

BLB Limited

CIN: L67120DL1981PLC354823

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING,
MONITORING AND REPORTING OF TRADING BY INSIDERS

(Effective from 11th February, 2020)

[Approved by the Board of Directors in its meeting held on 11th February, 2020]



(Version: 4.0)

INDEX

S. No.	Particulars	Page No.
1	Introduction	3
2	Definitions	3-7
3	Application and Scope	7
4	Role of Compliance Officer	7
5	Preservation of Price Sensitive Information and Chinese Walls	8
6	Practices for the prevention of misuse of UPSI	8-10
7	Maintenance of structured digital database	11
8	Institutional Mechanism for Prevention of Insider trading	11
9	Trading Window and Window Closure	12
10	Pre Clearance of Trade in Securities	12-14
11	Process for how and when people are brought 'inside' on sensitive transactions	14-15
12	Other Restrictions	15
13	Reporting requirements for transactions in Securities	15-16
14	Disclosure by the Company to the Stock Exchange(s)	16
15	Dissemination of Price Sensitive Information	16-17
16	Penalty for contravention of the Code of Conduct	17
17	Protection against retaliation and victimization	17
18	Review of Compliances of Code and verification of Internal Control System	18
19	Annexure formats	19-24



1. INTRODUCTION:

The Securities and Exchange Board of India (SEBI) in its endeavor to protect the interests of investors in general had formulated the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 01st April, 2019 and the same were made applicable to all companies whose shares are listed on Indian Stock Exchanges.

To comply with the provisions of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 this new '**Code of internal procedures and conduct for Regulating, Monitoring and Reporting of Trading by Insiders**' has been framed by BLB Limited (hereinafter referred to as 'the Company') to replace the earlier Code of Conduct for Prevention of Insider Trading.

This Policy is only an internal code of conduct and one of the measures to avoid insider trading. It will be the responsibility of each person covered under the SEBI Insider Trading Regulations to ensure compliance of the SEBI Act, Guidelines and other related issues.

2. DEFINITIONS AND INTERPRETATION:

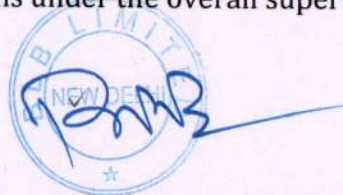
"Act" means the Securities and Exchange Board of India Act, 1992.

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

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

"Company" means BLB Limited.

"Compliance Officer" means Company Secretary of the Company designated and appointed by the Board and in his/her absence, any senior officer, designated so and reporting to the Board of Directors or head of the organization in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.



(Version: 4.0)

Explanation: For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. Balance Sheet, Profit & loss account and Cash Flow Statement.

“Connected Person” means:

- (i) any person who is or has during the six months prior to the concerned act been associated with a 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



(Version: 4.0)

- (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.

"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.

"Designated Person (s)" shall include :

- a) All Directors;
- b) Key Managerial Personnel (KMPs) as per Companies Act, 2013;
- c) All employees of General Manager grade and above;
- d) Every employee in the Finance & Accounts and Company Law & Legal Departments
- e) Promoters/Promoter Group of the Company;
- f) Persons in contractual, fiduciary or advisory relationship with the Company i.e. consultants, retainers, auditors, law firms, analysts etc
- g) Other persons as designated by the Chairman of the Board of Directors in consultation with Compliance Officer of the Company, from time to time; and
- h) Immediate relatives of persons covered under clause (a) to (g) above.

"Director" means a member of the Board of Directors of BLB Limited.

"Employee" means every employee of the Company including the Directors in the employment of the Company.

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

"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.

"Insider" means any person who is:

(i) Designated Person

(ii) in possession of or having access to unpublished price sensitive information.

(Version: 4.0)

"Key Managerial Person" means person as defined in Section 2(51) of the Companies Act, 2013.

"Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2018 or any modification thereof.

"Promoter Group" shall have the meaning assigned to it under the the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2018 or any modification(s) thereof;

"SEBI Insider Trading Regulations" shall mean the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, as amended from time to time;

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

"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.

"Specified Persons" means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives collectively.

"Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

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

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

"Trading Window" shall mean the time period during which Dealing in Securities of Company shall be permitted.

"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;



(Version: 4.0)

- (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
- (vii) other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time

Words and expressions used and not defined in this Policy 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 as given in those legislation.

3. APPLICATION AND SCOPE:

This Code of Conduct shall apply to Designated Persons who by being in any contractual, fiduciary or employment relationship or holding any position including a professional or business relationship with the Company whether temporary or permanent have access, directly or indirectly, to Unpublished Price Sensitive Information or are reasonably expected to allow such access. They are advised to adhere to the Regulations strictly. The provisions of this Code shall be applicable irrespective of whether the Securities are held by Designated Persons solely or jointly along with any other Persons(s) or by their Immediate Relative.

4. ROLE OF COMPLIANCE OFFICER

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors. 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 as set forth in this Code and applicable laws.
- Pre-clearing of the proposed trading in Securities of Company by the Designated Persons and their immediate relatives.
- Monitoring of Trading in Securities of Company and the implementation of this Code under the overall supervision of the Board.

(Version: 4.0)



- Determining of closing and reopening of Trading Window
- Approving and Monitoring of trading plan

The Compliance Officer shall assist the designated persons in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

5. **PRESERVATION OF "PRICE SENSITIVE INFORMATION" AND CHINESE WALLS**

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 legitimate purposes, performance of duties or discharge of his legal obligations.

6. **PRACTICES FOR THE PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

a. Need to Know:

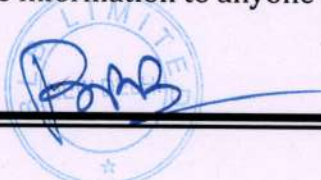
- (i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those designated person/ or such other person who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance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

b. Limited access to confidential information:

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

c. Chinese Walls:

1. To prevent the misuse of Unpublished Price Sensitive Information, Company shall adopt a "Chinese Wall" procedure which separates those areas of BLB Limited which routinely have access to confidential information and considered to be "inside areas", from other departments providing support services, considered to be 'public areas'.
2. The Designated Persons in the inside areas shall not communicate any Unpublished Price Sensitive Information to anyone in the public areas.



(Version: 4.0)

3. In exceptional circumstances, the Designated Persons from the public areas may be brought to 'cross the wall' in furtherance of legitimate purpose, performance of duties or discharge of legal obligations and given the Unpublished Price Sensitive Information on a 'need-to-know' basis upon intimation to the Compliance Officer.

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

[Explanation -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.]

d. Trading Plan

An insider 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.

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.



(Version: 4.0)

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information 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 unpublished price sensitive information 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.

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

7. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

Company shall maintain structured database containing the names of such persons or entities as the case may be 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 databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

8. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING



(Version: 4.0)

The company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these 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. lists 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 these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

9. TRADING WINDOW AND WINDOW CLOSURE

1. (i) The trading period, i.e. the trading period of the stock exchanges, called "trading window", is available for trading in the Company's securities.
- (ii) The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.
- (iii) When the trading window is closed, the specified Persons shall not trade in the Company's securities in such period.
- (iv) All specified Persons shall conduct all their dealings in the securities

(Version: 4.0)



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 by the Company from time to time.

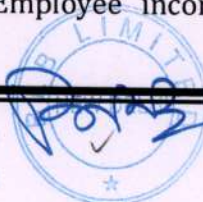
2. The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he/she determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
3. 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.
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, analysts, consultants etc., assisting or advising the Company.

10. PRE-CLEARANCE OF TRADES

All specified Persons, who intend to deal in the securities of the Company when the trading window is open and if the value of the proposed trades is in excess of Rs. 10 Lakhs (market value), whether in one transaction or a series of transactions over any Calendar quarter should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing 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/ she 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 the company in this behalf.
- (ii) An undertaking (Annexure -2) shall be executed in favour of the Company by such Specified Employee incorporating, *inter alia*, the following

(Version: 4.0)



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 shall inform the Compliance Officer of the change in his position and that 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 a full and true disclosure in the matter.
- (iii) All specified Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given in the specified format (Annexure -3). The designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (Annexure -4).
 - (iv) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.
 - (v) All specified 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 transaction. 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.



(Version: 4.0)

- (vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same Application for the same has to be made in the prescribed format (Annexure -5). However, no such sale will be permitted when the Trading window is closed.

11. PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS

Object

Purpose of this process is to determine how and when people are brought 'inside' on sensitive transactions and when a person is considered as an insider in relation to any transaction, he should be made aware of the duties and responsibilities attached to the receipt of inside information and the liability that attaches to misuse or unwarranted use of such information.

Process of Action

- A broad categorization of the persons to be treated as insider should be made based on their involvement in any activity relating to unpublished price sensitive information. It should be determined on a case to case basis.
- Compliance Officer should make the concerned person aware of the duties and responsibilities attached to the receipt of inside information and the liability that attaches to misuse or unwarranted use of such information.
- If the parties to sensitive transaction is not designated person but connected with the company then it shall principally require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties before sharing of any information.
- If the parties to sensitive transaction is a designated person then should be made aware of the duties and responsibilities attached to the receipt of inside information

12. OTHER RESTRICTIONS



(Version: 4.0)

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.
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.
3. The disclosures made under this Code shall be maintained for a period of five years.

13. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

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

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

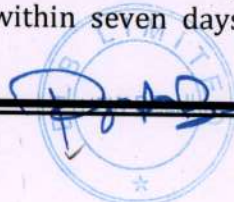
In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation - The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift 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.]

Initial Disclosure

1. Every promoter/ Key Managerial Personnel / Director / Officers / Designated persons/ Employees 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 in format of **Form A** prescribed by SEBI (Prohibition of Insider Trading) Regulations, 2015.
2. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter 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

(Version: 4.0)



becoming a promoter in format of **Form B** prescribed by SEBI (Prohibition of Insider Trading) Regulations, 2015.

Continual Disclosure

3. Every promoter, 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 Rupees Ten lakhs. The disclosure of change in holding has to be made in specified in format of **Form C** prescribed by SEBI (Prohibition of Insider Trading) Regulations, 2015.

The disclosure shall be made within 2 trading 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.

14. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S)

1. Within 2 trading days of the receipt of intimation under Clause 13.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
2. 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.

15. DISSEMINATION OF PRICE SENSITIVE INFORMATION

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

(Version: 4.0)



- 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.

16. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

1. Every specified 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).
2. Any Specified 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.
3. Specified 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.
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.

17. PROTECTION AGAINST RETALIATION AND VICTIMIZATION

The Company shall not tolerate retaliation, in any form, including by way of discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any Employee who reports in good faith any alleged insider trading violations to Securities Exchange Board of India ("the Informant"), in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17 September 2019.

For purpose of this Clause, Employee shall mean any Individual who during employment may become privy to information relating to violation of Insider Trading Laws and files a voluntary information disclosure form under SEBI (Prohibition of Insider Trading) Regulations, 2019 and is a director or contractual or regular employee of the Company and/or its subsidiaries.



18. REVIEW OF COMPLIANCES OF CODE AND VERIFICATION OF INTERNAL CONTROL SYSTEM

The Audit Committee of BLB Limited shall review compliance with the provisions of this Code and SEBI Insider Trading Regulations at least once in a Financial Year and shall verify that the systems for internal control are adequate and are operating effectively.

For BLB Limited

Date: 11.02.2020
Place: New Delhi


Brij Rattan Bagri
Chairman
DIN: 00007441



(Version: 4.0)

ANNEXURE -1
SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADE

Date:

To
The Compliance Officer
BLB Limited
H. No. 4760-61/23, 03rd Floor,
Ansari Road, Daryaganj,
New Delhi - 110002

Dear Sir/Madam,

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

Pursuant to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

Sr. No.	Particulars	Remarks
1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.)	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date	



(Version: 4.0)

	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 herewith the form of Undertaking signed by me.

Yours Faithfully,

Signature of Employee



ANNEXURE -2
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To
BLB LIMITED
H. No. 4760-61/23, 03rd Floor,
Ansari Road, Daryaganj,
New Delhi - 110002

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

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (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 "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 as notified by the Company from time to time.

I undertake to submit the necessary report within four 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 7 days of the receipt of approval failing which I shall seek pre-clearance.

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

Date :

Signature : _____

*** Indicate number of shares**



(Version: 4.0)

ANNEXURE -3
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 and you shall not enter in to contra trade within the six months of such trade.

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 **BLB LIMITED**

(COMPLIANCE OFFICER)

Date : _____

Encl: Format for submission of details of transaction

CONFIRMATION

To
The Compliance Officer
BLB Limited
H. No. 4760-61/23, 03rd Floor,
Ansari Road, Daryaganj,
New Delhi - 110002

I confirm that the share trading for which approval was granted on _____ was completed on _____ to buying / selling _____ (numbers) securities of the Company and I shall not enter in to the contra trade within the 6 months of such trade.

Signature :
Name :
Designation :
Date:



(Version: 4.0)

ANNEXURE -4
FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To
The Compliance Officer
BLB Limited
H. No. 4760-61/23, 03rd Floor,
Ansari Road, Daryaganj,
New Delhi - 110002

I hereby inform that I

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

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

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

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

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

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

Date : _____

Signature : _____

Name :

Designation:

(Version: 4.0)

