



KIRLOSKAR ELECTRIC COMPANY LIMITED

CODE OF CONDUCT

**Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting
of Trading by Insiders**

Introduction:

The Securities and Exchange Board of India ("SEBI"), in its endeavor to protect the interests of investors in general, vide its Circular dated January 15, 2015, had introduced **SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations")** effective from May 15, 2015 to regulate the trading in securities of a listed company by persons who are in possession or have access to the UPSI.

The Board had approved this Code to regulate, monitor to report Trading and handling of UPSI. The revised Code has been approved by the Board on 31.03.2021. The effective date of this revised Code shall be 31.03.2021.

1. Definitions

1.1 "**Act**" means the Securities and Exchange Board of India Act, 1992.

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

1.3 "**Code**" or "**Code of Conduct**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Kirloskar Electric company Limited as amended from time to time.

1.4 "**Company**" means Kirloskar Electric Company Limited.

1.5 "**Compliance Officer**" means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

1.6 "**Connected Person**" shall have the meaning ascribed to it under the PIT Regulations or any statutory modification or re-enactment thereof;

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

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

- I. Promoters of the Company;
- II. Directors of the Company and its subsidiaries;
- III. Key Managerial Personnel;
- IV. Every employee in the grade of General Managers and above;
- V. Every employee in-the finance, accounts, secretarial and legal department, IT department, Marketing department as may be determined and informed by the Compliance Officer;

- VI. Executive Secretaries of the Directors and Executive Officers of the Company;
- VII. Officers and Employees of the material subsidiaries of the Company who are identified as above;
- 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, as may be decided by the Chairman / Managing Director / Whole-Time Director / Joint Managing Director / Compliance Officer, from time to time;

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

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

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

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

1.13 **"Insider"** means any person who,

- i. a connected person; or
- ii. in possession of or having access to unpublished price sensitive information (UPSI)

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

1.15 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:

1.16 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

1.17 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011 and any amendments thereto;

1.18 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell deal in any securities, and "trade" shall be construed accordingly;

1.19 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

1.20 **“Unpublished Price Sensitive Information” (UPSI)** means: means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- I. financial results;
- II. dividends;
- III. change in capital structure;
- IV. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- V. changes in key managerial personnel; and

1.21 **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

1.22 **“Specified Persons”** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons, Words and expressions used but not defined in the Code but defined in the PIT Regulations, Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act and the rules and regulations made thereunder, shall have the meanings respectively assigned to them in those legislation or any statutory modification or re-enactment thereof.

2. Applicability:

The provisions of this Code shall be applicable on the Designated Persons and their Immediate Relatives. Unless otherwise expressly provided under this Code, the expression ‘Designated Persons’ shall include their Immediate Relatives also.

3. Role of Compliance Officer:

3.1 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, and monitoring adherence to the rules for the preservation of UPSI and pre-clearance of Trades of the Designated Persons.

3.2 In addition to the above, the Compliance Officer shall have the following duties:

- (i) Monitoring and implementation of the Company’s Insider Trading Policies under the overall supervision of the Board;
- (ii) Identifying and notifying the list of Designated Persons from time to time;
- (iii) Inform the Designated Persons about their duties and responsibilities under the Company’s Insider Trading Policies and penalties which may be imposed on such Designated Persons for the Violation;

- (iv) Addressing any clarification of the Designated Persons with respect to the Company's Insider Trading Policies;
- (v) The Compliance Officer shall send reports providing details of Trading by the Designated Persons, to the chairman of the Board and Chairman, at such frequency as may be stipulated by the Board but not less than once in a year;
- (vi) Assisting the Board in maintaining the digital database of such persons with whom UPSI is shared in accordance with the provisions of Company's Insider Trading Policies.
- (vii) Ensuring the implementation of the internal control mechanism adopted by the Board for prevention of insider trading; and
- (viii) Assisting Audit Committee in inquiry or investigation for any alleged Violation.

3.3 The Compliance Officer may also delegate all or any of the above duties to any officer of the Company or the Employee.

4. Communication or Procurement of UPSI:

4.1 No Designated Person shall communicate, provide, or allow access to UPSI, related to the Company or its Securities, to any person, including other Designated Persons, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.2 No Designated Person shall procure from or cause the communication by any Designated Person of UPSI, related to the Company or its Securities, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.3 Any person in receipt of the UPSI for a "legitimate purpose" pursuant to the Fair Disclosure Code shall be considered an 'Insider' and shall be governed by the applicable provisions of the Company's Insider Trading Policies.

4.4 UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:- entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interest of the Company; or

Not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

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

4.6 The Company shall maintain a Structured Digital Database with relevant information as given under the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 with adequate internal control and checks such as time stamping and audit trails to ensure non tampering of the database, internally and preserved for a period of not less than eight years after completion of the relevant transactions.

4.7 The Designated Persons shall, at all times, maintain the confidentiality of the UPSI and shall communicate, provide or allow access to any UPSI to any other person on 'need to know' basis only.

- i. Here "need to know" basis means that Unpublished Price Sensitive Information (UPSI) should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to conflict of interest or misuse of the information.
- ii. All non-public information directly received by any employee should immediately be reported to the head of the department.

4.8 Limited access to confidential information

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

5. Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market:

5.1 No person shall directly or indirectly—

- (i) Trade in a fraudulent manner;
- (ii) use or employ, in connection with issue, purchase or sale of any Security on the Stock Exchange(s), any manipulative or deceptive device or contrivance in contravention of the provisions of the Act or the rules or the regulations made there under;
- (iii) employ any device, scheme or artifice to defraud in connection with Dealing in or issue of Securities on the Stock Exchange(s);
- (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 on the Stock Exchange(s) in contravention of the provisions of the Act or the rules and the regulations made thereunder.

5.2 Without prejudice to the provisions of the Fraudulent and Unfair Trade Practice Regulations, no person shall indulge in a manipulative fraudulent or an unfair trade practice in Securities.

5.3 Dealing in Securities of the Company shall be deemed to be manipulative fraudulent or an unfair trade practice if the same falls under Regulation 4(2) of the Fraudulent and Unfair Trade Practice Regulations.

6. Trading by the Designated Persons:

6.1 Except to the extent allowed under the PIT Regulations or this Code, no Designated Person, shall Trade, either on his / her own behalf, or on behalf of any other person, when in possession of UPSI.

7. Trading Window:

7.1 Trading Window and Window Closure

- i. The trading periods, i.e. the trading period of the stock exchanges, called 'trading window", is available for trading in the Company's securities.
- ii. The closure of the trading window shall be as per the circular no. LIST/COMP/01/2019-20 dated April 02, 2019 of BSE Limited and circular no NSE/CML/2019/11 dated April 02, 2019 of National Stock Exchange of India Limited.
- iii. When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.
- iv. All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified to them time to time.
- v. In case of ESOPs, exercise of option may be allowing e din the period when the trading window is closed. However, sale of shares sale of shares allotted on exercise of ESOP shall not be allowed when trading is closed.

7.2 The Compliance Officer or any person authorsied by the Compliance officer shall intimate the closure of trading window to all the designated employees of the company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such UPSI relates.

7.3 The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market shall decide the timing for re-opening of the trading window.

7.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analyst, consultants etc., assisting or advising the Company.

8. Pre-clearance of trades

8.1 All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 25,000 shares

or up to Rs. 10 Lakh (Market Value) or 1% of total shareholding, whichever is less, shall obtain pre-clearance in accordance with the pre-clearance procedure set out hereunder. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of UPSI even if the trading window is not closed.

8.2 In case the Designated Person procures or comes in possession of UPSI before execution of trade during the subsistence of the pre-clearance sought, such Designated Person shall refrain from executing the Trades.

8.3 The pre- clearance procedure shall be hereunder:

- I. An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by company in this behalf.
- II. An undertaking (**Annexure 2**) shall be executed in favor of the Company by such specified Employee incorporating, inter alia, the following clauses, as may be applicable;
 - a) That the employee/director/officer does not have any access or-has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - b) That in case the Specified Employee has access to or receives "Price sensitive information" after the signing of the undertaking but before the execution of the transaction he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - d) That he/she has made full and true disclosure in the matter.
- III. The Compliance Officer shall consider the application made as above and shall issue the order as specified in '**Annexure-3**'.
- IV. All Designated Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with Compliance Officer in the Prescribed form (**Annexure 4**). In case the transaction is not undertaken, a report to that effect shall be filed in form as specified in **Annexure 4** within two 2(trading) trading days from the date of expiry of the aforesaid period of 7(seven) trading days.
- V. If the order is not executed within seven days after the approval is given, the employee /director must obtain a fresh preclearance.

- VI. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e., sell or buy ("**Contra Trade**") any number of shares during the next six months following the prior transaction ("**Restricted Period**"). All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

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

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

9. Other Restrictions:

9.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes financial or trading decisions.

9.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purpose of this code.

9.3 The disclosure made under this Code shall be maintained for a period of five years.

10. Trading Plan:

10.1 A Designated Person shall be entitled to formulate a trading plan for dealing in securities of the company and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

10.2 The Designated Person submitting the trading plan to the Company shall note the following mandatory conditions with respect to the trading plan:

Trading Plan shall:

- i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the

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

The Designated Person who opts for trading plan route shall not be allowed to Trade through pre-clearance route during the pendency of the trading plan. The Trading Window norms and the provisions of Restrictive Period shall not be applicable on the Trades executed through a trading plan as approved by the Compliance Officer

10.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to review the trading plan to assess whether the plan would have any potential for violation of PIT Regulations and to take express undertakings from the concerned Designated Person, as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

10.4 The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

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

11. Reporting Requirements for transaction in securities:

11.1 Initial Disclosure

- All Promoters, KMP and Directors, shall disclose in **Annexure-5**, their holdings in Securities of the Company as on the date of appointment or becoming a Promoter,

to the Company within 7(seven) days of such appointment or becoming Promoter or the member of the Promoter Group.

- Every person on becoming a Designated Person, within 7(seven) days thereof, shall disclose to the Company in **Annexure-5**, the number of Securities of the Company held by such Designated Person along with the Immediate Relatives as on the date of becoming the Designated Person.

11.2 Continual Disclosure Every promoter, Designated Person, directors of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such acquisition or disposal, 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 25,000 shares or Rs. 10 Lakh (Market Value) or 1% of total shareholding, whichever is less, in the prescribed form (**Annexure-6**)

Disclosure by the Company to the Stock Exchange(s)

- Within two trading days of the receipt of the disclosure or from becoming aware of such information, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

All the disclosures shall be made in the prescribed formats and must be sent to the Compliance Officer at the registered office of the Company:-

No. 19, 2nd Main Road, Peenya 1st Stage,
Phase – I, Peenya, Bangalore - 560058

Note: It is intended that disclosure of trades would need to be of not only those executed by the person concerned but also by the Immediate Relatives including any other persons for whom the person concerned takes trading decisions. This Code is primarily aimed at preventing abuse by trading when in possession of Unpublished Price Sensitive Information and therefore, what matters is whether the person who takes trading decisions is in possession of such information rather than whether the person who has title to the trades is in such possession.

11.3 Disclosures by other connected persons.

The Company at its discretion can require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in prescribed form (**Annexure 7**) at such frequency as may be determined by the company in order to monitor compliance with these regulations.

12. Dissemination of Price Sensitive Information:

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

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

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

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

13. Penalty for contravention of the code of conduct:

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

13.2 Any Designated Person who trades in securities or communicates any information for trading in Securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

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

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

14. Inquiry Procedure for Violation:

14.1 In case any alleged Violation ("**Alleged Violation**") comes to the notice of the Compliance Officer whether on receipt of any written complaint from any Employee, Designated Person, statutory authority (Stock Exchanges, Ministry of Corporate Affairs, SEBI etc.), from any other person or otherwise, the Compliance Officer shall promptly initiate a preliminary inquiry against the Alleged Violation in accordance with the provisions of this Clause.

- 14.2 The Compliance Officer shall, within 5 (five) working days of date on which the Alleged Violation comes to the notice of the Compliance Officer, write to the person to which such Alleged Violation pertains to (“Complainee”), requiring the Complainee to submit a representation within 5 (five) working days thereof.
- 14.3 Within 7(seven) working days of receipt of representation from the Complainee, the Compliance Officer shall conduct a preliminary inquiry in the matter. For completion of the inquiry, the Compliance Officer may consult such persons and call for necessary information or documents, as the Compliance Officer may deem fit.
- 14.4 On completion of the preliminary inquiry by the Compliance Officer, the Compliance Officer shall immediately submit observations of the aforesaid preliminary inquiry to the Chairman.
- 14.5 If the Compliance Officer is of opinion that the Alleged Violation is baseless, then the Compliance Officer will discard such Alleged Violation by recording reasons in writing.
- 14.6 In the event, the Alleged Violation is not baseless, then the Chairman shall, on receipt of the observations of the Compliance Officer may initiate an investigation pertaining to the Alleged Violation in accordance with the Whistle Blower & Anti Fraud Policy.
- 14.7 In case the Audit Committee concludes after the inquiry that there has been a Violation, the Compliance Officer shall intimate such Violation and actions taken to the Board and SEBI. While intimating the Violation to SEBI, the nature and severity of the Violation shall be taken into account by the Compliance Officer and the Audit Committee.
- 14.8 The penal consequences which may be imposed for Violation on the Complainee shall include (but not limited to) wage freeze, suspension or termination from employment, recovery claw back etc.
- 14.9 Any action taken by the Company against Complainee for Violation will not preclude SEBI from taking any action against such Violation under the PIT Regulations and any other applicable laws, rules and regulations made thereto.

15. Amendment:

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

APPLICATION FOR PRE-CLEARANCE

To
 The Compliance Officer,
 Kirloskar Electric Company Limited
 No.19, 2nd Main Road, Peenya 1st Stage,
 Phase – I, Peenya,
 Bengaluru - 560058

Dear Sir/ Madam,

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

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the Company's Code of Conduct for prevention of Insider Trading, I seek approval to purchase /sale /subscription _____ equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. /DPID (Client ID No.)	
5.	Nature of transaction	(a) Purchase of securities. (b) Subscription of securities. (c) Sale of securities.
6.	Proposed date of dealing in securities	
7.	Estimated number of securities /acquired/ subscribed/ sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off – market deal	
11.	Folio no. /DP ID/ Client ID No. where the securities will be credited / debited	

I enclose therewith the form of undertaking signed by me.

Yours faithfully,

Date:

Place:

Signature

Name:

Designation:

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- CLEARANCE

To
The Compliance Officer,
Kirloskar Electric Company Limited
No.19, 2nd Main Road, Peenya 1st Stage,
Phase – I, Peenya,
Bengaluru - 560058

I, _____ of the company residing at _____ am desirous of dealing in _____*shares of the company as mentioned in my application dated _____ for preclearance of the transaction.

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

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

I declare that I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.

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

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

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

I agree to comply with the provisions of the Code 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.

I hereby declare that the information given is true, complete and accurate. In case any of the information is found to be false and I am aware of that I may be held liable for it.

Date:
Place:

Signature
Name:
Designation:

*Indicate number of shares

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name:
Designation:
Place:

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

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

Yours faithfully,
For Kirloskar Electric Company Limited

COMPLIANCE OFFICER

Date: Encl: Format for submission of details of transaction.

DISCLOSURE OF PRE-APPROVED TRANSACTIONS
(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
 The Compliance Officer,
 Kirloskar Electric Company Limited
 No.19, 2nd Main Road, Peenya 1st Stage,
 Phase – I, Peenya,
 Bengaluru - 560058

Dear Sir/Madam:

I hereby inform that I

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

Name of holder	** First or jointholder	No. of Securities (including derivatives) dealt with	Bought/ Sold/ Subscribed	DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Relationship with Designated Person (In case the person executing the trade is not the designated person)	Price (INR)

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

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

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

I declare that the above information is correct and that no provision of the Company's code and /or applicable laws / regulations has 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 (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Date:

Place:

Signature

Name:

Designation:

Disclosure on becoming a Director/KMP/Promoter*[Regulation 7 (1) (b) read with Regulation 6(2) of PIT Regulations]*Name of the company: **Kirloskar Electric Company Limited****Details of Securities held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a Promoter or Member of Promoter Group of the company and other such persons as mentioned in Regulation 6(2).**

Name, PAN CIN/DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors / immediate relatives 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 Share holding
			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.**Note: In case of Options, notional value shall be calculated based on premium plus strike price of options*

Date:

Place:

Signature

Name:

Designation:

Continual Disclosure

[Regulation 7 (2) read with Regulation 6(2) of PIT Regulations]

Name of the company: **Kirloskar Electric Company Limited**

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

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 share holding	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 Share Holding	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.

Date:

Place:

Signature

Name:

Designation:

Transactions by Other connected persons as identified by the Company

[Regulation 7(3) of PIT Regulations]

Name of the company: **Kirloskar Electric Company Limited**

Details of trading in securities by Promoters, members of the Promoter Group and the Designated Persons

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 (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	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 Share Holding	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.

Date:

Place:

Signature

Name:

Designation: