

Code of Conduct for Prevention of Insider Trading**1. TITLE**

This code shall be called Bansal Roofing Products Limited Code of Conduct for Prevention of Insider Trading and will be applicable from 1st of April, 2019.

2. INTRODUCTION

SEBI (Prohibition of Insider Trading) Regulations, 2015 shall come into force on 15th May, 2015 in accordance with which this code is amended. The code has further amended in accordance with the Notification on 31st December, 2018.

3. THE POLICY AND OBLIGATIONS

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. Every director, officer, designated person(s) of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No director, officer, designated person(s) may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. To achieve these objectives, Bansal Roofing Products Limited (herein after referred to as "the Company") hereby notifies that this code of conduct is to be followed by all directors, officers, designated person(s) and connected persons.

4. IMPORTANT CONCEPT AND DEFINITION:

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

4.2 "Board" means the Board of Directors of the Company.

4.3 "Code" or "Code of Conduct" shall mean the Code of Regulating, Monitoring and Reporting of trading by insiders of Bansal Roofing Products Limited amended from time to time.

4.4 "Company" means Bansal Roofing Products Limited.

4.5 "Compliance Officer" means Company Secretary or such other senior officer, who is financially literate (i.e. Having ability to understand basic financial statements) 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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.

4.6 “Connected Person” means:

- (i) any person who is or has, during the six months prior to the date of this code become effective, 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 Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

4.7 “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.

4.8 Designated person(s) shall include:

- (i) All the Directors of the Company
- (ii) All the Promoters of the Company
- (iii) Managing Director and employees up to two level below MD
- (iv) Every employee in the Corporate, Secretarial, Insurance, Taxation, Accounts, IT & Legal department irrespective of their role, designation etc.;
- (v) Any other employee /person as may be determined by the Board from time to time in consultation with the management of the Company considering the objectives of the Code; and

- (vii) Immediate Relatives of all the above persons.
- 4.9 "Director" means a person inducted on the Company's Board as a Director.
- 4.10 "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.
- 4.11 "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
- 4.12 "Insider" means any person who is,
- (i) Designated Person(s) and their immediate relatives
 - (ii) a connected person; or
 - (iii) in possession of or having access to unpublished price sensitive information.
- 4.13 "Key Managerial personnel (KMPs)" in relation to Company means:
- (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Whole-time director;
 - (iii) the Chief Financial Officer;
 - (iv) the Company Secretary and
 - (v) Such other officer as may be prescribed by the Companies Act 2013
- 4.14 "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 4.15 "Promoter group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;]
- 4.16 "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;
- 4.17 "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 4.18 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- 4.19 "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- 4.20 "Unpublished Price Sensitive Information" 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; and
- (v) changes in key managerial personnel

4.21 "Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

5. COMPLIANCE OFFICER:

- 5.1 The Company Secretary appointed by the Board of Directors or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated by and report to the Board of Directors.
- 5.2 The Compliance Officer 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.
- 5.3 The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
- 5.4 The Compliance Officer shall assist all insiders in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct, whenever required.

6. PROCUREMENT OF "PRICE SENSITIVE INFORMATION":

- 6.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Explanation: For the purpose of above Clause, legitimate purpose shall mean sharing of information by the Company with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants in its ordinary course of business.

- 6.2 The Company shall however, in no circumstances share information solely for the purpose of evading the compliances of these regulations or circumventing the prohibitions of these regulations.

6.3 Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails: -

(a) 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 interests of the Company; or –

(b) not attracting 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 the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information 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.

(c) However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

6.4 Need to Know: (i) “need to know” basis means that Unpublished 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 the information. (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

6.5 Limited access to confidential information: Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

6.6 The Company shall maintain digital database with time stamping and audit trails to ensure non tampering of the data base containing following information:

- Name and PAN of the person/entity (ies) with whom information is shared pursuant to Legitimate Purposes.
- Name and PAN of Designated Person along with their immediate relatives.

7. MECHANISM FOR PREVENTION OF INSIDER TRADING

The Managing Director and Chief Executive Officer shall ensure that adequate and effective system of internal controls to ensure compliance with the requirements of Regulation 9 and sub Regulation (1) & (2) and other requirements given in the said regulations to prevent insider trading.

The internal controls shall include the following:

(a) all employees who have access to unpublished price sensitive information are identified as designated employee;

(b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;

(c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;

(d) list of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;

(e) all other relevant requirements specified under these regulations shall be complied with;

(f) periodic process review to evaluate effectiveness of such internal controls.

The Audit Committee of the Company shall review compliance with the provisions of the said Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

8 INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Audit Committee of the Company shall initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform SEBI promptly if such leaks, inquiries and results of such inquiries.

The Company Secretary/Audit Committee of the Company shall make employees aware of Whistle Blower Policy/ vigil mechanism to enable employees to report instances of leak of unpublished price sensitive information.

9. PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”:

Employees and connected persons designated on the basis of their functional role ("designated employees") in the Company shall be governed by an internal code of conduct governing dealing in securities.

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

(i) the transaction is an off-market inter-se transfer between Insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision and that the Insiders have disclosed the same to the Company.

(ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

(iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

(iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.”

(v) in the case of non-individual insiders: –

a. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

b. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(vi) the trades were pursuant to a trading plan set up in accordance with Clause 13.

NOTE: When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. The reasons for which he trades or the purposes to which he applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated the regulation. He traded when in possession of unpublished price sensitive information is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the insider to prove his innocence by demonstrating the circumstances mentioned in the proviso, failing which he would have violated the prohibition.

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 and in other cases, the onus would be on the SEBI.

10. TRADING WINDOW:

10.1 The Compliance Officer shall intimate the closure of trading window to all the designated Persons 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 unpublished price sensitive information relates.

10.2 The trading window can be closed 7 days prior to the event when the information specified in Para 4.20 above is being considered. 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.

- 10.3 The Trading Window Open and Close dates shall be advised by the Compliance Officer through the Company Intranet. In addition, the Company may from time to time notify any other event and any other period for closing of trading window.
- 10.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, analysts, consultants etc., assisting or advising the Company.
- 10.5 Trading Window norms shall however not be applicable for trades carried out in accordance with the approved Trading Plan.
- 10.6 The trading restriction period is required to commence from the end of every quarter/half year 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.

11. PRE-CLEARANCE OF TRADES

Every designated person shall obtain a pre trading approval as per the procedure before doing any trading of the Company securities either by himself or by any of his Immediate Relatives. The said pre approval is necessary only in the circumstances where the cumulative trading of the Company securities in any financial year exceeds **Rs. 10 Lakhs**. The designated person should approach the Compliance Officer to execute the relevant prescribed form (**refer Annexure I**) and in case of compliance officer, he has to make application and declaration to Managing Director of the Company. The application can be made by electronic forms followed by hard copy. No designated person shall apply for pre trading approval if such person is in possession of UPSI even if the trading window is closed.

1. Application in prescribed format (**refer Annexure I**) along with the statement of holdings **refer Annexure II**) by the designated persons should be forwarded for approval to the Compliance Officer.
3. An undertaking shall be executed in favour of the Company by all such designated persons and their dependent in the specified format (**refer Annexure III**)
4. The Compliance Officer shall grant approval within two (2) days from the date of acknowledgement of such application.
5. All the designated persons shall execute their order in respect of the securities of the Company within **one week (7 days)** after the approval of the pre-clearance is given, failing which fresh pre-clearance would be needed for the trades to be executed.

The designated persons shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction i.e sell or buy, as the case may be, any number of securities of the company. The Compliance officer can grant relaxation from strict application of the above restriction after recording the reasons in this regards provided at such relaxation does not violate the regulations. Notwithstanding the above, should the designated persons execute an opposite transaction, inadvertently or otherwise in violation of the restrictions set out above, the

profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

12. OTHER RESTRICTIONS

- 12.1 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 trading decisions.
- 12.2 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 purposes of this Code.
- 12.3 The disclosures made under this Code shall be maintained for a period of **5 (five)** years.

13. TRADING PLAN

- 13.1 An INSIDER shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a "Trading Plan") and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out in his behalf in accordance with such plan.
- 13.2 The Compliance Officer shall review and approve the Trading Plan if it complies with the SEBI Regulations and shall disclose the Trading Plan to the stock exchanges.
- 13.3 TRADING PLAN shall
- i. Not entail commencement of trading on behalf of the insider earlier than 6 months from the public disclosure of the plan.
 - ii. Entail trading for a period of not less than 12 months.
 - iii. Not entail overlap of any period for which another trading plan is already in place.
 - ii. Not entail trading during the period between 20 trading days before the last day of any quarterly/half yearly/annual financial period for which the results are required to be announced and two trading days after the disclosure of such results.
 - iii. Set out the values 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. Not entail trading in securities for market abuse.
 - iv. The Compliance Officer after reviewing the plan would approve the plan. Upon approval shall notify the stock exchanges.
 - v. Implementation of the trading plan shall not be commenced if any UPSI in possession of insider at the time of formulating the plan has not become available at the time of implementation of the plan. In such case the commencement ought to be deferred.
 - vi. 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 out the scope of the plan.

14. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**Initial Disclosure**

- 1 Every promoter/ member of promoter group/ Key Managerial Personnel / Director of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed **(Form A)**.
- 2 Every person on appointment as a Key managerial Personnel or a director of the Company or upon becoming a promoter or member of promoter group shall disclose his 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. **(Form B)**.

Continual Disclosure

Every promoter, member of promoter group, designated person and director of the Company shall disclose to the Company the number of such 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 Rs. ten lakhs in the prescribed **(Form C)**

The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

Disclosure by Other Connected Persons

The Compliance Officer at his discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of Company as and when he deems fit in order to monitor compliance with these Regulations in the format set out in **(Form D)** (as prescribed or amended by SEBI, from time to time).

15. PROHIBITION TO ENTER INTO ANY OPPOSITE TRANSACTIONS AND DERIVATIVE TRANSACTION

- 15.1 All designated persons who buy or sell any number of shares of the company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transactions.
- 15.2 All Director, Key Managerial Personnel or Designated Persons shall also not take position in derivative transaction in the shares of the company at any time.
- 15.3 In the 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.

