

INDIA NIPPON ELECTRICALS LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY ITS DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES (FRAMED IN TERMS OF REGULATION 9 AND SCHEDULE B OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

Part A – Definitions

- a. Regulations shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof;
- b. Code of Conduct or Code means this code of conduct as amended from time to time
- c. Company means India Nippon Electricals Limited
- d. Compliance Officer means the Company Secretary of the Company;
- e. Designated Persons shall mean-
- Directors including Managing Director;
 - All Key Managerial Personnel - Employees up to two levels below Managing Director/Chief Executive Officer/ President of the Company;
 - Heads of key functions of the company viz. Marketing, Manufacturing, Materials, Human Resources, Engineering and Quality and Unit Heads irrespective of their designation;
 - Employees of Finance, IT and Secretarial Departments of the Company;
 - Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organisation by their board of directors;
 - All the Promoters of the Company;
 - Such other person(s) included by the Compliance Officer (for a specified time period or otherwise) having regard to their role and function in the organisation and the access that such role and function may have to unpublished price sensitive information, after giving notice to such person(s).
- f. Unpublished Price Sensitive Information shall have the same meaning as defined in Regulation 2(1)(n) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- g. 'Informant' means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;
- h. Words and expressions used but not defined in these Code shall have the same meaning as contained in SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof.

Applicability

This code of conduct will be applicable to Designated Persons, which term shall include the immediate relatives of and persons who have material financial relationship with the Designated Persons.

Part B

1. Board of Directors

- 1.1. As per the Regulations, the Board shall ensure that the Company at all times has in place this Code to regulate, monitor and report trading by Designated Persons and Immediate Relatives of such Designated Persons.
- 1.2. The Board shall be responsible for monitoring the overall compliance to the Insider Trading Regulations.
- 1.3. In accordance with the Insider Trading Regulations, the Board shall inter-alia ensure the following:
 - 1.3.1. In consultation with the Compliance Officer and Managing Director, specify the Designated Persons to be covered by this Code based on their functional role or access to Unpublished Price Sensitive Information (UPSI) in addition to seniority and professional designation;
 - 1.3.2. that the Company maintains the Digital Database in conformity with the Insider Trading Regulations;
 - 1.3.3. Formulate and review periodically the Fair Disclosure Code, review and evaluate the effectiveness of internal control mechanisms stipulated under these Regulations.
 - 1.3.4. Formulate and review periodically, the Policy and Procedure for Inquiry in the Event of Leak or Suspected Leak of Unpublished Price Sensitive Information.

2. Compliance Officer

- 2.1. The Compliance Officer shall report to the Board of Directors of the Company and Chairman of the Audit Committee, and in particular shall provide a quarterly or half yearly report to the Board and Audit Committee as may be specified by the Board regarding Compliance with the Regulations and this Code.
- 2.2. The Compliance Officer, under the overall supervision of the Board of Directors of the Company, shall be responsible for implementing the Code of Conduct, monitoring, and pre-clearing trades of Designated Persons and their Immediate Relatives.
- 2.3. The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons.
- 2.4. The Compliance Officer shall assist the Designated Persons in addressing any clarifications regarding the Regulations and the Code of Conduct.

3. Restricted access to unpublished price sensitive information

- 3.1. Employees shall maintain the confidentiality of all unpublished price sensitive information. Employees shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities or in any other manner.
- 3.2. Unpublished price sensitive information is to be handled on a need to know basis i.e. it 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. All non-public information directly received by any Employee should immediately be reported to such Employee's head of the department.
- 3.3. Files containing unpublished price sensitive information shall be kept secure. Computer files must have adequate security of login and password etc.

4. Chinese Walls procedures

- 4.1. Designated persons shall maintain Chinese Walls to ensure unpublished price sensitive information is not leaked outside their respective departments.
- 4.2. Designated Persons shall disclose unpublished price sensitive information to any Employee outside his/her department or to non-employees only for legitimate business purposes for performance of such Designated person's duties or discharge of such Employee's legal obligations and shall do so only in consultation with the Compliance Officer of the Company.
- 4.3. All Consultants, Internal Auditors and other Connected Persons as defined in the Regulations who has or is expected to have access to UPSI as part of their assignment/ engagement/ relationship with the company shall execute a specific confidential and non-disclosure agreement pertaining to protection of UPSI. In addition, the Compliance Officer shall obtain a declaration of their holdings and transactions in such form and for such duration as he deems fit.

5. One-time Disclosure by Designated Persons and changes therein:

- 5.1. Designated Persons shall, within seven days of becoming a Designated Person, disclose such details as in Form VII appended to this code and any change in the details provided therein shall be intimated within two (2) days of such change. This shall be in addition to the disclosures that shall be submitted by Directors, Key Managerial Persons etc at the time of their appointment as per the Regulations.
- 5.2. The disclosures received including the records of pre-clearance applications shall be maintained by the Compliance Officer for a period of five years.

