

BN AGROCHEM LIMITED

(Formerly BN HOLDINGS LIMITED)

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

(w.e.f. February 13, 2025)

INTRODUCTION

We present the new code of conduct for prohibition of Insider Trading together with other relevant information and documents pursuant to the new SEBI (Prohibition of Insider Trading) Regulations, 2015. These regulations are notified to replace the earlier framework of SEBI (Prohibition of Insider Trading) Regulations, 1992 which are in place for the past two-decades.

The new Regulations appears to be promising, more practical, and largely in line with the global approach to insider trading. They also seem to be equipped to ensure better compliance and enforcement.

To ensure that your trading in the Securities of the Company while in possession of **UNPUBLISHED PRICE SENSITIVE INFORMATION** does not result into unfair gains to any one vis-à-vis the ordinary investor, SEBI had notified the new Regulations.

Vide this Regulation, it is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about the company by virtue of any connection that would put them in possession of unpublished price sensitive information.

You are aware that by virtue of your position in / professional or business relationship with BN Agrochem Limited (Formerly BN Holdings Limited), it is believed that you may have access to the **UNPUBLISHED PRICE SENSITIVE INFORMATION** in relation to the Company.

This Code, inter alia, advises you on how to regulate your dealings in Company's securities and communication / procurement of **UNPUBLISHED PRICE SENSITIVE INFORMATION** in relation to the Company in the best interest of the ordinary investor, the Company and of course, you.

We wish you a happy and trouble-free trading in the securities of the Company!

With regards,
Compliance
Officer

1. PREAMBLE:

In line with the commencement of Companies Act, 2013, the Securities and Exchange Board of India ("SEBI") vide its notification no. LAD-NRO/GN/2014-15/21/85 dated January 15, 2015 notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "Regulations"). Pursuant to sub-regulation (1) of regulation 9 of the said Regulations, the Board of Directors of the Company is required to formulate and publish on its official website, a code of conduct to regulate, monitor and report trading by Designated Persons towards achieving compliance with these Regulations.

This Code shall be known as "BN Agrochem Limited Code of Conduct for Prevention of Insider Trading" (hereinafter referred to as the "Code") and will replace the erstwhile code to bring in line with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013 ("The Act").

2. OBJECTIVE OF THE CODE:

The objective of the Code is to regulate, monitor and report trading by Designated Persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code shall also provide for practices and procedures for fair disclosure of unpublished price sensitive information and has been designed to enhance the standards of governance in adherence with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Company, its employees and insiders endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company and its employees are committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. Every Persons of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No Director Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

3. APPLICABILITY:

This Code shall apply to all Designated Persons as mentioned in this Code.

4. DEFINITIONS:

- 4.1 **"SEBI Act"** or "Act" means the Securities and Exchange Board of India Act, 1992.
- 4.2 **"Code" or "Code of Conduct"** shall mean the Code of Internal Procedures and Conduct for `Regulating, Monitoring and Reporting of trading by Insiders of BN Agrochem Limited as amended from time to time.
- 4.3 **"Company"** means BN Agrochem Limited (Formerly BN HOLDINGS LIMITED)
- 4.4 **"Compliance Officer"** means the Company Secretary or such other senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company
- 4.5 **"Connected Person"** means:
- i. any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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) a relative of Connected Person specified in clause 4.5(i) above; 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 recognized or authorized by the SEBI; or
 - i) a banker of the Company; or
 - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten per cent (10%), of the holding or interest; or
 - k) a firm or its partner or its employee in which a Connected Person specified in clause 4.5(i) above is also a partner; or
 - l) a person sharing household or residence with a Connected Person specified in clause 4.5(i) above.
- 4.6 **“Designated Persons”** shall include: (i) Promoters of the Company, (ii) All Directors of the Company and its subsidiaries, whether executive, non-executive or independent; (iii) Chief Financial Officer, Company Secretary and Compliance Officer of the Company; (iii) Every Employee in the grade of Assistant Manager and above; (iv) Every Employee in the Finance, Accounts, Secretarial, Legal, Public Relations department and executives and executive secretaries of the Directors of the Company, (v) all the Connected Persons designated on the basis of their functional role from time to time, (vi) any other employee / person as may be determined and informed by the Compliance Officer from time to time, and (vii) Immediate Relatives of (i) to (vi) above.
- 4.7 **“Director”** means a member of the Board of Directors of the Company, from time to time.
- 4.8 **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 4.9 **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;
- 4.10 **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- 4.11 **“Insider”** means any person who is:
 - i. A connected person; or
 - ii. In possession of or having access to unpublished price sensitive information;
- 4.12 **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
- 4.13 **“Need to Know”** basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest

or appearance of misuse of the information.

