

# **BHATIA COMMUNICATIONS & RETAIL (INDIA) LIMITED**

**CIN :L32109GJ2008PLC053336**

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

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## 1. INTRODUCTION

The Securities and Exchange Board of India (SEBI), as part of its efforts to protect the interest of investors in general, had issued the SEBI (Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992.

Bhatia Communications & Retail (India) Limited has adopted the 'Code of Internal Procedures and Conduct to Regulating, Monitoring and Reporting Trading by Insiders' (herein after referred as the Code of Conduct or the Conduct or the Code) is framed in line with securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time in order to protect the interest of stakeholders of the Company.

This Code is applicable to the Designated Persons as may be specified by the Board of Directors and their Immediate Relatives.

## 2. SCOPE & DECLARATION

- This Code shall be applicable to all Insiders of the Company including Designated Persons and to the extent specified, to their Immediate Relatives.
- All Directors / Designated Persons are advised to carefully go through and familiarise themselves with and adhere to the Code.
- In case a Director / Designated Person holds Securities jointly with any other person, related or not, such holding will be considered as the holding of the Director / Designated Person. Accordingly, all the provisions of the Code shall be applicable in totality.
- All Directors / Designated Persons are required to confirm their understanding of an agreement to comply with the Code by signing a Declaration in the format prescribed in '**Annexure A**'

## 3. DEFINITIONS

- "**Board**" means the Board of Directors of the Company.

The terms utilized in this policy shall carry the same meanings as those defined under the Prohibition of Insider Trading Regulations, 2015.

## 4. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

Designated Employees, Directors, Officers shall maintain the confidentiality of all Price Sensitive Information. Employees/ directors shall not pass on such information to any

person directly or indirectly by way of making a recommendation for the purchase or sale of securities. Following practices should be followed in this regard.

### **Need to Know**

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

### **Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

### **Digital database of information**

The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database.

The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

## **5. PROHIBITION ON COMMUNICATING OR PROCURING UPSI**

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to "cross the wall".

An Insider shall not–

- I. communicates, provide, or allow access to any UPSI, relating to the Company or

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its Securities, to any person including other Insiders, except to the extent allowed by these Rules or SEBI Regulations; or

- II. procure from or cause the communication by an Insider of UPSI, relating to the Company or its Securities.

Provided that nothing contained above shall be applicable when a UPSI is communicated, provided, allowed access to or procured:

- I. in furtherance of Legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate notice, confidentiality and non-disclosure agreements being executed; or
- II. in the event the Board directs or causes the public disclosure of UPSI in the best interest of the Company; or
- III. within a group of persons if such persons have been identified and secluded within a 'Chinese wall' or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of Legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the 'Chinese wall', and the execution of an undertaking by such persons to abstain and/or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI and has become Generally available information. The norms for appropriate 'Chinese wall' procedures, and processes for permitting any designated person to "cross the wall" shall be as determined by the Company from time to time.

## **6. PROHIBITION ON INSIDER TRADING**

1. An Insider shall not, directly or indirectly,–
  - i. Trade in Securities of the Company that are listed or proposed to be listed when in possession of UPSI;
  - ii. Trade in Securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI; and
  - iii. provide advise/ tips to any third party on trading in Company's securities while in possession of UPSI.
2. An Insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly Trade in the Company's Securities while in possession of UPSI.
3. No Insider may, while in possession of unpublished price sensitive information about any other public company gained in the course of employment with the Company,
  - a. Trade in the Securities of the other public company,
  - b. "tip" or disclose such material non-public information concerning that company to anyone, or
  - c. give trading advice of any kind to anyone concerning the other public

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company.

4. The restrictions above may not apply to:
  - a. A transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision.
  - b. A transaction carried out through block deal window mechanism between persons who were in possession of UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision.
  - c. A transaction carried out pursuant to statutory or regulatory obligation.
  - d. A transaction undertaken pursuant to the exercise of stock options and the exercise price is predetermined with applicable regulations and
  - e. Trades pursuant to a Trading Plan (as defined below) set up in accordance with these Rules and SEBI Regulations.

When a person has Traded in securities while in possession of UPSI, his Trades would be resumed to have been motivated by the knowledge and awareness of such information in his possession.

## **7. TRADING WINDOW**

1. The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
2. The trading window shall generally be closed for all Designated Persons from the end of every quarter till 48 hours after declaration of financial results. Trading Window for events other than financial results, shall be closed for the period as may be determined by the Compliance Officer of the Company from time to time. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
3. All Designated Persons (and their immediate relatives) shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred above or during any other period as may be specified by the Company from time to time.
4. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed

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trades exceeds a traded value of Rs. 10,00,000/- (Rupees Ten Lakhs only) whether in one transaction or a series of transactions over any calendar quarter.

5. The trading window restrictions mentioned in sub-clause (1) of schedule B i.e. Minimum Standards for Code of Conduct for Listed Companies to Regulate, Monitor and Report Trading by Designated Persons of the regulation shall not apply in respect of following:
  - a. Transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board.
  - b. Transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.
6. The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available information or is no longer classified as UPSI.

## **8. PRECLEARANCE OF TRADES**

- i. When the trading window is open, any Designated Person (and/or their immediate relative) shall trade in Securities of the Company subject to pre-clearance by the Compliance Officer 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 Lakhs (market value) should pre-clear the transaction. However, no Designated Person shall be entitled for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the trading window is not closed.
- ii. Designated Person (and/or their immediate relative Specified Person) who proposes to execute trade in Securities of the Company shall submit an application duly filled and signed to the Compliance Officer. The format of application is annexed as '**Annexure B**'. It is clarified that the designated person should submit the application on behalf of his/her immediate relative(s), for trades proposed to be executed by the immediate relative(s).
- iii. Prior to approving any trades, the Compliance Officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- iv. The Compliance Officer shall approve / reject pre-clearance application within

four trading days in '**Annexure C**'.

- v. Designated Person shall execute pre-cleared trade within seven trading days from approval and shall report his trade details to Compliance Officer in '**Annexure D**' within two trading days from the trade. In case non-trading, Designated Person shall report his decision of non-trading along with reasons to Compliance Officer in '**Annexure D**'.
- vi. In case of failure in executing trade within seven trading days, Designated Person shall be required to take fresh pre-clearance for the trades to be executed in '**Annexure B**'.
- vii. Designated Person who is permitted to trade shall not execute a contra trade within next six months from previous transaction. The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing without violating the Regulations. If contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund.
- viii. The Compliance Officer shall retain copies of all applications and acknowledgements.

## **9. DISCLOSURE REQUIREMENTS**

### **i. Initial Disclosure:**

Every person, on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the promoter group, shall disclose his / her and Immediate Relatives' holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a promoter.

### **ii. Continual Disclosure:**

- a. Every Promoter, member of the Promoter Group, Designated Person and Director of the Company shall disclose the number of Securities acquired or disposed of within two trading days of such transaction if the value of the Securities Traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a Traded value in excess of INR 10,00,000 (ten lakh rupees) or such other value as may be specified.
- b. Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- c. The above disclosures shall be made in such form and such manner as may be



specified by SEBI from time to time.

### **iii. Disclosure by another connected persons**

Any company whose securities are listed on a stock exchange 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 these regulations.

### **iv. Other Disclosure**

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 which whom such designated person(s) shares a material financial relationship; and
- c) Phone, mobile and cell numbers which are used by them.

## **10. MECHANISM FOR PREVENTION OF INSIDER TRADING**

The Chief Executive Officer (CEO), Managing Director ("MD") or such other analogous person of the Company shall, in consultation with the Compliance Officer and other relevant members of the Company's senior management, shall put in place and take steps to maintain adequate and effective system of internal controls in place for compliance with SEBI Regulations, including periodic process review to evaluate the effectiveness of such internal controls and other matters stated therein.

The Board shall ensure that the CEO/MD and other members of Company's senior management referred above have taken steps to comply with requirements.

The Audit Committee shall review compliance the provisions of SEBI Regulations atleast once in a financial year and shall verify that the systems for internal control are equate and are operating effectively.

The listed 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.

## **11. MISCELLANEOUS**

- i. The Board shall be empowered to amend, modify, and interpret this Code of Conduct and such Rules and same shall be effective from such date that the Board may notify in this behalf.
- ii. The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, update on compliance under this code, any violations of this Code and other matters as may be directed by the Audit Committee from time to time.

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**iii.** The Compliance Officer shall maintain

- (a) an updated list of Designated Persons, and
- (b) records of disclosures and pre-clearance applications and undertakings for a period of eight years; and
- (c) any other information that is required pursuant to SEBI Regulations.

**iv.** The Board is required to ensure that a structured digital data base is maintained of every person in possession of UPSI

- (i) Containing the nature of UPSI;
- (ii) Names of such persons who have shared the information;
- (iii) names of such persons with whom information is shared under SEBI Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database.

## **12. DISCIPLINARY ACTIONS FOR INSIDER TRADING**

- a. An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- b. Directors, Officers and employees of the Company who violates these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback etc. and ineligibility for future participation in the Company's stock option plans or termination.
- c. The stock exchanges or any other appropriate regulatory authority may also be informed of the violation of this Code / Regulations in such form and such manner as may be specified by SEBI from time to time, so that appropriate action may be taken.
- d. Any amount collected as penalty under this Code shall be credited to the Investor Protection and Education Fund administered by SEBI.

## **13. REVIEW**

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Board of Directors of the Company, subject to applicable laws, is entitled to amend, suspend or rescind this Policy at any time in line with the Listing Regulations. In case of any conflict between this policy and Act, Rules or Regulations or any other law as may be applicable such law shall prevail.

The updated policy shall be continuously hosted on the website of the company.

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(This policy is revised by the Board of Directors at their meeting held on 27<sup>th</sup> March, 2025 and effective from 27<sup>th</sup> March, 2025)

**‘ANNEXURE A’**  
**Declaration by Director / Designated Person**

To,  
The Compliance Officer  
**Bhatia Communications & Retail (India) Limited.**

I, the undersigned, being a Director / Designated Person as defined under Code of Conduct to Regulate, Monitor and Report Trading by Directors/Designated Persons (the ‘Code’) of Bhatia Communications & Retail (India) Limited (the ‘Company’), hereby declare and confirm as under:

1. I have received, read and understood the Code;
2. I agree to comply with the Code and that I and my Immediate Relatives shall be bound by the Code to the extent applicable to us;
3. I agree to hold the Company harmless in the event of any investigation against me and / or my Immediate Relatives for any insider trading by the regulatory agencies;
4. I agree to compensate the Company for all economic losses, loss / damage to the Company's public image, fines imposed on the Company, any penalty imposed on the Company, suffered in or as a result of any investigation by regulatory agencies into my or my Immediate Relatives Trades; and
5. I agree to compensate the Company for all legal expenses incurred in defending itself in such investigations.

Yours faithfully,

**Signature:**

**Name:**

**Designation:**

**Date:**

**Place**

**:**

**‘ANNEXURE B’**  
**Application cum Undertaking for Pre-clearance**

To,  
The Compliance Officer  
**Bhatia Communications & Retail (India) Limited.**

**Sub.: Application for Pre-dealing in securities of the Company**

Dear Sir/Madam,

With reference to Bhatia Communications & Retail (India) Limited Code of Practices Procedure and Conduct to Regulate, Monitor and Report Trading by Insiders (‘Code of Conduct’), I \_\_\_\_\_ (Designation & Dept.) of the Company, would like to purchase / sale \_\_\_\_\_ equity shares of the Company as per details given below:

| Sr.No. | Particulars   |  |
|--------|---|--|
| 1      | Total No. of Securities held as on application date |  |
| 2      | DP & Client ID /Folio No                            |  |
| 3      | Nature of Transaction–Purchase/Sale                 |  |
| 4      | No. of Securities to be purchased/sold              |  |
| 5      | Name of Person who proposed to Trade                |  |

I hereby declare that there will be no opposite transaction for 6 (six) months as per of the Code of Conduct of the Company.

I hereby further declare and undertake that i do not have any access nor have I received ‘Unpublished Price Sensitive Information’(UPSI) upto the date of this application. In the event of me having access to or receiving UPSI after the date of signing this application but before the execution of the transaction, I undertake to inform the Compliance Officer of the change in this position and shall completely refrain from trading in the Company’s Securities till the time such information becomes public.

I hereby also declare that I have not contravened the Code as notified by the Company from time to time. I have made full and true disclosure to the Company in the matter.

Yours faithfully,

**Signature:**

**Name:**

**Designation:**

**Date:**

**Place :**

**‘ANNEXURE C’**  
**Approval/ Rejection of Pre-clearance**

To,  
Name:  
Designation:

Dear Sir/Madam,

With reference to your application and on the basis of information submitted by you and relying entirely upon the application cum undertaking given dated\_\_\_\_\_, we would like to inform you that your application to purchase / sale \_\_\_\_\_equity shares of the Company is hereby approved/rejected. Now, you can execute your trade within 7 trading days from the date of this approval. Further, you are required to submit a report your trade details within two trading days from trade or in case, no trade was executed, you are required to submit a ‘Nil’ report.

In case, you do not execute a trade before within the 7 trading days from approval, you shall submit a fresh pre-clearance application before executing any transaction in the Securities of the Company.

Yours faithfully,

For, **Bhatia Communications & Retail (India) Limited**

**Company Secretary & Compliance Office**

**Date:**  
**Place:**

**‘ANNEXURE D’**  
**Reporting of Trade/ Transaction**

To,  
The Compliance Officer  
**Bhatia Communications & Retail (India) Limited**

Dear Sir/Madam,  
According to approval of pre-clearance dated\_\_\_\_\_, I have executed a trade / transaction on\_\_\_\_\_(date). The detail of said trade / transaction is as under:

| Sr.No. | Particulars                               |  |
|--------|---|--|
| 1      | Name of holder                            |  |
| 2      | No. of Securities purchased/sold          |  |
| 3      | Average gross price per security (In Rs.) |  |
| 4      | DP ID & Client ID /Folio No.              |  |

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct has been violated while executing aforesaid trade / transaction.

I also declare that I (and/or my immediate relative) have complied with the requirements of minimum period of 6 months for entering into an opposite transaction in respect of said Securities.

Or

According to approval of pre-clearance dated, I (and/or my immediate relative) have/has not executed a trade / transaction due to \_\_\_\_ (reason of non-trading).

I shall take fresh pre-clearance for trades as and when I (and/or my immediate relative) propose to trade in Securities of the Company.

Yours faithfully,

**Signature:**

**Name:**

**Designation:**

**Date:**

**Place:**