6. Restrictions on trading by Designated Person and Trading window

- 6.1. The Designated Persons shall not deal/ buy/sell/ pledge etc securities of the Company during Closure of the 'Trading Window', i.e. the period during which trading in the securities of the Company is prohibited. The Designated persons shall conduct all their dealings in the securities of the Company only during an open trading window. The Compliance Officer shall specify a Trading Window closure period during such time when price sensitive information remains unpublished. No Designated Person shall trade or deal with the Securities of the Company when the trading window is closed.
- 6.2. The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- 6.3. The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- 6.4. Notwithstanding the above, the Trading Window shall be closed at the time of:
 - a. Declaration of Financial results (quarterly, half-yearly and annually)
 - b. Declaration of dividend (Interim and Final)
 - c. Issue of securities by way of public/rights/bonus etc
 - d. Amalgamation, mergers, takeovers and buy-back
 - e. Disposal of whole or substantially the whole of the undertaking
 - f. Changes in Key Managerial Personnel of the Company
 - g. Any other material information/event which the Compliance Officer may determine, considering the facts and circumstances.
- 6.5. The period of closure of the Trading Window in the above cases shall be as per the timelines prescribed by SEBI from time to time.
- 6.6. Designated Person shall not trade in the Company's securities when the trading window is closed.
- 6.7. Grant or Exercise of options under ESOP schemes is permissible when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.
- 6.8. No Designated Person shall trade in the Company's securities if such Designated Person is in possession of unpublished price sensitive information even if the Trading Window is not closed.
- 6.9. Restrictions on trading when in possession of unpublished price sensitive information or when the Trading Window is closed shall apply 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.

7. Trading Plan

- 7.1. The designated persons shall be entitled to formulate a Trading Plan for dealing in Shares and present it to the Compliance Officer in the prescribed Form VI (A), as appended to this Code.
- 7.2. The Trading Plan shall –
- i. not entail commencement of trading on behalf of the designated persons earlier than one hundred and twenty calendar days from the public disclosure of the plan;
 - ii. not entail overlap of any period for which another trading plan is already in existence;
 - iii. set out the following parameters for each trade to be executed –
 - a. either the value of trade to be effected or the number of securities to be traded;
 - b. nature of the trade;
 - c. either specific date or time period not exceeding five consecutive trading days;
 - d. an option to mention the price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - ❖ for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - ❖ for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
 - iv. not entail trading in Equity Shares for market abuse
- 7.3. The Compliance Officer shall review the Trading Plan to assess whether the Plan would have any potential for violation of the Regulations and this Code and shall be entitled to seek such express undertakings, as may be necessary and enable to approve and monitor the implementation of the Plan. Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.
- 7.4. The Trading Plan once approved in the format as specified in Form VI (B) appended to this Code, shall be irrevocable and the Designated Person shall mandatorily have to implement the Plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. However, the implementation of the Trading Plan shall not be commenced, if the insider is in possession of any unpublished price sensitive information at the time of implementation of the plan.
- 7.5. The insider shall execute the trade only if the execution price of the security is within the price limit as detailed in the trading plan. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

- 7.6. Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the Stock Exchanges.
- 7.7. In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 of the Regulations or failure of execution of trade due to inadequate liquidity in the scrip, the insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any. The compliance officer shall place such information along with his/her recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- 7.8. The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed. In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per this Code of Conduct which may include the following:
- a) First violation -
 - When Trading window is open - Warning letter
 - When Trading window is closed – Warning letter plus monetary penalty of 50% of the profit earned
 - b) Second violation –
 - When Trading window is open - monetary penalty of 50% of the profit earned
 - When Trading window is closed – monetary penalty of 100% of the profit earned
- # “Profit” - Profit for this purpose shall mean the difference between the selling price of the shares less exercise price / purchase price, as the case may be.

8. Pre-clearance of trades

- 8.1. When the Trading Window is open, trading by Designated Person shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above Rs.5,00,000 or above 1,000 equity shares of the Company whichever is less. For this purpose, the value of trades/ number of shares within a block of seven trading days shall be clubbed together.
- 8.2. No Designated Person shall apply for pre-clearance of any proposed trade if he/she is in possession of unpublished price sensitive information even if the trading window is not closed.
- 8.3. An application may be made in the Form I appended to this code, to the Compliance Officer indicating the estimated number of securities that the Designated Person 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 the Company in this behalf.

- 8.4. An undertaking in the format specified in Form II appended to this code, shall be executed by such Designated Person in favour of the Company incorporating, inter alia, the following clauses:
- a. the Designated Person does not have any access or has not received unpublished price sensitive information up to the time of signing the undertaking.
 - b. in case the Designated Person has access to or receives unpublished price sensitive information after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/ she would completely refrain from dealing in the securities of the Company till the time such information becomes generally available.
 - c. he/ she has not contravened this Code.
 - d. he/ she has made a full and true disclosure in the matter.
- 8.5. Prior to approving, in Form III appended to this code, any pre-clearance of trades, the Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 8.6. Designated Persons shall execute the trades which have been pre-cleared within seven trading days of the pre-clearance. Failing which, fresh pre-clearance would be needed for the trades to be executed. The concerned Designated Person has to report the details of pre-cleared transactions, within a period of 2 (two) trading days from the expiry of the validity period of the pre-clearance and in case he has not traded, then submit a nil report within a period of 2 (two) trading days from the expiry of the validity period of the pre-clearance. The said reporting has to be made in the format as specified in Form IV appended to this Code.
- 8.7. A Designated Person who is permitted to trade shall not execute a contra trade within six months of any trade. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a 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 SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the SEBI Act. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

9. Reporting requirements for transactions in securities

- 9.1. All Designated Persons of the company shall submit an annual declaration of transactions and holdings in the format as specified in Form V appended to this Code to the Compliance Officer as of 31st March of that year on or before 30th April of the subsequent year.
- 9.2. All Designated Persons shall also submit Form B as specified by the Regulations, which is appended to the Code for ready reference, within seven days of becoming a Designated Person.

- 9.3. Every Designated Person shall disclose to the Company, in form C as specified in the Regulations, 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 ten lakh rupees or such other value as may be specified by SEBI from time to time.
- 9.4. The Compliance Officer shall maintain records of all the declarations in the appropriate form given by Designated Person for a minimum period of five years
- 9.5. The Compliance Officer shall submit a report on dealing in the securities of the Company under the pre-dealing procedure as envisaged in this Code of Conduct, in such a frequency as may be prescribed by the Board.

10. Process for how and when people are brought “insider” on sensitive transaction(s):

- 10.1. A person(s) who may be an existing or proposed partner, collaborator, lender, customer, supplier, merchant banker, legal advisor, auditor, insolvency professional or other advisor or consultant etc. may be brought inside (by the Managing Director/ Whole-time Director/ CEO/ President) on any proposed or ongoing sensitive transaction(s) of the Company for legitimate purpose as identified in the Code of Fair Disclosure.
- 10.2. Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an “insider” for purposes of this Code and confidentiality agreements shall be signed with such person as in Clause 3.3.
- 10.3. If it is not practical to sign confidentiality agreements due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations, which shall include a segment on the duties and responsibilities attached to the receipt of Insider Information, and the liability that attaches to misuse or unwarranted use of such information.

11. Penalty for contravention of the Code of Conduct

- 11.1. Any Designated Person contravening the Code of Conduct shall be subject to disciplinary action, which may include non-payment of remuneration, wage freeze, suspension, ineligibility for future participation in employee stock option plans, recovery, claw back, etc.
- 11.2. Such action may be taken by the Board of directors of the Company or any committee of the board authorized in this behalf and after giving due opportunity to such Designated Person.
- 11.3. Any action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations 2015.
- 11.4. In case monetary penalty is levied by the Board of Directors for violation of this Regulation, the amount collected shall be remitted to the credit of Investor Protection and Education Fund (IEPF) administered by SEBI.
- 11.5. A report on the violations, shall be promptly intimated to the stock exchange(s) in the format as appended in the Annexure to this Code as Form VIII.

12. Procedure for inquiry in case of Leak or suspected Leak of UPSI

- 12.1. On becoming aware of leak or suspected leak of UPSI either suo-motu or on receipt of a written intimation to the Company, the Ethics Committee of the Company constituted under the whistle-blower mechanism will investigate the matter and collect evidences and will report to Chairman of the Audit Committee.
- 12.2. All the matters concerning leak or suspected leak of UPSI, will be thoroughly investigated by Ethics Committee with the authority to involve external investigators for this purpose. If any member of the Ethics Committee is alleged for leakage or suspected leakage of UPSI, the said member shall recuse himself/herself from all the proceedings of Ethics Committee regarding the investigation.
- 12.3. The Compliance Officer shall be informed by the Ethics Committee promptly so as to intimate SEBI about such Leak or suspected Leak of UPSI.
- 12.4. For purpose of conducting inquiry, the Ethics Committee may;
 - i. Call upon –
 - a. such persons to seek clarification or information pertaining to the leak.
 - b. such persons involved in origination of the Price Sensitive Information for purpose of determination of key figures pertaining to financial figures.
 - c. such persons involved in the consolidation of the figures for the financial results, preparation of board notes and dissemination of information,
 - d. Any other persons / intermediaries / fiduciaries who had access to the UPSI, for inquiry conducted for leak of such UPSI.
 - e. at its discretion, invite external investigators/experts.
 - ii. take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
 - iii. keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.
 - iv. notify the Suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence and to remain present for instigation, discussion and keep ready the personal bank account statement or such other details or documents as the investigating personnel may ask for.
 - v. do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.
- 12.5. Investigation by the Ethics Committee shall be completed within 15 working days from the date of receipt of such leak or suspected leak. The Ethics Committee's report shall be submitted to the Audit committee and summary report shall be submitted to Board immediately, as the case may be.
- 12.6. Consequences of non-compliance
 - a. On receipt of report of Ethics Committee, the Compliance officer shall forthwith forward such report to Audit Committee.

- b. The disciplinary action against Suspect may be taken within 15 working days from receipt of investigation report by the Audit Committee in consultation with the Board of Directors or any other person authorized by the Board.
- c. The disciplinary action may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in the Company's stock option plans or termination, as may be taken by the Company pursuant to the law. The Suspect may also be subject to disciplinary action.
- d. 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.
- e. SEBI or any other appropriate regulatory authority would also be informed of such violation, who may in turn take appropriate action against the Suspect.

13. Protection of Informant under Insider Trading Regulations

The Company shall not discharge, terminate, demote, suspend or threaten directly or indirectly or discriminate against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by SEBI, by reason of: (i) filing a Voluntary Information Disclosure Form; (ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent such employee from cooperating with SEBI in any manner.

In the event any employee is of the view, that he is likely to be discharged, terminated, demoted or suspended, or is being threatened, or discriminated, on account of any of the events set forth in the preceding paragraph, such employee shall be permitted to notify the Compliance Officer of the same. In the event, the Compliance Officer is subject to the foregoing, the Compliance Officer shall be permitted to bring such information to the notice of SEBI

14. Miscellaneous

- 14.1. Intermediary or fiduciary engaged by the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the SEBI Regulations to prevent insider trading.
- 14.2. It is the responsibility of the Connected Person to ensure compliance with this Code
- 14.3. The Board may review and amend this Code from time to time, as may be deemed necessary.
- 14.4. In the event of any conflict between the provisions of this Code and of the SEBI Regulations or any other legal requirement ("Applicable Law"), the provisions of

Applicable Law shall prevail over this Code. Any subsequent amendment / modification to the Applicable Law shall automatically apply to this Code.

Policy approved on	25 th May 2015
First Amendment approved	30 th May 2019
Second Amendment approved	13 th November 2024

FORM I

FORMAT FOR MAKING APPLICATION FOR PRE-CLEARANCE OF TRADE AS PER THE TERMS OF THE CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS OF THE COMPANY READ WITH SEBI (PROHIBITION OF INSIDER TRADING) REG, 2015

The Compliance Officer

India Nippon Electricals Ltd

11 & 13, Pattulos Road, Chennai-600002

Dear Sir,

Sub: Application for pre-dealing approval in equity shares / securities of the company in terms of the code of conduct to regulate, monitor and report trading by insiders of the company read with applicable provisions of the SEBI (Prohibition of Insider Trading Regulations) 2015.

Pursuance to the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Code, I seek your approval for purchase / sale / subscription of the equity shares / securities of the company as per the details given below:

Sno.	Description	Particulars
1.	Name of the applicant and PAN	
2.	Designation	
3	Number and value of equity shares / securities of the company held as on date	
4	Nature of equity shares / securities held	<ul style="list-style-type: none">• Equity shares / debentures / securities
5	Mode in which the equity shares / securities are held	<ul style="list-style-type: none">• Physical / dematerialized
6	The proposal is for himself / herself through his / her immediate relatives	<ul style="list-style-type: none">• Acquisition in the open market• Subscription to the equity shares / securities• Sale of equity shares / securities
7	Proposed date of dealing in equity shares / securities	
8	Nature of proposed dealing	<ul style="list-style-type: none">• Purchase / sale of equity shares / securities
9	Estimated number of equity shares / securities proposed to be acquired / subscribed / sold	
10.	Price at which the transaction is proposed	
11.	Current market price (as on the date of application)	

12.	Whether the proposed transaction to be through stock exchange or off market deal	
13.	Proposed mode of dealing in equity shares / securities	Physical / dematerialised
14.	If the equity shares / securities are held / proposed to be dealt in dematerialized form	
	Name of the depository	
	Client id number	

I / we hereby declare that I /we shall execute my / our order in respect of equity shares / securities of the company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, I undertake to inform the Compliance Officer of not executing the trade and obtain pre-clearance for the transaction again. I / we attach herewith the Form of undertaking signed by me/ us.

Signature : Date :
Designation : Place :

- Strike whichever is not applicable

FORM II

FORMAT OF UNDERTAKING TO BE EXECUTED BY DESIGNATED PERSONS FOR TRADES AS PER THE TERMS OF THE CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS OF THE COMPANY READ WITH SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

This undertaking is executed on this day of _____ with reference to my application for the pre-clearance of trade in the Equity Shares / Securities of INDIA NIPPON ELECTRICALS LIMITED, hereinafter called "Company".

Iof the Company, residing at No..... .., am desirous of dealing in (no. of equity shares) Shares of the Company as mentioned in my / our application dated for pre-clearance of the transactions and do hereby give an undertaking in favour of M/s INDIA NIPPON ELECTRICALS LIMITED situated at No.11 & 13, Pattulos Road, Chennai-600002.

I further declare that I am not / my immediate relatives are not in possession of or otherwise privy to any 'Unpublished Price Sensitive Information' or UPSI (as defined in the Code of conduct to regulate, monitor and report trading by insiders of the Company (the Code) read with SEBI (Prohibition Of Insider Trading) Regulations, 2015 upto the timing of this Undertaking.

1.	THAT I have received and read the Company's Code Of Conduct to regulate, monitor and report trading by Insiders of the Company;
2	THAT as on the date I do not possess/own any Equity Shares / Securities of the Company, or I have purchased no of Equity Shares / Securities of the Company from Open Market/Off Market
3.	THAT I / my immediate relatives neither have access to nor received any 'UPSI' in respect of the Equity Shares / Securities of the Company upto the time of signing this Undertaking;
4	That I / my immediate relatives neither have access to nor received any UPSI in respect of the equity shares / securities of the company upto the time of signing this undertaking;
5	That I /my immediate relatives would refrain from dealing in the Company's equity shares / securities if I / my relatives gained access to or receive any UPSI, after the date of signing this undertaking but before the execution of transaction, till such time the information becomes the general available information;
6	THAT I / my immediate relatives have never contravened the stipulations laid down in the Code of Conduct to regulate, monitor and report Trading By Insiders notified by the Company for prevention of insider trading, from time to time;

7	THAT I / my immediate relatives undertake to submit that 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 / my immediate relatives shall execute the deal within 7 days of the receipt of approval failing which I / my immediate relatives shall seek pre-clearance.
8	THAT to the best of my knowledge, I / my immediate relatives have made complete and full disclosure of my / my immediate relatives dealing in Equity Shares / Securities of the Company, from time to time;

Date
Place

Signature

FORM III

**PRE-DEALING APPROVAL AS PER THE TERMS OF THE CODE OF CONDUCT TO
REGULATE, MONITOR AND REPORT TRADING BY INSIDERS OF THE COMPANY
READ WITH SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

To _____ (Name of the Designated Person) Date

Application for pre-dealing approval – your application dt.

With reference to your application seeking approval for undertaking certain transactions in the Equity Shares / Securities of the Company detailed therein, please be informed that you are hereby authorized to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till (i.e for 7 days). If you do not execute the approval transaction / deal on or before this date you will have to seek fresh pre-dealing approval before 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 two trading (2) days from the date of transaction /deal. In case, the transaction is not undertaken a "Nil" report shall be necessary.

Yours faithfully

For India Nippon Electricals Limited

Compliance Officer

FORM IV

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS AS PER THE TERMS OF THE CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS OF THE COMPANY READ WITH SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

(To be submitted within 2 days of transaction/trading in Equity Shares/Securities of the company)

To

The Compliance Officer

India Nippon Electricals Limited

11 & 13, Patullos Road,

Chennai – 600002

Dear Sir/Madam,

DETAILS OF PRE-APPROVED TRANSACTION

Ref: Your approval letter dated _____ I hereby inform you that I have –

- * not bought/sold/subscribed any securities of the Company;
- * bought / sold / subscribed to the Equity Shares / Securities of the Company as mentioned below:

Name of holder	First or joint holder	No . of shares Dealt with	Bought/ sold/ Subscribed / date of transaction	DP id/ Clientid/ or folio no.	Price (Rs.) per share

In connection with the aforesaid transactions, I hereby undertake to preserve, for a period of three years and produce to the Compliance Officer/SEBI any one of the following documents:

1. Broker's contract note
2. Proof of payment of / 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 I shall not enter into any opposite transactions, i.e. sell or buy any number of shares during the next 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 transaction(s).

Designation

Emp. No.

Dep/Div No.

FORM V

**FORMAT FOR GIVING THE STATEMENT OF HOLDINGS AND TRANSACTIONS
IN EQUITY SHARES/SECURITIES OF THE COMPANY BY ALL DESIGNATED
PERSONS - ANNUALLY-AS PER THE TERMS OF THE CODE OF CONDUCT TO
REGULATE, MONITOR AND REPORT TRADING BY INSIDERS OF THE
COMPANY READ WITH SEBI (PROHIBITION OF INSIDER TRADING)
REGULATIONS, 2015**

To
The Compliance Officer
India Nippon Electricals
Ltd
11 & 13, Pattulos Road, Chennai-600002

Re.:	ANNUALDISCLOSURE FOR THE FINANCIAL YEAR ENDED - AS PER THE TERMS OF THE CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS OF THE COMPANYREAD WITH SEBI (PROHIBITION OF INSIDER TRADING)REGULATIONS, 2015
I along with my 'immediate relatives'* and persons who share material financial relationship*** with me hold the Equity Shares** / Securities of the Company, the details	

S no.	Description	:	Particulars
1	Name of the person & designation	:	
2	Permanent Account Number (PAN)	:	
3	No. of equity shares / securities held as on (end of the year)	:	
4.	Folio number and nature of holding	:	
5	Source of acquiring the equity shares / securities	:	
6	Details of equity shares / securities dealt by the Applicant including their immediate relatives during theyear ended	:	
	Date of dealing		
	Nature of dealing		
	Number of Equity Shares/ Securities		
	Price paid per Equity Share / Securities		
	Source of acquiring the Equity shares / Securities		
	Mode of disposal of equity shares / securities		
7	Was pre clearance obtained for the above acquisition?		
8	Date of obtaining pre clearance		

9	Was the order for dealing in shares executed within one week of preclearance of trades?		
10.	If not, whether a fresh preclearance obtained? If so, the date of subsequent preclearance		

I/We declare that the above details are true, correct and complete in all respects and hereby take responsibility on behalf of my immediate relatives and persons with whom I share material financial relationship above for the compliance with the company's code of Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Company read with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Date:
Place:

Signature:

*"Immediate Relative" shall mean the Designated Persons' spouse and includes parent, sibling and children of such Designated Person, any of whom is either dependent financially or consults such person in taking decisions relating to trading in Equity Shares / Securities;

**Equity shares of Rs.5/- each, fully paid-up.

***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.

FORM VI (A)

FORMAT FOR MAKING APPLICATION FOR TRADING PLAN AS PER THE TERMS OF THE CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS OF THE COMPANY READ WITH SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

To
The Compliance Officer
India Nippon Electricals
Ltd
11 & 13 Pattulos Road, Chennai-600002

Dear Sir/Madam

Sub: Application for Trading Plan in Equity Shares/Securities of the Company in terms of the Code of conduct to regulate, monitor and report trading by insiders of the Company and of the SEBI (Prohibition of Insider Trading Regulations) 2015

Ref.: DP's name

:DP id

:

Client id :

Name of the Insider :

I wish to seek your approval in terms of the Code of conduct to regulate, monitor and report trading by insiders of the Company and of the SEBI (Prohibition of Insider Trading Regulations) 2015 for the proposed 'Trading Plan' for purchase and sale of Equity Shares / Securities of the Company in physical / demat form.

Sno.	Nature of trade	No. of equity shares / securities to be traded	Time interval between the two trades	Date of the proposed trade

I confirm and declare:-

(i)	that I do not have access to the 'Unpublished Price Sensitive information' (UPSI) and also have not received any UPSI till today
(ii)	that, in case, I have access to any 'confidential information' related to UPSI or receive any confidential information to relate to UPSI or after approving the Trading Plan I shall inform the change and refrain from dealing in Equity Shares / Securities till the UPSI becomes public;
(iii)	that I have not contravened the terms of the Code of conduct to regulate, monitor and report trading by insiders of the Company and of the SEBI (Prohibition of Insider Trading Regulations) 2015
(iv)	that whatever is stated above is true and correct to the best of knowledge and nothing has been omitted or concealed.

Signature

:

.....

.....

Date:

.....

Name

.....

.....

:

Designation

.....

.....

.....

:

Emp. No.

.....

:

Dep/ Div No.

:

Nature of
relationshipPlace

Date

* Strike whichever is not applicable

FORM VI (B)

APPROVAL OF TRADING PLAN

- (1) I, _____, Compliance Officer of the Company, have reviewed the Trading Plan submitted by the Designated Persons has furnished all the information / undertaking which I have demanded.
- (2) The aforesaid Trading Plan is not violating any of the terms of the Code of Conduct To Regulate, Monitor And Report Trading by Insiders of the Company read with SEBI (Prohibition Of Insider Trading) Regulations, 2015.
- (3) I shall monitor the implementation of the aforesaid Plan.