- 4.14 **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 4.15 **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 4.16 **“Relative”** shall mean the following:
- i. spouse of the person;
 - ii. parent of the person and parent of its spouse;
 - iii. sibling of the person and sibling of its spouse;
 - iv. child of the person and child of its spouse;
 - v. spouse of the person listed at sub-clause (iii) above; and
 - vi. spouse of the person listed at sub-clause (iv) above;
- 4.17 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof;
- 4.18 **“Specified Persons”** means the Directors, connected persons, the insiders, the Designated Employees, the Promoters and Immediate relatives are collectively referred to as Specified Persons.
- 4.19 **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 4.20 **“Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly”.
- 4.21 **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- 4.22 **“Unpublished Price Sensitive Information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- i. Financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel; and

5. COMMUNICATION / PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

- 5.1 All Insiders, who are essentially in possession of unpublished price sensitive information, are under the obligation to handle such information with care and deal with the information (in their possession) when transacting their business strictly on need to know basis.
- 5.2 No Insider shall communicate, provide, or allow access to any unpublished price sensitive information relating to the Company to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.3 All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider’s legitimate purposes, performance of duties or discharge of his legal obligations. The procedure and process for permitting any designated person to

“Cross the wall” shall be followed in accordance with point no. 11 of this Code.

- 5.4 Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
- i. an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
 - ii. not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.
- 5.5 The Board of Directors shall require the parties to execute agreements to contract confidentiality and nondisclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
- 5.6 Any Insider who induces or unlawfully procures unpublished price sensitive information, which is not in furtherance of one’s legitimate duties and discharge of obligations, would be illegal.
- 5.7 All non-public information directly received by any employee should immediately be reported to the head of the department.
- 5.8 Limited access to confidential information: Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

6. PROHIBITION OF INSIDER TRADING:

- 6.1 No insider shall trade in securities of the Company when in possession of unpublished price sensitive information. Provided that the insider may prove his innocence by demonstrating the circumstances including the following : –
- i. the transaction is an off-market inter-se transfer between Insiders who were in possession of the same unpublished price sensitive information without being in breach of points mentioned in Clause 4 above and both parties had made conscious and informed trade decision;
 - ii. in the case of non-individual insiders who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade;
 - iii. appropriate and adequate arrangements were in place to ensure that this Code is not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached; and the trades made by insiders were pursuant to a trading plan submitted to the Company.
- 6.2 In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on SEBI.

7. TRADING WINDOW AND WINDOW CLOSURE:

- 7.1 The Company shall specify a period, to be called "Non-Trading Period", for Trading in the Company’s Securities. Any other period shall be Trading Period for the purpose of the Code. Designated Persons and their immediate relatives shall not Trade in the Company’s securities when the trading window is closed except where the Trading Plan is approved by the Compliance Officer.

- 7.2 The Compliance Officer shall by way of e- mail, communicate the date of the Board Meeting to the Designated Persons. It shall be their duty to communicate the Non-Trading Period to their Immediate Relatives.
- 7.3 Trading Window shall be closed as specified in Regulation 4 of SEBI (Prohibition of Insider Trading) regulations, 2015 read with Schedule B of the Regulations in respect of the following events -
- a) Declaration of Financial Results of the Company (Quarterly / Half yearly / Annually)
 - b) Issue of Securities
 - c) Change in capital structure
 - d) Buy back and splitting of securities
 - e) Dividends
 - f) Change in key managerial personnel
 - g) Significant expansion plans or new projects
 - h) Acquisition, amalgamation, merger, takeover of companies businesses
 - i) Disposal of whole or substantially the whole of the undertaking
 - j) Significant changes in plans or operations of the Company
 - k) Material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - l) For such period and for any such other event as may be deemed fit by the Compliance Officer.
- 7.4 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.
- 7.5 Additionally, 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.
- 7.6 When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, is above such thresholds as the board of directors may stipulate.
- 7.7 All Designated Persons shall conduct all their trading in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, or during any other period as may be specified by the Company from time to time.
- 7.8 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

8. PRE-CLEARANCE OF TRADES

- 8.1 No designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he/she or their immediate relatives shall not be allowed to trade. The pre-dealing procedure shall be hereunder:
- A. An application may be made in the prescribed Form ("**Annexure 1**") to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other

details as may be required by any rule made by the company in this behalf.

B. An undertaking as per (“**Annexure 2**”) shall be executed in favour of the Company by such Specified Employee incorporating, inter alia, the following clauses, as may be applicable:

- ❖ That the employee/director/officer does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
- ❖ That in case the Specified Employee has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- ❖ That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- ❖ That he/she has made a full and true disclosure in the matter.

8.2 All Designated Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given by the Compliance Officer as per (“**Annexure 3**”). The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the form as per (“**Annexure 4**”). In case the transaction is not undertaken, a report to that effect shall be filed in the prescribed format (“**Annexure 5**”).

8.3 If the order is not executed within seven days after the approval is given, the Designated Persons must seek fresh preclearance to execute the trade(s).

8.4 All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

8.5 The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

9. TRADING PLAN:

9.1 Trading Plan:

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

The above Trading plan would provide an opportunity to the Insiders, who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner. This would enable the formulation of a trading plan by an insider to enable him/her to plan for trades to be executed in future. By doing so, the possession of unpublished price sensitive information when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he/she had pre-decided even before the unpublished price sensitive information came into being.

9.2 Trading Plan shall:

- i. not entail commencement of trading on behalf of the insider 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 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) 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:
 - d.a 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;
 - d.b 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 securities for market abuse.

9.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan..

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

9.4 The Trading Plan once approved shall be irrevocable and the Insider 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.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under clause 9.2 (iii)(d) above, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

9.5 The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

9.6 The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval

10. CHINESE WALL:

1. To prevent misuse of Confidential Information, the Company shall strive maintaining a "Chinese Wall" which separates the areas within the Company, which routinely have access to Confidential Information, considered "Inside Areas" from those Areas which deal with Sale / Marketing / Investment Advice or other Departments providing Support Services, considered "Public Areas".

2. In general, Chinese Walls separate areas that have access to Inside Information (“Insider Areas”) from those who do not have such access (“Public Areas”)
3. The insiders in the Inside Area shall not communicate any Price Sensitive Information to anyone in Public Area.
4. Demarcation of the various Departments as Inside Area may be implemented by the Company.
5. In exceptional circumstances, Employees from the Public Areas may be brought "Cross the Wall" and given Confidential Information on the basis of "Need to Know" Criteria, under Intimation to the Compliance Officer.

11. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

• **Initial Disclosure:**

1. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter, in the prescribed format. (“Annexure 6”)

• **Continual Disclosure:**

2. Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two (2) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10, 00,000 (Rupees Ten Lakhs only). (“Annexure 7”)

Every company shall notify the particulars of such trading to stock within two trading days of receipt of the disclosure or from becoming aware of such information.

• **Annual Disclosure:**

3. Every Designated Person shall report his holdings in securities of the Company as on March 31, on an annual basis, by April 30 of the subsequent calendar year (“Annexure 8”). NIL Statement of holdings is not required to be submitted.

• **Disclosures by other connected persons:**

4. The Compliance Officer may ask 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 Compliance Officer of the Company or Board of Directors of the Company in order to monitor compliance with these regulations. Such Connected persons and their employees and associates are prohibited to trade in the securities of the Company till the UPSI is generally available. (“Annexure 9”)

Disclosure by the Company to the Stock Exchange(s):

5. The Company shall notify the particulars of such trading to the stock exchange on which the securities of the Company are listed within two (2) trading days of receipt of disclosure or from becoming aware of such information.

The disclosure of incremental transactions after any disclosure has been made by the Company shall be made when the transactions effected after the prior disclosure cross the threshold limit of Rs. 10 lakhs.

12. GENERAL PROVISIONS:

1. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

2. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
3. The disclosures made under this Code shall be maintained for a period of five years.

13. DISSEMINATION OF PRICE SENSITIVE INFORMATION:

- 13.1 No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 13.2 Disclosure / dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors shall be made in accordance with Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information read along with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the 'Policy for determining materiality of an event' adopted by the Company pursuant to the Regulation 30 and Circular issued by SEBI vide notification no. CIR/CFD/CMD/4/2015 dated September 09, 2015.

14. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

- 14.1 Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her immediate relatives).
- 14.2 Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- 14.3 Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 14.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

15. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the same shall be informed to SEBI.

16. GENERAL:

1. The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board of Directors of the Company shall have the power to modify, amend or replace this Code in part or full as may be thought fit from time to time in their absolute discretion as far as it is not in contravention of SEBI (Prohibition of Insider Trading) Regulations, 2015.
2. In case of any inconsistency between any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 / the Companies Act, 2013 and this Code or in case of any omission of any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 / the Companies Act, 2013 in this Code, the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 / the Companies Act, 2013, as amended shall prevail or be applicable, as the case may be.
3. Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation unless used here in a context otherwise.

“ANNEXURE 1”

APPLICATION FOR PRE-TRADING APPROVAL

To, The Compliance Officer,
BN Agrochem Limited (formerly BN Holdings Limited)
(CIN: L15315MH1991PLC326590),
Mumbai

Dear Sir/Madam,

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

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of equity shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
2A	Relationship with the Applicant (Self/ Immediate)	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for (a) Purchase of securities (b) Subscription to securities (c) Sale of securities	
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the transaction is proposed	
9	Current market price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the undertaking signed by me.

Signature: _____

Name:

Date:

UNDERTAKING

To,
The Compliance Officer,
BN Agrochem Limited (formerly BN Holdings Limited)
(CIN: L15315MH1991PLC326590),
Mumbai

I, _____ (Name), _____ (Designation) of the Company residing at _____, am desirous of trading in _____ * securities (number & type) of the Company as mentioned in my application dated for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company’s Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking. In the event that I have access to or received any information that could be construed as “Price Sensitive Information” as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

In the event of this transaction being in violation of the Rules or the applicable laws, I hereby agree, without any conditions, to release, hold harmless, and fully indemnify the Company, its directors, and officers (collectively referred to as the “**indemnified persons**”) from any losses, damages, fines, or expenses they may incur. Additionally, I will reimburse the indemnified persons for all costs associated with any investigation, defense, crisis management, or public relations efforts related to this transaction. Furthermore, I authorize the Company to recover from me the profits generated by this transaction and remit them to SEBI for the credit of the Investor Protection and Education Fund managed by SEBI.

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

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

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

Signature: _____

Name:

Date:

* Indicate number of securities

“ANNEXURE 3”

FORMAT FOR PRE-CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____ (nos.) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transactions / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction / deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transactions/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Thanking You

Yours faithfully,

For BN Agrochem Limited

Compliance

Officer Date:

Encl: Format for submission of details of transaction

“ANNEXURE 4”

FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

To,
The Compliance Officer,
BN Agrochem Limited (formerly BN Holdings Limited)
(CIN: L15315MH1991PLC326590),
Mumbai

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to securities as mentioned below on (date) (Strike out whichever is not applicable)

Name of holder	No. of securities traded	Bought / sold / subscribed	DP ID/Client ID/Folio No.	Price (`)

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

Signature:

Name:

Designation:

Date:

“ANNEXURE 5”

SPECIMEN OF REPORTING OF DECISIONS NOT TO TRADE

AFTER SECURING PRE- CLERANCE

Date:

To,
The Compliance Officer,
BN Agrochem Limited (formerly BN Holdings Limited)
(CIN: L15315PN1991PLC061079),
Mumbai

Dear Sir/Madam,

Sub: Reporting of decisions not to trade after securing pre clearance

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I had sought pre-clearance from you to trade in the securities of the Companies as per my attached application. However, I hereby report that although after securing pre-clearance, I am not trading in the form of purchase / sale / subscription of
_equity shares of the Company due to reasons as stated below:

Reasons: _____

In case, if I wish to trade in the securities of the company above the threshold limits as stated in the Code, I shall seek fresh pre-clearance from you.

Thanking you,

Yours faithfully,

For BN Agrochem Limited

Name of the Designated Person seeking pre-clearance

Encl: Earlier application seeking pre-clearance

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 Key Managerial Personnel/Director/Promoter/Member of the promoter group]**

Name of the company: BN Agrochem Limited (formerly BN Holdings Limited)

ISIN of the company: NA

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6 (2) - Continual disclosure]

Name of the Company: BN Agrochem Limited (formerly BN Holdings Limited)
ISIN of the Company: NA

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ member of the promoter group/designated person Director s/immediate relative to/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post-acquisition disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mod of acquisition /disposal (on market/ public rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. Shares, Warrants, Convertible Debenture res, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation /Invocation/ Others please specify)	Type of securities (For eg. Shares, Warrants, Convertible debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charge

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place:

ANNUAL DISCLOSURE OF SHAREHOLDING (AS ON MARCH 31, __)

To,
 The Compliance officer,
 BN Agrochem Limited (formerly BN Holdings Limited)
 (CIN: L15315PN1991PLC061079)

1. Details of shareholding of Designated Persons:

Name	Designation	Department	No. of shares held on 1st April, _____	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on March 31, _____	Folio No./DP ID/ Client ID

2. Details of shareholding of immediate relative of Designated Persons:

Name	Relationship	No. of shares held on 1st April, _____	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on March 31, _____	Folio No./DP ID/ Client ID

Signature:

Date:

Place:

FORM D

**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**

Name of the Company: BN Agrochem Limited (formerly BN Holdings Limited)

ISIN of the Company: NA

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

Name, PAN, CIN/DI & address with nos. of other connect persons as identified by the compan	Connect ion with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposall		Date of allotment advice/ acquisition of shares/ disposal		Date of intimation to company		Mode of acquisition/d isposal (on market/ public/ rights/ Preferential offer / off market/ Inter- se transfer, ESOPs etc.)	Exchange On which the Trade was executed
		Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation / Invocation/ Others please specify)	Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To				
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	

Note: (i) Securities shall have the Same meaning as defined under Regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by other 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)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place: