE PURPOSES

- The term "Legitimate Purpose" shall include sharing of Unpublished Price Sensitive Information 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 has not been carried out to evade or circumvent the prohibitions of the Regulations. The Legitimate Purpose shall inter alia include sharing of the Unpublished Price Sensitive Information in relation to the following:
 - a) Sharing the information upon an action, subpoena or order of a court of competent jurisdiction;
 - b) Sharing the information for any requirement of legal process, regulation or governmental order, decree or as per applicable laws, rules and regulations;
 - c) 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 etc.;
 - d) Sharing the information with partners, customers, collaborators and suppliers for entering into contracts or other business prospects which necessitates the same;
 - e) Sharing of information for the purposes of obtaining regulatory licenses and approvals etc.;
 - f) Sharing of information in relation to obtaining various credit facilities or loans, giving guarantees or providing security from/to banks, financial institutions or other lenders;
 - g) Sharing of information with merchant bankers including their counsels and advisors etc. in relation to further issue of any Securities, debentures, ADR/GDR, convertible instruments, QIPs etc.;
 - h) Sharing 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 etc.;

- i) Sharing information with consultants in relation to any to obtaining any opinion or advisory services etc.;
- j) Sharing of information with auditors, counsels, advisors or consultant's taxation related issues;
- k) Sharing of information with insolvency professionals or other advisors or consultants in any other important matters of the Company; and
- l) Sharing of such information as may be determined by the Chief Executive Officer/Managing Director from time to time.

7. PROHIBITION OF FRAUDULENT AND UNFAIR TRADE PRACTICES RELATING TO SECURITIES MARKET

A. The company will ensure the compliance of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003. The terms defined below will be used for this section only.

- a) **“Dealing in securities”** includes:-
 - i. an act of buying, selling or subscribing pursuant to any issue of any security or agreeing to buy, sell or subscribe to any issue of any security or otherwise transacting in any way in any security by any person as principal, agent or intermediary referred to in section 12 of the SEBI Act
 - ii. such acts which may be knowingly designed to influence the decision of investors in securities; and
 - iii. any act of providing assistance to carry out the aforementioned acts.
- b) **“Fraud”** includes any act, expression, omission or concealment committed whether in a deceitful manner or not by a person or by any other person with his connivance or by his agent while dealing in securities in order to induce another person or his agent to deal in securities, whether or not there is any wrongful gain or avoidance of any loss, and shall also include—
 - i. a knowing misrepresentation of the truth or concealment of material fact in order that another person may act to his detriment;
 - ii. a suggestion as to a fact which is not true by one who does not believe it to be true;
 - iii. an active concealment of a fact by a person having knowledge or belief of the fact;
 - iv. a promise made without any intention of performing it;
 - v. a representation made in a reckless and careless manner whether it be true or false;
 - vi. any such act or omission as any other law specifically declares to be fraudulent,
 - vii. deceptive behaviour by a person depriving another of informed consent or full participation,
 - viii. a false statement made without reasonable ground for believing it to be true.
 - ix. the act of an issuer of securities giving out misinformation that affects the market price of the security, resulting in investors being effectively misled even though they did not rely on the statement itself or anything derived from it other than the market price.

And “fraudulent” shall be construed accordingly;

Nothing contained in this clause shall apply to any general comments made in good faith in regard to—

- i. the economic policy of the government
- ii. the economic situation of the country
- iii. trends in the securities market;
- iv. any other matter of a like nature

whether such comments are made in public or in private;

B. Prohibition of certain dealings in securities.

No person shall directly or indirectly—

- i. buy, sell or otherwise deal in securities in a fraudulent manner;
- ii. use or employ, in connection with issue, purchase or sale of any security listed or proposed to be listed in a recognized stock exchange, any manipulative or deceptive device or contrivance in contravention of the provisions of the Act or the rules or the regulations made thereunder;
- iii. employ any device, scheme or artifice to defraud in connection with dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange;
- iv. engage in any act, practice, course of business which operates or would operate as fraud or deceit upon any person in connection with any dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange in contravention of the provisions of the Act or the rules and the regulations made there under.

C. Prohibition of manipulative, fraudulent and unfair trade practices

1. Without prejudice to the provisions of above para (B) (regulation 3 of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003), no person covered under this Policy shall indulge in a manipulative, fraudulent or an unfair trade practice in securities market.

8. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

A. Communication or procurement of unpublished price sensitive information.

- (1) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

B. Trading when in possession of unpublished price sensitive information.

- (1) No insider shall trade in securities of the Company that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.
- (2) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons.

9. PROHIBITIONS, RESTRICTIONS AND PROCEDURE FOR DEALING IN THE SECURITIES OF THE COMPANY BY THE DESIGNATED PERSONS

- Designated Persons may deal in Securities subject to compliance with the SEBI Insider Trading Regulation and this Policy.
- **PROHIBITION ON TRADING IN SECURITIES OTHER THAN DURING A VALID TRADING WINDOW**

All Designated Persons shall conduct all their trading in the securities of the Company only in a valid trading window within the threshold limit prescribed hereunder and shall not deal in any transactions involving the purchase or sale of the Company's securities during the period when the trading window is closed.

- **VALID TRADING WINDOW FOR DEALING IN SECURITIES OF THE COMPANY**

Trading window means a period other than the prohibited period;

Prohibited period means:

The period beginning with the day when the intimation of the Board/ Committee meeting is given to the Stock Exchanges to consider any price sensitive information and ending after 48 hours from the time the Price Sensitive information is made public;

Prohibited period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. 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; and

Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman and/or Managing Director;

Pre-Clearance of Trading in Securities of the Company

All Designated Persons who intend to deal in securities of the Company in their own name or in the name of their dependent family members beyond the maximum threshold limit, shall obtain pre-clearance of the transactions as per the pre-dealing procedure as described hereunder.

However, no Designated Person shall apply for pre-clearance of any proposed trade if such person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

Procedure for Pre-clearance of Trade

1. An application for pre-clearance of trade shall be made in specified format **Form 'G'** to the Compliance Officer.
2. An undertaking in **Form 'H'** shall be executed in favour of the Company by such persons incorporating, inter-alia, the following clauses, as may be applicable:
 - Designated Person does not have any access or has not received "Unpublished Price Sensitive Information";
 - If he/she has access to or receives "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction; he/she shall inform the Compliance Officer of the change in his /her position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public;
 - That he or she has not contravened the "Policy for Prevention of Insider Trading" as notified by the Company from time to time; and
 - That he or she has made full and true disclosure in the matter.
3. The Compliance Officer shall consider the application made as above and shall issue the order as specified in '**Form I**'.

Threshold Limit:

The pre-clearance shall not be necessary, if the aggregate trade value of shares to be traded in one calendar quarter in one or more transactions does not exceed 5000 shares or Rs. 10,00,000/- (Rupees Ten Lakhs) whichever is lower.

Validity of Pre-clearance period

Designated Persons shall execute their trades in respect of securities of the Company within Seven Trading Days after the approval of pre-clearance is given and shall file within 2 (two) trading days of execution of the trade, the details of such trade, with the Compliance Officer in **Form 'J'**. If the order is not executed within the time specified, he/she shall obtain fresh pre-clearance again.

Restricted period

All Designated Persons who buy or sell Securities shall not enter into an opposite transaction i.e. sell or buy during next six months following the prior transaction ("**Restricted Period**") i.e. they shall not execute a contra trade during next six months. All Designated Persons shall also not take positions in derivative transaction in the Securities at any time. In case of any contra trade being 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.

10. TRADING PLAN

An insider is entitled to formulate a trading plan for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure.

Trading Plan shall:

- (a) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the Plan.
- (b) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (c) entail trading for a period of not less than twelve months;
- (d) not entail overlap of any period for which another trading plan is already in existence;
- (e) 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;
- (f) not entail trading in securities for market abuse.

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

The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. However, the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the commencement of the plan shall be deferred until such Unpublished Price Sensitive Information becomes Generally Available Information.

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

11. DISCLOSURES

A. INITIAL DISCLOSURES

- (a) Every promoter, member of the promoter group, key managerial personnel and director of the Company shall disclose in **Form 'A'**, the number of securities of the Company held by him, his immediate relatives and by any other person for whom he takes trading decisions, as on the date of the Regulations taking effect, to the Company within thirty days of the listing of shares of the Company.
- (b) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming promoter or member of the promoter group shall disclose in **Form 'B'**, the number of securities of the Company held by him, his immediate relatives and by any other person for whom he takes trading decisions, as on the date of appointment or becoming a promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter.
- (c) Every person on appointment as a Designated Person of the Company shall disclose in Form 'B', the number of securities of the Company held by him, his immediate relatives and by any other person for whom he takes trading decisions, as on the date of appointment as a Designated Person, to the Company within seven days of such appointment.

B. CONTINUAL DISCLOSURES

Every promoter, member of the promoter group, employee and director of the Company shall disclose in **Form 'C'**, to the Company the number of such securities acquired or disposed of by him, his immediate relatives and by any other person for whom he takes trading decisions, 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. 10,00,000 (Rupees Ten Lakhs) or such other value as may be specified by the SEBI.

C. DISCLOSURE BY THE COMPANY

The Company shall notify the particulars of disclosures made under Clause (B) to the stock exchange on which the securities of the Company are listed, within two trading days of the receipt of the disclosure or from becoming aware of such information.

D. 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 by him, his immediate relatives and by any other person for whom he takes trading decisions in **Form 'D'**, and at such frequency as may be determined by the Company in order to monitor compliance with SEBI Insider Trading Regulations.

E. PERIODICAL DISCLOSURES

All Designated Persons shall, on half yearly basis disclose to the Company, the details of securities transacted by him, his immediate relatives and by any other person for whom he takes trading decisions, during the period from 1st April to 30th September in **Form 'E'**.

F. ANNUAL DISCLOSURES

All Designated Persons shall submit to the Company an annual statement of details of securities transacted by him, his immediate relatives and by any other person for whom he takes trading decisions in **Form 'F'**.

If trading in derivatives of the Company's securities is permitted by any law for the time being in force, the disclosures of trading in securities shall also include trading in derivatives of securities of the Company and the traded value of the derivatives shall be taken into account for purposes of these disclosures.

12. PENALTY FOR CONTRAVENTION OF THE POLICY

1. Every Director, Key Managerial Personnel, Promoter, Employee and Designated Person shall be individually responsible for complying with the applicable provisions of this Policy (including to the extent the provisions hereof are applicable to their immediate relatives).
2. The persons who violate this Policy shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an employee may include wage freeze, suspension or termination of employment.
3. Action taken by the Company for violation of the Policy against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

4. In case it is observed by the Compliance Officer that there has been a violation of the Policy by any person, he/she shall forthwith inform the Nomination and Remuneration Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Nomination and Remuneration Committee.
5. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Policy, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

13. AMENDMENTS TO THE POLICY

This Policy is subject to modification in accordance with the guidelines / clarifications as may be issued from time to time by relevant statutory and regulatory authority. Further, the Board may modify, add, delete or amend any of the provisions of this Policy for better administration or governance. Any exceptions to this policy must be consistent with the Regulations and must be approved in the manner as may be decided by the Board of Directors.

14. VARIOUS FORMS UNDER THE INSIDER TRADING REGULATIONS

FORM A

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

Name of the company: Bhandari Hosiery Exports Limited
ISIN of the company: INE474E01029

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

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

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

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

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

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

Name & Signature:
Designation:
Date:
Place:

FORM B

**Securities and Exchange Board of India (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: Bhandari Hosiery Exports Limited
ISIN of the company: INE474E01029

Details of Securities held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a Promoter of the company and other such persons as mentioned in Regulation 6(2).

1	Name, PAN CIN/DIN & address with contact nos.	2	Category of Person (Promoters/ KMP/ Directors/ immediate relatives to/ others etc.)	3	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
						4	5	
						Type of security (Foreg.-Shares, Warrants, Convertible Debentures etc.)	No.	

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:

FORM C

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

Name of the company: Bhandari Hosiery Exports Limited
ISIN of the company: INE474E01029

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).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP/ 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.)
		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

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.

Date:
Place:

Name & Signature:
Designation:

FORM D
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the Company

Name of the company: Bhandari Hosiery Exports Limited
 ISIN of the company: INE474E01029

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

Name, PAN, CIN/DIN & address with contact nos. of connected persons, as identified by the company	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/acquisition of shares/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 (Foreg.-Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (Foreg.-Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (Foreg.-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

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

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.

Date:
Place:

Name & Signature:
Designation:

FORM E

[Pursuant to Code for Prevention of Insider Trading of Mrs.Bectors Food Specialities Limited]

The Compliance Officer

Date:

Bhandari Hosiery Exports Limited

I. PERIODIC STATEMENT OF SHAREHOLDING IN MRS.BECTORS FOOD SPECIALITIES LIMITED OF DESIGNATED PERSONS:

Name, Designation, Dept.	Category of Person (Directors/KMP/ Senior Managerial Personnel/employee/ immediate relatives/ others etc)	No. of shares held on 1st April 201...	No. of shares bought upto 30th Sept, 201..	No. of shares sold upto 30th Sept, 201..	No. of shares held on 30th Sept 201...	Folio No./ DP ID/Client ID

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

I/We declare that my/our holding of the shares is in compliance with the Code of Conduct for Prevention of Insider Trading of the Company.

Signature

FORM F

The Compliance Officer

Date:

Bhandari Hosiery Exports Limited

ANNUAL DISCLOSURE

I. STATEMENT OF SHAREHOLDING IN MRS.BECTORS FOOD SPECIALITIES LIMITED OF DESIGNATED PERSONS:

Name, Designation, Dept.	Category of Person (Directors/KMP/ Senior Managerial Personnel/employees/ Immediate relatives/ others, etc)	No. of shares held on 1st April 201...	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31st March 201..	Folio No./ DP ID/ Client ID

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

I/We declare that my/our holding of the shares is in compliance with the Code of Conduct for Prevention of Insider Trading of the Company.

Signature

FORM G

APPLICATION FOR PRE-CLEARANCE

Date:

To,
The Compliance Officer,
Bhandari Hosiery Exports Limited
Ludhiana

Dear Sir/Madam,

Application for Pre-clearance of trade in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details givenbelow:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.		
5.	Nature of transaction		
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Current market price (as on date of application)		
9.	Whether the proposed transaction will be through stock exchange or off-market deal		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

FORM H

**UNDERTAKING TO BE SUBMITTED ALONG WITH THE APPLICATION FOR
PRE- CLEARANCE**

To,
The Compliance Officer
Bhandari Hosiery Exports Limited
Ludhiana

I, _____ (Name, designation and dept.),
residing at _____, am desirous of trading in
_____ * shares of the Company as mentioned in my application dated _____ for
pre-clearance of the transaction.

As required by the Code for Prevention of Insider Trading of Mrs. Bectors Food Specialities Limited, I hereby state that:

- (a) I have no access to nor do I have any information that could be construed as unpublished price sensitive information (as defined in the Company's Code / Policy for Prevention of Insider Trading (the Code/Policy) up to the time of signing this Undertaking;
- (b) In the event that I have access to or received any information that could be construed as "unpublished price sensitive information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- (c) I have not contravened the provisions of the Code for Prevention of Insider Trading as notified by the Company from time to time;
- (d) I am aware that, I shall be liable to face penal consequences as set forth in the Code in case the above declarations are found to be misleading or incorrect at any time;
- (e) I undertake to submit the necessary report within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken;
- (f) I agree to comply with the provisions of the Code/Policy and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- (g) I declare that I have made full and true disclosure in the matter.

Date:

Signature:

* Indicate number of shares

FORM I

PRE- CLEARANCE ORDER

To,
Name:
Designation:
Place:

With reference to your application dated seeking approval for undertaking certain transactions in securities of the Company detailed therein, please be informed that you are hereby authorised/not authorised to undertake 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 {7} trading days from date hereof). If the approved transaction is not executed within the aforesaid timeline, fresh pre-clearance would be required for trades to be executed.

Further, you shall file within two {2} trading days of the execution of the trade, the details of such trade, with the Compliance Officer in **Form 'J'**. In case the transaction is not undertaken, a report to that effect along with the reasons for the same shall be filed in the said Form within two {2} trading days from the expiry of the pre-clearance order.

Yours faithfully,
For Bhandari Hosiery Exports Limited

Compliance Officer

Date:

Encl: Format of Form J

FORM J
DISCLOSURE OF PRE-APPROVED TRANSACTIONS

Date:
To,

The Compliance Officer
Bhandari Hosiery Exports Limited
Ludhiana
Dear Sir,

DETAILS OF PRE-APPROVED TRANSACTION

Ref: Your Approval letter No. _____ Dated _____

I hereby inform you that, I:

- have not bought/sold/subscribed any Securities (including derivatives) of the Company
- have bought/sold/subscribed to the _____ Securities (including derivatives) as mentioned below on

Name of holder	** First or joint holder	No. of Securities (including derivatives) dealt with	Bought/ Sold/ Subscribed	DP ID/CLIENTID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Price (Rs)

** "F" first holder — "J" joint holder

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:

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

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

I agree not to buy/sell the securities (including derivatives) for a period of six months from the date of the aforesaid transaction.

In case there is any urgent need to sell these securities (including derivatives) within the said period, I shall approach the Company for necessary approval (applicable in case of purchase / subscription).

Yours truly,
Signature: _____
Name: _____
#Emp No: _____
#Dept/Div. _____

- Strike out whichever is not applicable.