For India Nippon Electricals Ltd

Compliance Officer

FORM VII
ONE TIME INFORMATION TO BE GIVEN BY THE DESIGNATED PERSON(S) -
AS PER THE TERMS OF THE CODE OF CONDUCT TO REGULATE, MONITOR
AND REPORT TRADING BY INSIDERS OF THE COMPANY READ WITH SEBI
(PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

To
The Compliance Officer
India Nippon Electricals Ltd, Chennai-2.

A. Name of the Past Employers:

S no.	Name of the Past Employer	Year of Employment

B. Name of the educational institutions graduated from:

S no.	Name of the Educational Institution(s)	Name of the Degree / Qualification obtained	Year of Graduation

C. Details of immediate relatives* shareholding and other details:

Name of the relative	Nature of relationship	PAN	Phone no.	Folio no./DP ID

Or

None of the immediate relatives of mine are financially dependent on me nor consults me for investments in shares/securities.

D. Details of persons with whom the Designated Person shares material financial relationship**:

Name	Nature of relationship	PAN	Phone no.

I/We declare that the above details are true, correct and complete in all respects and hereby take responsibility on behalf of the persons mentioned in SI No. (C) & (D) above for the compliance with the company's code of Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Company read with SEBI (Prohibition of Insider Trading) Regulations, 2015. I/we further declare that the persons named in SI No. (C) & (D) above are the only immediate relatives as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015 who are financially dependent on me/us and/or consults me/us in taking decisions relating to trading in Equity Shares / Securities. I also confirm that any change in the details given in SI Nos. C & D above will be brought to your notice within 2 days from the change in the information.

Date:
Place:

Signature:
Name:
DIN:

* "Immediate Relative" shall mean the Designated Persons' spouse and includes parent, sibling and children of such Designated Person, any of whom is either dependent financially or consults such person in taking decisions relating to trading in Equity Shares / Securities;

**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.

FORM B

FORMAT FOR DISCLOSURE OF EQUITY SHARES/SECURITIES AS PER THE APPLICABLE PROVISIONS OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 ON APPOINTMENT OF KEY MANAGERIAL PERSONNEL (KMP) OR DIRECTOR OR UPON BECOMING A PROMOTER OR MEMBER OF PROMOTER GROUP OR OTHER DESIGNATED PERSON.

Name of the company		India Nippon Electricals Limited		
ISIN of the company		INE092B01025		
Details of Securities held on appointment of Key Managerial Personnel or Director or upon becoming a Promoter or member of the promoter group or Other Designated Person of a listed company and other such persons as mentioned in Regulation 6(2)				
Sl. No.	Particulars	Details		
1.	Name, PAN, CIN / DIN & address with contact Nos of Promoter/ KMP/ Directors / member of the promoter group/Designated Persons (including immediate relatives / persons sharing material financial relationship)			
2.	Category of Person (Promoter/ KMP/ Directors / member of the promoter group/Designated Persons (including immediate relatives / persons sharing material financial relationship)			
3.	Date of appointment of Directors/ KMP / or date of becoming promoter or member of the promoter group or other Designated Person			
4.	Securities held at the time of becoming Promoter or member of the promoter group / appointment of Director / KMP/ Designated Person	Typ eof	Folio no.	No. of shares
		Equity		
5.	Percentage of Shareholding			
6.	Open Interest of the Future contracts held at the time of becoming Promoter or member of the promoter group / appointment of Director / KMP/ Designated Person	No. of units (contract lot size)	Notional value in rupee terms	
7.	Open interest of the Option Contracts held at the time of becoming Promoter or member of the promoter group / appointment of Director / KMP/ Designated Person	No. of units (contract lot size)	Notional value in rupee terms	

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

Signature : Date :

Designation : Place :

Form VIII

Report by the Company for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.

S No	Particulars	Details										
1	Name of the listed Company											
2	Please tick appropriate checkbox Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary											
3	Details of Designated Person											
	i.Name of the DP											
	ii.PAN of the DP											
	iii.Designation of DP											
	iv.Functional role of DP											
	v.Whether DP is promoter or belongs to Promoter Group											
	If reporting is for immediate relative of DP											
	i.Name of immediate relative of DP											
	ii.PAN of immediate relative of DP											
	Details of transactions											
	i.Name of the scrip											
	ii.No of shares traded and value (Rs.) (date wise)											
	In case of value of trade(s) is more than Rs 10 lakhs in a calendar quarter											
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015											
	ii.Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015											
	Details of violation observed under Code of Conduct											
	Action taken by Listed company/ Intermediary/ Fiduciary											
	Reasons recorded in writing for taking action stated above											
	Details of the previous instances of violations, if any, since last financial year											
	If any amount collected for Code of Conduct violation(s)											
	i.Mode of transfer to SEBI-IEPF (Online/Demand draft)											
	ii.Details of transfer/payment											
	<table border="1"> <thead> <tr> <th>Name of transferor</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Bank name, branch and account number</td> <td></td> </tr> <tr> <td>UTR/Transaction reference number</td> <td></td> </tr> <tr> <td>Transaction date</td> <td></td> </tr> <tr> <td>Transaction amount</td> <td></td> </tr> </tbody> </table>	Name of transferor	Details	Bank name, branch and account number		UTR/Transaction reference number		Transaction date		Transaction amount		
Name of transferor	Details											
Bank name, branch and account number												
UTR/Transaction reference number												
Transaction date												
Transaction amount												
	Any other relevant information											

Yours faithfully,

Name and Signature of Compliance Officer

PAN

Email ID

Date and Place:

VOLUNTARY INFORMATION DISCLOSURE FORM

I. PERSONAL INFORMATION OF THE INFORMANT		
A. INDIVIDUAL 1:		
<i>Last Name:.....</i>	<i>First Name:.....</i>	<i>Title:.....</i>
<i>Address:</i>	<i>City / State:</i>	<i>PIN:</i>
<i>Telephone (with State Code):</i>	<i>Mobile:</i>	<i>E-Mail address:</i>
<i>Employment Details*:</i>	<i>Permanent Account Number, if available:</i>	
II. LEGAL REPRESENTATIVE (where applicable)		
<i>Last Name:.....</i>	<i>First Name:.....</i>	<i>Title:.....</i>
<i>Firm Name (if not self-employed):</i>		
<i>Contact address :</i>	<i>City / State:</i>	<i>PIN:</i>
<i>Residence address:</i>	<i>City / State:</i>	<i>PIN:</i>
<i>Telephone (with State Code):</i>	<i>Mobile:</i>	<i>E-Mail address:</i>
<i>Bar Council Enrolment Number:</i>		

III SUBMISSION OF ORIGINAL INFORMATION

1. *Is it a violation of securities laws? Yes / No*

2. *If yes to question (1), please describe the type of violation:*

3. *Has the violation: Occurred / Occurring / Potential to occur in future*

4. *If the violation has occurred, date of occurrence: dd/mm/yy
(in case exact date is not known, an approximate period may be entered)*

5. *Have the individual(s) or their representatives had any prior communication(s)
or representations with the Board concerning this matter? Yes (Details thereof) / No*

6. *Does this violation relate to an entity of which the individual is or was an officer,
director, counsel, employee, consultant or contractor? Yes (Details thereof) / No*

7. *If yes to question (6), was the original information submitted first to your
Head or internal legal and compliance office? Yes / No*

8. *If yes question (7), then please provide,
Date of submission of original information:*

9. *Please describe in detail why you think the information submitted is a violation?*

10. *What facts or supporting material is your allegation based on?
Please attach any additional documents to this form, if necessary.*

11. *Identify any documents or other information in your submission that you believe could
reasonably be expected to reveal your identity and explain the basis for your belief
that your identity would be revealed if the documents were disclosed to a third party.*

12. *Provide details of connection amongst the Informant, the company whose securities
are involved and the person against whom information is being provided:*

IV. DECLARATION

I/we hereby declare that,-

- A. I/we have read and understood the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;*
- B. I/we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;*
- C. I/we accept that the Securities and Exchange Board of India is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my/our information.*
- D. I/we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/we shall not challenge it in any litigation, appeal, adjudication, etc.*
- E. In the event of my/our death before the reward is paid to me/us, it may be paid to..... (Details of nominee)*
- F. I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation (2) and sub-regulation (6) of regulation 7G of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not so found. I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 (45 of 1860) and ineligible for Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and wilfully make any false, fictitious, or fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.*

Signature:.....

Date:

Place

V. CERTIFICATE BY LEGAL REPRESENTATIVE (where the information is submitted through legal representative)

I hereby certify as follows,-

(a) I have reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge;

(b) I have irrevocable consent from the Declarant, to provide to the Securities and Exchange Board of India, the original Voluntary Information Disclosure Form in the event of a request for it from the Securities and Exchange Board of India due to concerns that the Informant has not complied with these regulations or where the Securities and Exchange Board of India requires the said information for the purpose of verification for declaring any gratuitous reward to the Informant or where the Securities and Exchange Board of India determines that it is necessary to seek such information to accomplish the purpose of the Securities and Exchange Board of India Act including for the protection of investors, sharing with foreign securities regulators and foreign and Indian law enforcement agencies, etc.;

(c) I am and shall continue to be legally obligated to provide the original Voluntary Information Disclosure Form without demur within seven (7) calendar days of receiving such request from the Securities and Exchange Board of India.

Signature:.....

Date:

Place: