

NRB Bearings Limited

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

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FOR THE REGULATION, MONITORING AND REPORTING OF TRADING BY INSIDERS

Under Regulation 9 and Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time

INTRODUCTION

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (hereinafter referred to as the 'Regulations') have been passed by the Securities and Exchange Board of India under the powers conferred on it under the Securities and Exchange Board of India Act, 1992.

Under the provisions of Regulations, a Company is required to draft a code of Internal Procedures and Conduct for regulating, monitoring and reporting trading by Insiders in its securities. Accordingly the Company has prepared and adopted this Code of Conduct towards achieving compliance with the provisions of Regulations in order to serve as guide for the Company, Designated Person(s) & Immediate Relatives thereto in relation to the functioning of the Company and the trading in its Securities by them.

While this Code is intended for the Designated Persons and Immediate Relatives thereto, the Compliance Officer may extend this Code to other Connected Person and require such Connected Person to make such filings, declarations, undertakings, disclosures as the Compliance Officer may deem appropriate in light of the Regulations and the Code.

Chapter - I

DEFINITIONS

For the purpose of this Code, all the words and phrases not specifically defined hereunder shall have the same meaning as assigned to them under the Regulations:

- a. **Act** shall mean the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.
- b. **Board / Board of Directors** shall mean the members of the Board of Directors of the Company.
- c. **Code / Code of Conduct / NRB Code** shall mean this Code of Internal Procedures and Conduct to regulate, monitor and report trading by the Designated Persons and their Immediate Relatives towards achieving compliance with Regulations and as amended from time to time in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- d. **Connected Person** shall mean:
 - (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
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;
- e. **Company** shall mean NRB Bearings Limited.
- f. **Compliance Officer** shall mean the person appointed as Compliance Officer pursuant to Clause 2.1 of this Code and 2 (c) of the Regulations.
- g. **Confidential Information** shall mean such information which is directly / indirectly related to the Company and / or its Subsidiaries and which is not generally available.
- i. **Designated Person(s)** shall include the following persons.
 - (a) Directors of the Company and its Subsidiaries;
 - (b) Key Managerial Personnel of the Company and its Subsidiaries
 - (c) Promoters including Promoters and Promoter Group of the Company
 - (d) Executive assistants/secretaries to all the above persons;
 - (e) All employees of the Company and its Subsidiaries one level below the Key Managerial Personnel;
 - (f) Connected Persons
 - (g) Such other employees of the Company, its Subsidiaries and the Promoters and such other persons as may be notified by the Compliance Officer from time to time.
- j. **Effective Date** shall mean May 29, 2019, the day from which the provisions of this Code and the Regulations will come into effect.
- k. **Employee** shall mean any person who is on the rolls of the Company or its Subsidiaries.
- l. **Fair Disclosure Code** or **Code of Fair Disclosure** shall mean Code of Fair Disclosures of Unpublished Price Sensitive Information adopted by the Company in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

- m. **Generally available Information** shall mean information that is accessible to the public on a non-discretionary basis.
- n. **Immediate Relative** shall mean 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.
- o. **Need to know basis** shall mean the disclosure of Price Sensitive / Confidential Information only to those within the Company or its Subsidiaries who need the information to discharge their duty.
- p. **Non- Transaction Period** shall mean
- (i) the period starting from end of every quarter and ending 48 hours after the declaration of financial results at the meeting of Board of Directors where the periodical financial results of the Company are considered.
 - (ii) Any other period that may be designated by the Compliance Officer in case of any Unpublished Price Sensitive Information including periods prior to meetings where the following are proposed to be considered:
 - a. intended declaration of dividends (both interim and final);
 - b. issue of Securities or buyback of Securities;
 - c. any major expansion plans or execution of new projects;
 - d. amalgamation, mergers, takeovers or reconstruction;
 - e. disposal of the whole or substantial part of the undertaking;
 - f. any significant changes in policies, plans or operations of the Company;
 - g. such other information as may be specified by the Compliance Officer from time to time.
 - (iii) such other period(s) as may be decided and notified by the Compliance Officer.

(In other words '**Non Transaction Period**' is the period during which the trading in the Securities of the Company will remain closed).

Nothing shall prejudice the exercise of pre-granted and vested employee stock options during the Non-Transaction Period. Provided that there shall be no trading of the Securities allotted pursuant to the employee stock options in this period.

- q. **Promoter** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements), Regulations 2009 or any modification thereof.
- r. **Regulations** shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- s. **SEBI** shall mean the Securities and Exchange Board of India
- t. **Subsidiaries** shall include the subsidiaries of the Company from time to time.
- u. **Securities** or **Securities of the Company** shall mean securities as defined in Securities Contracts (Regulation) Act, 1956 as amended from time to time. The said definition currently refers to the following which would be of relevance for the purpose of the Code. Any shares, scrip, stocks, bonds, debentures, debenture stock or other marketable securities issued by the Company and listed on Stock Exchanges, derivatives in relation

to securities issued by the Company, Government Securities, such other instruments as may be declared by the Central Government to be securities and so issued by the Company and rights or interest in securities issued by the Company.

- v. **Stock Exchanges** shall mean the Bombay Stock Exchange, and the National Stock Exchange of India, or any other recognized stock exchange as may be notified by the Compliance Officer from time to time in consultation with Managing Director.
- w. **Trading** shall mean and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in Securities of the Company.
- x. **Transaction Period** shall mean the period when trading in the Securities of the Company by the Designated Persons and / or their Immediate Relatives may be permitted and is not a Non-Transaction Period.

In other words, "Transaction Period" is the period during which the Trading Window for trading in Securities of the Company will remain open)

- y. **Unpublished Price Sensitive Information** means any information, relating to the 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: –
 - a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - e. changes in key managerial personnel; and

The definitions, clauses and any other regulations (if any) which are not defined or provided in this code, shall have the same meanings as prescribed in the Regulations.

Chapter - II

APPOINTMENT AND ROLE OF COMPLIANCE OFFICER

- 2.1 **Compliance Officer** shall be any senior officer, designated so, from time to time, and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under this Code and the 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 the Regulations under the overall supervision of the Board of Directors. The Company Secretary of the Company has been designated as the Compliance Officer. The Compliance Officer has been empowered under this Code to frame specified format of disclosures as may be required under the Regulations, subject to any specific formats as prescribed by SEBI.

- 2.2 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearing trading, monitoring of trading and the implementation of Code.
- 2.3 The Compliance Officer shall maintain the list of the Designated Persons & their Immediate Relatives and such other relevant records as may be deemed appropriate by the Compliance Officer for the purpose of compliance with the Code and Regulations. **(Annexure A)**. The Compliance Officer shall update such list based on the communication received from the Human Resources Department.
- 2.4 The Compliance Officer shall assist all Designated Persons in addressing any clarification regarding the Regulations and Code.
- 2.5 The Compliance Officer shall report to the Board of Directors shall provide requisite reports to the Chairman of the Audit Committee, or to the Chairman of the Board of Directors on a quarterly basis.
- 2.6 In the event of any doubt on the interpretation of this Code, the Compliance Officer shall also be entitled to approach external counsel for clarifications.

Chapter - III

PRESERVATION OF PRICE SENSITIVE INFORMATION

- 3.1 The Designated Persons shall maintain confidentiality of Unpublished Price Sensitive Information. They shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of Securities. They may only share Unpublished Price Sensitive information in the process of carrying out his / her own official duty / responsibility with the Company and on a 'Need to Know' basis. Unpublished Price Sensitive Information may be shared where such communication is in furtherance of legitimate purposes, performance of duties with the Company or discharge of legal obligations and not otherwise.
- 3.2 In the event of sharing of Unpublished Price Sensitive Information between departments, the consent of the relevant head of the department would be required to be obtained explaining the need and necessity of sharing such information before the information is shared.
- 3.3 All the files / papers containing Confidential Information / Unpublished Price Sensitive Information shall be kept secured by all the Designated Persons and computer files must have adequate security of login and password etc.
- 3.4 The Board shall ensure that a structured digital database is maintained containing the names of such persons or entities with whom Unpublished Price Sensitive Information is shared along with the Permanent Account Number or any other identifier.

Chapter - IV

PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 4.1 The Designated Persons and/ or Immediate Relative shall not enter into an opposite

transaction i.e. sell or buy any number of Securities of the Company during the next 6 (six) months following the prior transaction. However, the Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing.

4.2 The Designated Persons and/ or Immediate Relative shall conduct their trading in transaction i.e. sell or buy any number of Securities of the Company during the next 6 (six) months following the prior transaction.

4.3 The Designated Persons and/ or Immediate Relative shall conduct their trading in Securities only during the Transaction Period.

The trading window restriction shall not apply for the below cases:

- (i) off-market inter-se transfer between insiders, Designated Persons and/ or Immediate Relative who were in possession of the same Unpublished Price Sensitive Information without violating this Code and both parties had made a conscious and informed trade decision;
- (ii) transaction carried out through the block deal window mechanism between persons who were in possession of the Unpublished Price Sensitive Information without violating the Code and both parties had made a conscious and informed trade decision;
- (iii) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- (iv) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- (v) trades executed as per the trading plan set up in accordance with the Code;
- (vi) pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer;
- (vii) transactions undertaken in accordance with respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

4.4 The Designated Persons and/ or Immediate Relative shall not be entitled to deal in Securities without obtaining pre-clearance from the Compliance Officer, if:

- (a) The number of Securities involved in aggregate in all trading in a calendar quarter exceeds 5000 shares of Rs.2/- each
- or
- (b) The market value of Securities involved in aggregate of such trading in a calendar month exceeds in a monetary terms Rs.6,00,000/- (Rupees Six lacs), **whichever is lower.**

4.5 The Designated Persons and/or Immediate Relative shall be entitled to pledge the securities held by them for any bona fide purposes, such as raising of funds, subject to obtaining pre-clearance and compliance with respective regulations.

4.6 All the trading in/pledge of Securities requiring pre-clearance as provided in clause 4.3 above shall be pre-cleared in accordance with the following procedure:

- (a) An application complete and correct in all respect in the prescribed form to be made by the Designated Persons to the Compliance Officer (Please refer **Annexure B**);

- (b) Such application should be accompanied by an undertaking in the specified form. (Please refer **Annexure C**)
- (c) Such application must necessarily be sent through registered electronic mail or by hard copy along with requisite document to the Compliance Officer. Within 6 (Six) Trading Days of the receipt of such application, the Compliance Officer shall either clear the requested deal or refuse to clear the deal by giving the reasons therefore in writing;
- (d) If such Person does not receive any response from the Compliance Officer within the said period of 6 (Six) Trading Days, then the requested transaction shall be deemed to have been cleared by the Compliance Officer.

4.7 In the event that the Compliance Officer and / or his / her Immediate Relatives propose to deal in the Securities, which requires pre-clearance as provided in clause 4.4, then the Compliance Officer shall submit the application and undertaking as stated hereinabove to the Managing Director. Only upon receipt of the clearance from the Managing Director, the Compliance Officer and / or his / her Immediate Relative(s) can deal in Securities. All other provisions of this Code as applicable to the Designated Persons shall be applicable to the Compliance Officer also.

4.8 The Designated Persons, shall execute their order in respect of Securities within a period of 7 (Seven) calendar days after the clearance / deemed clearance by Compliance Officer and provided that such period continues to fall in the Transaction Period. The necessary disclosure of such transaction to be made in **Annexure D**. If the order is not executed within the said period of 7 (Seven) calendar days, then such Designated Person must pre-clear the transaction again by following the said procedure.

4.7. Trading Plans

An Employee including the Designated Persons, for himself and/ or for his / her Immediate

- (a) No trading can be commenced pursuant to the trading plan, until a period of six months has elapsed from the public disclosure of the plan.
- (b) No trading can be done during the Restricted Period, which would include 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 Company and the second trading day after the disclosure of the financial results;
- (c) The trading under the trading plan must be for a period of at least 12 months.
- (d) The trading plan cannot overlap with any period for which another trading plan is already in existence for such person.
- (e) 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;
- (f) The trading plan cannot entail trading in Securities for market abuse.
- (g) The trading plan once approved shall be irrevocable and such person shall mandatorily have to implement the plan, without any deviation and without executing any trade in Securities outside the scope of the trading plan.
- (h) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the regulation and shall be entitled to seek express undertakings as may be necessary to enable such assessment to approve and monitor

- the implementation of the trading plan.
- (i) Such Person shall not commence any implementation of the trading plan, if Unpublished Price Sensitive Information in possession of an employee / Designated Person at the time of formulation of the trading plan has not become generally available at the time of the commencement of implementation of the trading plan and in which case the commencement of the trading plan would be deferred until such Unpublished Price Sensitive Information becomes generally available.
 - (j) Once the trading plan is approved, the same shall be informed to the Stock Exchanges by the Compliance Officer.
 - (k) The trading plan shall be prepared and submitted in the format as prescribed. (Please refer **Annexure E**).

Chapter — V

REPORTING & DISCLOSURE REQUIREMENTS FOR TRADING IN SECURITIES

5.1 Every Promoter, Director, Key Managerial Personnel, including any Designated Person shall be required to forward to the Compliance Officer following details in respect of the Securities of the Company held by such persons and / or his / her Immediate Relatives in the forms specified hereunder:

- (a) **Initial disclosure:** Initial disclosure shall be made by Promoters, Directors and Key Managerial Persons relating to their holding in the Securities of the Company as on the Effective Date, within a period of 30 days from thereof. (Please refer **Annexure F**).

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 7 (seven) days of such appointment or becoming a promoter. (Please refer **Annexure G**).

- (b) **Continual Disclosure:** Every Promoter, Director, Key Managerial Personnel, Designated Person(s) and Employee of the Company and its subsidiaries shall disclose to the Company, the number of Securities acquired or disposed within 2 (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 of Rs. 10,00,000/- (Rupees Ten Lacs) or such other value as may be specified by SEBI from time to time. (Please refer **Annexure H**).

Explanation: It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this paragraph, shall be made when the transactions effected after the prior disclosure cross the threshold specified in this paragraph.

- (c) **Disclosures by other connected persons:** A Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with these regulations. (Please refer **Annexure I**)

5.2 The Compliance Officer shall maintain records of all the above declarations & disclosures for

a minimum period of 5 (five) years.

- 5.3 The Compliance Officer shall place before the Chairman of the Audit Committee or to the Chairman of the Board of Directors, on quarterly basis, all the details of the trading in Securities of the Company under Chapter IV, and the accompanying documents that such persons had executed under the aforesaid pre- clearance / trading procedure and the Audit Committee 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.
- 5.4 The Compliance Officer shall notify the particulars of trading to the Stock Exchanges within 2 (two) Trading Days of receipt of the continual disclosure or two days from becoming aware of such information.
- 5.5 Designated Persons shall be required to disclose names, mobile and cell numbers and Permanent Account Numbers of the following persons to the Company on an annual basis and as and when the information changes:
Immediate relatives
Persons with whom such designated person shares a material financial relationship.

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 payers annual income but shall exclude relationships in which the payment is based on arms length transactions.

Chapter — VI

PENALTY FOR VIOLATION OF NRB CODE

- 6.1 Every Designated Person(s) shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his / her immediate relatives). Every Designated Person(s) who violates this Code shall be subject to disciplinary action by the Company. Such disciplinary action may include salary freeze, suspension, termination of employment/ engagement, ineligibility for future participation in ESOP plan, penalty and such other actions as may be deemed appropriate by the Company.

Inquiry shall be carried out by the Corporate Compliance Committee as per the procedure for investigation mentioned in the NRB Whistle Blower Policy in cases of leak or suspected leak of unpublished price sensitive information. The Board of Directors shall be promptly informed about such leaks, suspected leaks, investigations and results of such investigations.

In case any inquiry has been initiated by the Company in case of a leak or a suspected leak, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry/investigation.

- 6.2 Any action taken pursuant to above will be independent of any action by SEBI in case of violation of Regulations. This could include civil as well as criminal prosecution against the Designated Persons and / or the Immediate Relatives, including any disgorgement of profits as SEBI may direct.

Explanation: For the purpose of this chapter, any acts, deeds, matters or things amounting to contravention / violation of NRB Code committed by or caused to be committed by Immediate Relatives of the Designated Person(s) shall be treated as the contravention / violation by such Designated Person and hence shall be liable for disciplinary / penal action as contemplated in this chapter.

Annexure B

Application by Designated Person for Pre-clearance of trading in Securities

Date:
To,
The Compliance Officer
NRB Bearings Limited

Dear Sir,

Pursuant to Clause 4 of the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Insiders in Securities of the Company, I hereby seek approval for purchase / sale / deal in the Securities of the Company as per the details given below:

Name of Designated Person/ Immediate Relative	
# Employee Code	
Department & Location	
Reporting Manager	

The approval is sought for myself and / or on behalf of my Immediate Relative i.e Mr. / Ms. _____ and will be carried out as under:

Nature of Transaction (buy/sell/ other)	No. of securities	*Date of purchase/ allotment/ acquisition	**Date of previous approval	DP/CLIENT ID of the account where the securities will be credited/debited
				DP ID & Client ID:

I declare that the order for buying / selling*** / dealing shall be executed within 7 (Seven) days after the approval is granted to me and intimation of the same will be given to the Compliance Officer within 1 (one) day thereof.

I further declare that if the order for buying/selling*** / dealing has not been executed within 7 (Seven) days after the approval is granted to me, and further intend to deal in Securities, than a fresh approval will be taken in that behalf.

Thanking you,

(Signature and Name of the Designated Person)

#	applicable only if the Designated Person is an employee
*	applicable only in respect of sale of Securities
**	applicable only in respect of sale of Securities for which an earlier purchase sanction was granted by the Compliance Officer.
* * *	strike out whichever is not applicable

Annexure C

Undertaking

Date:

To,
The Compliance Officer
NRB Bearings Limited

Undertaking under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and NRB Code.

In compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, and the NRB Code; I, _____ hereby undertake/declare that:

I do not have any access to or have not received any "Unpublished Price Sensitive Information" up to the time of signing this undertaking.

In case, I have access to or receive any "Unpublished Price Sensitive Information" after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in the position and that I would completely refrain from trading in Securities of the Company till the time such information is made available to Public by the Company.

I have not contravened the NRB Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Insiders in Securities of the Company, as notified by the Company from time to time.

I have made full and true disclosure in the matter.

(Name of the Designated Person & Signature)

Annexure D

Disclosure of Trading

Date:

To;
The Compliance Officer
NRB Bearings Limited

Dear Sir,

DETAILS OF TRADING

I hereby inform you that I / my Immediate Relative(s) have bought / sold / dealt with Securities of the Company as mentioned herein below:

Name of Designated Person / Immediate Relative	No. of Securities dealt with	Bought/ Sold/ Dealt with	DP ID & CLIENT ID. No. where the Securities will be debited or credited	Price per security (Rs.)

In connection with the aforesaid trading(s), I hereby undertake to preserve, for a period of 5 (five) years and produce to the Compliance Officer/SEBI any of the following documents:

- 1 Stock Broker's contract note
- 2 Proof of payment to/from Stock brokers
- 3 Extract of bank statement (to be submitted in case of demat transaction)
- 4 Copy of Delivery instruction slip (applicable in case of sale transaction)
- 5 Such Other documents to support trading in the Securities of Company.

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

I agree to hold not enter into an opposite transaction during the next six months from the date of this transaction.

Yours truly,

(Name of the Designated Person & Signature)

ANNEXURE E
Trading Plan

Date:

To
The Compliance Officer
NRB Bearings Limited

Dear Sir,

Sub: Permission to sell / buy securities of the Company as per Trading Plan

I request you to kindly permit me/ my Immediate Relatives to sell/buy_____Securities of Rs. each of the Company as per the trading plan below. In the event you find the trading plan acceptable, I do hereby authorize you to make the relevant public disclosure as per the plan. I am aware of the rules applicable to selling / buying of Securities as per the trading plan, including (a) no sale / buy until a period of six months of public disclosure (b) no trading during the non-transaction period, which would include the period between the 20th Trading Day prior to the last day of any financial period for which results are required to be announced by the Company and the second Trading Day after the disclosure of the financial results; and (c) the trading plan being irrevocable.

I confirm that I will comply with all the conditions applicable to a trading plan.

Name & PAN No. of the Employee/ Designated Person / Immediate Relatives	Relationship	Share holding as on date	DP & Client ID	No. of Securities	Transactions during the period within which the sale / Purchase would be effected, including the value of securities or the number of securities including the intervals within which they would be dealt with	Name & Reg No. of the trading member through whom deal would be executed

I request you to kindly grant your approval at the earliest.

Yours sincerely,

**ANNEXURE F
FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP / Directors/ Immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

Details of Open Interest (OI) in derivatives of the Company held by Promoter, Key Managerial Personnel (KMP), Director and such other persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	No. Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee Terms
6	7	8	7		

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

Signature:

Designation:

Date:

Place:

**ANNEXURE G
FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2)]
Disclosure on becoming a Director/KMP/Promoter**

Name of the company: _____

ISIN of the company: _____

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

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

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

Details of Open Interest (OI)in derivatives of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed Company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter / appointment of Director / KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director / KMP		
Contract Specifications	No. of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	No. of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12
Nil	Nil	Nil	Nil	Nil	Nil

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

Signature:

Date:

Designation:

Place:

ANNEXURE H
FORM C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoter /KMP/ Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed				Securities Held post acquisition/ Disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (mark purchase/ public/ Right/ preferential offer / offmarket /Inter se transfer
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoice)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of change trading in derivatives of the Company by Promoter, Employee or Director of a listed Company and other such persons as mentioned in Regulation 6(2).

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

Signature:

Designation:

Date:

Place:

ANNEXURE I

Form D (Indicative format) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company

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

Name, PAN No.,CIN/DIN, & address With contact Nos. of Connected persons as identified by the Co.	Connection with Co.	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed				Securities Held post acquisition/ Disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer / off market/Inter-se transfer etc.
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives of the Company by connected persons as identified by the Company.

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

Signature:

Designation:

Date:

Place:

* This policy has been amended vide resolution passed through circulation by the Board of Directors of NRB Bearings Limited on May 23, 2024.