16. DISCLOSURE BY DESIGNATED PERSONS**16.1 One Time**

The Designated persons shall disclose the following information, one time basis, to Company within 30 days from the date on which this code shall become effective;

- (i) his/her Phone, mobile and cell numbers
- (ii) his/her Permanent Account Number or any other identifier authorized by law

16.2 Annual Disclosure and Continual Disclosure (Refer Form E)

The Designated persons shall disclose the following information, on annual basis, to Company within 30 days from the end of the Financial Year and on continual disclosure basis, as and when the information changes within 7 days of such change;

- (i) Name of Immediate Relatives
- (ii) Persons with whom such designated person(s) shares a Material Financial Relationship
- (iii) Permanent Account Number or any other identifier authorized by law of (i) & (ii)
- (iv) Phone, mobile and cell numbers of (i) & (ii)

In addition, names of educational institutions from which designated persons have studied and names of their past employers shall also be disclosed on a one-time basis.

Explanations: -“Material Financial Relationship” shall mean a relationship as relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”

17. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- 17.1 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).
- 17.2 Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- 17.3 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.
- 17.4 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.

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, member of promoter group, 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/ promoter group/ 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 same 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, member of promoter group, 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 on premium size plus strike price of options.

Name:

Designation:

Signature:

Date:

Place:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a promoter/director/KMP/Promoter]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of promoter group 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:

Designation:

Signature:

Date:

Place:



FORM C

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

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, member of promoter group, Director, designated person 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 / Director s/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, member of promoter group, Director, designated person of a listed company and other such persons as mentioned in Regulation 6(2).

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

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

Name:

Designation:

Signature:

Date:

Place:



FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	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 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 by other connected persons as identified by the company



Bansal Roofing Products Limited

Structuring dreams from Steel

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

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

Name:

Designation:

Signature:

Date:

Place:



FORM E

To
**The Compliance Officer,
Bansal Roofing Products Limited,**

ISIN of the company: _____

Reg: Annual Disclosure of shareholdings in terms of the Code of Conduct for Prevention of Insider Trading by Designated Persons.

Following are the details of shares held by me, (Name) (Designation and Department), and my immediate relatives and persons with whom I share a material financial relationship (as defined in the Code).

Name, Address & Contact details	Relationship	Names of education institutions from which designated persons have studied and names of their past employers	PAN	No. of Shares held in the Company	Details such As Folio/DP ID/Client ID

Name:

Designation:

Signature:

Date:

Place:



ANNEXURE I
APPLICATION FOR PRE-CLEARANCE

Date:
TO,
The Compliance Officer,
Bansal Roofing Products Limited

From:
Name
Designation:
Department:

Through Division/Department Head

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek your approval to subscribe to / agree to subscribe to / purchase / sell / deal as an agent / principal in (nos.) equity shares of the company.

The statement of shareholding as on and Undertaking in the prescribed format are enclosed for your perusal in this connection as ANNEXURE- II & ANNEXURE – III respectively.

Date: _____ **Signature:** _____

PRE-CLEARANCE ORDER

This is to inform you that your request for dealing in(nos.) shares of the company as mentioned in your above-mentioned application 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 prescribed forms as per Company's Code of Conduct for Insider Trading. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Date:
Signature:
Compliance Officer:

CONFIRMATION OF DEAL

To: The Compliance Officer
Bansal Roofing Products Limited

I confirm that the share dealing for which approval was granted on and was completed on by purchasing / selling (Nos.) Equity shares of the company.

Date: _____ **Signature** _____

ANNEXURE II

Date: _____

To
The Compliance Officer,
Bansal Roofing Products Limited

STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE

I. DETAILS OF SHAREHOLDING OF DIRECTORS / OFFICER / DESIGNATED PERSONS HELD IN THEIR OWN NAME

Name	Designation	Department	No. of Shares Held (with Folio / DP ID/Client ID)	Nature of Transaction for which Approval is sought	No. of Shares to be dealt	Present Market Value of the Shares to be dealt

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS

Name	Relationship	No. of Shares Held (With Folio / DP ID/Client ID)	Nature of Transaction for which Approval is sought	No. of Shares to be dealt	Present Market Value of the Shares to be dealt

I/We hereby declare that the shares to be sold have been held by me/us for a minimum of 30 days.

Name:

Designation:

Signature:

Date:

Place:

ANNEXURE III**UNDERTAKING TO BE SUBMITTED ALONGWITH THE APPLICATION FOR PRE-CLEARANCE**

I, (Name, designation and dept) residing at, is desirous of dealing in (Number of shares) shares of the Company as mentioned in my application dated for pre-clearance of the transaction.

As required by the Code for Prohibition of Insider Trading of **Bansal Roofing Products Limited**, I hereby state that,

- a. I have no access to nor do I have any information that could be construed as “Price Sensitive Information” as defined in the code 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 “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 of conduct for prohibition of insider trading as notified by the company from time to time;
- d. I have made full and true disclosure in the matter.

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

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

Name:

Designation:

Signature:

Date:

Place: