

## BAJAJ HOLDINGS & INVESTMENT LIMITED

### CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

<b>Prepared by</b>	<b>Secretarial Team</b>
<b>Review</b>	<b>Annually</b>

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25 March 2015	Formulated and approved post introduction of SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations) vide notification dated 15 January 2015.
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20 March 2026	Annual Review

## Introduction

Pursuant to Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as “SEBI PIT Regulations”), the Company has put in place a Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (hereinafter referred to as the ‘Code’), as amended by the Board of Directors of the Company at its meeting held on 22 October 2020.

### I. Definitions

- (a) “**Compliance Officer**” to administer the code of conduct and other requirements under the said Regulations means the Company Secretary of the Company and in his absence, any senior officer, who is financially literate and is designated as such by the board of directors or the Chairman of the Company.
- (b) “**Designated Person**” - The Board of Directors / Chairman / Managing Director / CEO shall in consultation with the Chief Financial Officer (CFO) and Compliance Officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:-
  - i. All promoters;
  - ii. Managing Director (MD) and employees up to two levels below MD of the Company and its material subsidiaries, if any;
  - iii. Staff/Employees of the Company, in Finance, MIS, IT, Secretarial and other teams, who have or may have access to UPSI, as may be named by MD, in consultation with CEO & Compliance Officer.
  - iv. Employees/persons as may be named by the material subsidiaries, if any, intermediaries, fiduciaries as Designated Persons for the above purposes.
  - v. Any other person(s), as may be jointly decided by the MD/ CFO/ Compliance Officer, who have or may have access to UPSI of the Company.
- (c) “**Fiduciaries**”: Professional firms, such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks, etc. assisting or advising the company shall be collectively referred to as fiduciaries under the said regulations:
- (d) “**Immediate relative**” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
- (e) “**Informant**” means an individual who voluntarily submits to SEBI 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.
- (f) “**Insider**” means any person who is:
  - i) a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information;
- (g) “**Legitimate purpose**” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency

professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

- (h) **‘Original Information’** means any relevant information submitted in accordance with these regulations pertaining to any violation of insider trading laws that is:
- (i) derived from the independent knowledge and analysis of the Informant;
  - (ii) not known to SEBI from any other source, except where the Informant is the original source of the information;
  - (iii) is sufficiently specific, credible and timely to - (1) commence an examination or inquiry or audit, (2) assist in an ongoing examination or investigation or inquiry or audit, (3) open or re-open an investigation or inquiry, or (4) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the Board;
  - (iv) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information; and
  - (v) not irrelevant or frivolous or vexatious.

*Explanation.* –Information which does not in the opinion of the Board add to the information already possessed by the Board is not original information.

- (i) **“Securities”** as per SEBI PIT Regulations shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) (SCRA) or any modification thereof.

Securities under SCRA means –

- (i) shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or a pooled investment vehicle or other body corporate;
- (ii) derivative;
- (iii) units or any other instrument issued by any collective investment scheme to the investors in such schemes;
- (iv) security receipt as defined in clause (zg) of section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;
- (v) units or any other such instrument issued to the investors under any mutual fund scheme;

*Explanation.*—For the removal of doubts, it is hereby declared that "securities" shall not include any unit linked insurance policy or scrips or any such instrument or unit, by whatever name called, which provides a combined benefit risk on the life of the persons and investment by such persons and issued by an insurer referred to in clause (9) of section 2 of the Insurance Act, 1938 (4 of 1938);

- (vi) units or any other instrument issued by any pooled investment vehicle;
- (vii) any certificate or instrument (by whatever name called), issued to an investor by any issuer being a special purpose distinct entity which possesses any debt or receivable, including mortgage debt, assigned to such entity, and acknowledging

beneficial interest of such investor in such debt or receivable, including mortgage debt, as the case may be;

(viii) Government securities;

(ix) such other instruments as may be declared by the Central Government to be securities; and

(x) rights or interest in securities;

The trading window restrictions shall also not apply to subscription to the issue of non-convertible securities, carried out in accordance with the framework specified by SEBI from time to time.

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

(k) "**Trading day**" means a day on which the recognised stock exchanges are open for trading;

(l) "**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 include but shall not be restricted to, information relating to the following: –

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- v. changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor.
- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

- (m) '**voluntarily providing information**' means providing the Board with information before receiving any request, inquiry, or demand from the Board, any other Central or State authorities or other statutory authority about a matter, to which the information is relevant;
- (n) Other terms not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto.

## II. Code

### 1. Reporting by Compliance Officer

The compliance officer shall report to the Board of Directors and in particular, shall provide reports on dealing by designated persons to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors, on a monthly basis or at such frequency as may be stipulated by the board of directors.

### 2. Information on a need to know basis & Chinese wall procedures

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person

except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

To prevent the misuse of confidential information, the Company shall ensure the following :

- i) The employees who are privy/access to the UPSI shall at all times ensure confidentiality of the same and shall refrain from communicating the same with any persons except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations;
- ii) Information containing UPSI may be shared through secured means;
- iii) To the extent possible, print outs of documents containing UPSI should be avoided;
- iv) Such other methods as may be adopted by the Company to prevent leak of UPSI

### **3. Designated Persons**

Designated persons and immediate relatives of designated persons in the organisation shall be governed by this code of conduct governing dealing in securities.

### **4. Trade Restriction periods**

- i) Designated persons may execute trades subject to compliance with these Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. 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. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Provided that, for unpublished price sensitive information not emanating from within the Company, trading window may not be closed.

- ii) Trading restriction period will be made applicable from the end of every quarter till 2 days after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- iii) The trading window restrictions shall not apply in respect of –
  - a. transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;
  - b. transactions which are undertaken in accordance with respective regulations made by the Board 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 the SEBI from time to time.

c.

Note: Transactions referred to in clause (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 refer broadly to the following:

- a) Off-market inter-se transfer between insiders who were in possession of UPSI;
- b) Transaction carried out through block deal window mechanism between persons who were in possession of UPSI;
- c) Transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d) Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- e) Trades carried pursuant to a trading plan in accordance with Regulation 5;

The trading window restrictions shall also not apply to subscription to the issue of non-convertible securities, carried out in accordance with the framework specified by SEBI from time to time.

## **5. Trading Window**

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 [except for trading restriction mentioned at clause 4(ii) above] after the information becomes generally available.

## **6. Pre-clearance & trades**

When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above a threshold limit of Rs.10,00,000/- in value over any calendar quarter, or such other limits as the board of directors may stipulate.

## **7. Declaration before pre-clearance**

Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

## **8. Execution after pre-clearance**

Order in respect of securities shall be executed within seven trading days after approval is granted by the Compliance Officer, failing which fresh pre-clearance would be needed for the trades to be executed.

## **9. Contra trades**

A designated person and their immediate relatives, who are permitted to trade shall not execute a contra trade within a period of six months following the prior transaction. Relaxation may be given from strict application of such restriction for reasons to be recorded in writing, provided that such relaxation does not violate these Regulations. In the event, any such contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged by the Company for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act. Steps will also be taken to recover the amount of profit earned by the concerned designated person by all available means.

However, contra trade restrictions shall not be applicable for trades pursuant to exercise of stock options.

## **10. Transmission of shares**

Provisions of trading window closure, pre-clearance and contra trade are not applicable in case of transmission of securities in favour of Designated Persons. However, the norms relating to disclosure requirements shall be applicable.

## **11. Disclosure Responsibilities & formats**

The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with the said regulations.

Disclosure requirements shall be as under:

### **A. Initial Disclosures of holdings**

Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter or member of the promoter group, to the company within seven days of such appointment or becoming a promoter or member of the promoter group.

### **B. Continual Disclosures of trades**

Save and except disclosures in accordance with SEBI circulars on system driven disclosures, issued from time to time every promoter, member of promoter group, designated person, immediate relative of the designated person and director of the company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

The Company shall within a period of two working days from the date of receipt of such disclosures, inform the Stock Exchanges particulars of such trading, to the extent applicable.

- C. Every Insider shall disclose the off-market trades between Insiders executed pursuant to Regulation 4(1)(i) of the Insider Trading Regulations within two working days.

The Company shall within a period of two working days from the date of receipt of such disclosures, inform the Stock Exchanges particulars of such trading.

## **12. Particulars to be disclosed by Designated Persons**

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

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

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

*E xplanation:* 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 from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of annual income of such Designated Person but shall exclude relationships in which the payment is based on arm’s length transactions.

## **13. Process for bringing people `inside’ on sensitive transactions**

The Chairman / Vice-Chairman & Managing Director/CFO of the Company shall decide in consultation with the Compliance Officer a process for how and when people are brought `inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

## **14. Penalty for contravention of Code of Conduct**

Without prejudice to the power of SEBI under the Act, the Chairman or any director authorised by the Board shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, claw-back etc. for the contravention of the code of conduct.

## **15. Information to SEBI**

In case it is observed that there has been a violation of these regulations, the Compliance Officer shall inform SEBI promptly.

## **16. Applicability of Regulations to certain persons**

The Regulations apply to certain persons who by being in any contractual, fiduciary or employment relationship or holding any position including a professional or business relationship with the company whether temporary or permanent have access, directly or indirectly, to unpublished price sensitive information or are reasonably expected to allow such access. They are advised to adhere to the Regulations strictly. In case it is observed by such persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, that there has been a violation of these Regulations, they shall inform SEBI promptly, with a copy to the company.

## **17. Protection to Employees who are Informants**

1. No employee of a Company who has filed a Voluntary Information Disclosure form to SEBI alleging violation of insider trading laws shall be subjected to any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination without the consent of the MD & CEO or Chairman, irrespective of whether the information is considered or rejected by SEBI or he is eligible for a Reward under the regulations, by reason of:
  - i) Filing a voluntary information disclosure form under the regulations;
  - ii) Testifying in, participating in or otherwise assisting or aiding SEBI in any investigation, enquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of Insider Trading laws or 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 any employee from co-operating with SEBI in any manner.
2. Employee of a Company will not be required to establish that:
  - i) SEBI has taken up any enforcement action in furtherance of information provided by him; or
  - ii) The information provided fulfils the criteria of being considered as an Original Information under the regulations.
3. Employee / Informant will not be prohibited from approaching the competent court or tribunal for appropriate relief if he believes that he has been subjected to retaliation or victimization by the company.
4. The Company will not require an employee to notify it of any voluntary information disclosure form filed with SEBI or to seek its prior permission or consent or guidance of any person engaged by the company before or after such filing by way of an agreement or otherwise.

The Company in violation of the provisions may be liable for penalty, debarment, suspension and/or criminal prosecution by SEBI. SEBI, however, cannot direct reinstatement or compensation by the Company to the employee.

For the purposes of this clause, Employee means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

#### **18. Disclosure Requirements for Compliance Monitoring**

- Application-cum-undertaking for pre-clearance
- Annual reporting of securities holdings by Designated Persons
- Disclosure of trades by promoters, members of the promoter group, designated persons, and their immediate relatives, if any
- Disclosure upon appointment as a Key Managerial Personnel or Director of the Company, or upon becoming a promoter or member of the promoter group
- Disclosure of immediate relatives and persons with whom a material financial relationship exists

This code is subject to annual review.

**CHAIRMAN**

**Place: Pune**

**Date: 20 March 2026**