



CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING
(AMENDED ON [10.02.2022])

[PURSUANT TO SEBI (PROHIBITION OF INSIDER TRADING)
(AMENDMENT) REGULATIONS, 2018]



**BUTTERFLY GANDHIMATHI APPLIANCES LIMITED
CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

(AMENDED ON 10.02.2022)

**[PURSUANT TO SEBI (PROHIBITION OF INSIDER TRADING) [AMENDMENT]
REGULATIONS, 2018]**

Preamble:

The Securities and Exchange Board of India (SEBI) have notified a set of new Regulations viz., Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'Insider Trading Regulations/the said Regulations'). Pursuant to Clause 9 of the said Regulations, the Board of Directors of Butterfly Gandhimathi Appliances Limited ("the Company/BGMAL") had formulate a Code of Conduct to regulate, monitor and report trading ("the Code") by its Designated Persons and immediate Relatives of Designated Persons achieving compliance with the said regulations. This regulation has further been amended by SEBI vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018. Accordingly, the Board of Directors of Butterfly Gandhimathi Appliances Limited have adopted a new Code of Conduct for trading by insiders replacing the existing Code.

(I) Title:

(1) This Code is called **Butterfly Gandhimathi Appliances Limited (Insider Trading) Code, 2015, as amended.**

(2) This Code is applicable to 'Designated Persons' and their Immediate Relatives.

(3) This Code was approved by the Board of Directors of the Company and this Code shall come into force on and from 10.02.2022.

(II) Objective of the Code:

The Objective of the BGMAL's Code is to ensure protection of Unpublished Price-Sensitive Information (UPSI) of the Company and to serve as a guideline to Designated Persons covered by BGMAL's Code for dealing in the Securities of the Company. In addition to setting out the policy of the Company, it provides an understanding of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as



amended from time to time and any other applicable law, in relation to prevention of Insider Trading. The BGMAL's Code is subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of the BGMAL's Code and applicable law, the applicable law prevail.

(III) Definitions:

In this Code, unless the context otherwise provides:

- (1) **"Act"** means the Securities and Exchange Board of India Act, 1992;
- (2) **"Board"** means the Board of Directors of Butterfly Gandhimathi Appliances Limited;
- (3) **"Code"** means the Butterfly Gandhimathi Appliances Limited (Insider Trading) Code, 2015;
- (4) **"Compliance Officer"** means the Company Secretary of the Company, or any Senior Officer designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

Note : "Financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

(5) **"Connected person"** mean-

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

(6) **“Designated Persons”** mean-

(a) All Directors

(b) President / Senior Vice Presidents / Vice Presidents and General Managers who are functional heads

(c) Key executives in the Finance and Secretarial Department located at Factory / Corporate office of the Company



(d) Statutory Auditors / Internal Auditors

(e) Any other employees and their dependents, as may be identified by the Committee who are privy to any price sensitive information.

(f) Employees of Material Subsidiaries of the Company designated on the basis of their functional role or access UPSI by their Board.

(g) Any support staff of the Company such as IT staff, Secretarial Staff who have access to UPSI.

(h) Immediate Relatives of persons mentioned in Clause (a) to (g).

(7) "**Fiduciaries**" means 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 for the purpose of these regulations.

(8) "**Legitimate Purpose**" shall include sharing of UPSI 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 and such other category of persons that the Board of Directors may specify, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

(9) "**Insider**" means any person who is or was connected with the Company or is deemed to have been connected with the Company and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of the Company, or who has received or has had access to unpublished price sensitive information.

(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,

(11) "**Officer of the Company**" means any person as defined in of Section 2(59) of the Companies Act, 2013 and includes the auditor of the Company.



(12) **"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.

(13) **"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.

(14) **"Securities and Exchange Board of India or SEBI"** means the Statutory Body established under SEBI Act, 1992.

(15) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

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

(17) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

(18) **"Generally available information"** means the information which is available on Company's website and disclosures made to Stock Exchanges and official press releases made by the Company;

(19) **"Unpublished price sensitive information (UPSI)"** 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, delistings, disposals and expansion of business and such other transactions;

(v) changes in key managerial personnel; and



(vi) such other information as determined by the Board of Directors / Managing Director/ Chief Operating Officer / Chief Financial Officer/ Compliance Officer from time to time.

(20) **“Unpublished Information”** means any information, which is not officially published by the Company or its agent and is not specific in nature. However speculative reports in print or electronic media by an analyst or reporter or by means of rumour shall not be considered as published information.

(21) **“Regulations”** shall mean the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulations) Act 1956 (42 of 1956), the Depositories Act, 1992 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and the Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

(IV) Applicability of the Code:

The Code shall be applicable to the Designated Persons and their immediate relatives.

(V) Code of Conduct on matters relating to Insider Trading:

(a) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(b) No insider shall counsel any other person to deal in shares of the Company on the basis of Unpublished Price Sensitive Information (UPSI).

(VI) Sharing of UPSI for legitimate purpose:

The UPSI shall be shared by any person(s) authorized by the Board of Directors of the Company in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

- a) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- b) Sharing of UPSI where such communication is in furtherance of performance of duty (ies);
- c) Sharing of UPSI for discharge of legal obligation(s)
- d) Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.
- e) Sharing of UPSI for any other purpose as may be prescribed under the rules and regulations prescribed by SEBI, from time to time or under the Companies Act, 2013 and the rules made thereunder or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of the Regulations.

However, other provisions / restrictions as prescribed under the Regulations or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

(VII) Issue of Notice to the recipient of UPSI

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons; (i) To make aware such person that the information shared is or would be UPSI; (ii) To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted. (iii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations.

(VIII) Procedure for 'Designated Persons' to invest in Company's securities:



No Designated Persons, his dependent relatives shall invest in the Company's shares beyond the threshold limit of **2,000** shares or **Rs. 5,00,000/-** (five lakhs only) (prescribed at present) unless;

(1) He / she takes prior approval of the Compliance Officer giving his name, estimated number of shares he / she intends to purchase or sell and details of Depository Participant.

(2) He / she files an undertaking stating that: (i) He / she does not have access to or has not received price sensitive information up to the time of signing the undertaking.

(ii) In the event of receiving any price sensitive information after signing the undertaking but before execution of the transaction, he / she will inform the Compliance Officer of the change and will refrain from dealing in the shares of the Company till such information is made public.

(iii) He / she has not contravened the Code.

(iv) He / she has made a full and true disclosure in the matter.

(v) The prior approval should be sought in the format as given in Annexure-1 along with the above undertaking in Annexure-1A.

(vi) The approval of the Compliance Officer should be in Annexure-2 within 2 trading days from the receipt of the request. Provided that the Compliance Officer while rejecting the request shall state the reasons for the rejection.

(3) The Designated Persons must execute the order for purchase / sale of shares within one week of getting approval from the Compliance Officer otherwise fresh approval will be required. The Designated Persons shall disclose the executed transaction in the format as given in Annexure-3. If the trade is not executed within 7 (seven) trading days from the date of pre-clearance approval, the Designated Person shall inform the Compliance Officer in the format prescribed at Annexure 3.

(4) For the purpose of this Clause, the authority to clear the trades of Compliance Officer shall be the Managing Director of the Company.

(5) All Directors / 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 6 months following the prior transaction. All Directors /



Officers / Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. The profits, if any, made through such prohibited transactions, may be disgorged from the Designated Person and remitted to Investor Education and Protected Fund. Provided this restriction shall not be applicable for trades pursuant to exercise of stock options.

(6) In case of sale necessitated by personal emergency, holding period of 6 months can be waived by the Compliance Officer, for reasons to be recorded in writing.

(7) The Designated Persons shall submit the required Forms for seeking approval and disclosures of the securities.

(8) All Designated Persons are required to disclose name 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; and
- (c) phone and mobile numbers and also email ID which are used by them as per Annexure 4.

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

Explanation: The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to atleast 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

(IX) An insider shall be entitled to formulate a trading plan 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 trading plan shall:

- not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- entail trading for a period of not less than twelve months;
- not entail overlap of any period for which another trading plan is already in existence;
- set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- not entail trading in securities for market abuse.

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations, and shall approve it upon completion of such review. The Compliance Officer shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

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 and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

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

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes

generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of trading window announced by the Compliance Officer.

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

(IX) Disclosures:

➤ Initial Disclosure

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or a member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form B (as annexed).

➤ Continual Disclosure

Every promoter, member of promoter group, Designated Person, employee 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 lakhs.

The aforesaid disclosure shall be sent to the Compliance Officer of the Company in the prescribed Form C or Form D (as annexed), as, may applicable.

Other Restrictions

(c)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.



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

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

Within 2 trading days of the receipt of intimation under Paragraph IX (*Disclosures*) above, the Compliance Officers shall disclose to all Stock Exchanges on which the Company is listed, the information received. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated persons for a minimum period of five years.

(XI) Trading Window:

The Designated Persons can trade in shares after taking the approval at all times except:

Trading restricted period:

- (a) The trading window will be closed from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by the audit committee and the board meeting should be as narrow as possible and preferably on the same date to avoid leakage of material information.
- (b) In addition to the above, the trading window may be closed by the Company during such times in addition to the above period as it may deem fit from time to time including when the Compliance Officer determines that a Designated Persons or a class of Designated Persons can be reasonably expected to possess UPSI till 48 hours after the UPSI is made public.
- (c) The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he / she determines that a designated persons 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.
- (d) Trading window restrictions shall not apply with respect to:

- a. Transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of Regulation 4 of the Insider Trading Regulations and in respect of a pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by SEBI;
- b. transactions which are 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.

(XII) Powers of Board to investigate offences:

In relation to any offences by Designated Persons the Board or committee constituted shall:

- (a) Serve a notice on the Designated Persons provided that, if the Committee is of the opinion that it is necessary in the interest of the Company, it can initiate such proceedings without serving any notice.
- (b) Investigate such records and documents in his / her possession or in the possession of the Company.
- (c) Record reasons of the Designated Persons in writing.
- (d) Record the findings of the Inquiry Committee and penalty imposed, if any.

(XIII) Penalty for contravention:

The Company shall have the power to impose the following penalty on the Designated Persons:

- (a) Withhold any dividend declared by the Board of the Company.
- (b) Employees / Officers / Directors of the Company who violate the code of conduct 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.

(c) The Company shall also take such steps within its power to recover any profits made in respect of such dealings from the Designated Persons(s).

(d) The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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

(XIV) Power of the Board to effect modifications to these rules:

The Board shall have the powers to make such changes / modifications in these Rules as may be required from time to time to make these Rules more effective and in line with such notifications / changes / amendments made by SEBI.

(XV) Mechanism for prevention of Insider Trading:

Managing Director and Compliance Officer shall put in place adequate and effective system of Internal Controls to ensure compliance with the requirements given in these regulations to prevent insider trading,

In this connection, the following shall be ensured:

- (a) All employees who have access to UPSI shall be identified as Designated Persons.
- (b) All UPSI shall identified and clearly marketed as UPSI and its confidentiality shall be maintained as per the Regulations.
- (c) Adequate restriction shall be placed on communication and procurement of UPSI in terms of Regulations.,
- (d) List of employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreement be signed, or notice be served on those employees and other person to ensure compliance with 9A(1) & 9A(2) of the Regulations.
- (e) Audit Committee shall review compliance with the provisions atleast once in a financial year and verify the internal controls.
- (f) Formulate a written policy and procedure for enquiring into a case of leak of UPSI or suspected leak of UPSI.

- (g) Intermediaries and Fiduciaries are required to co-operate in any enquiry initiated by the Company under these Regulations, and this must be made known to them.

Role of Compliance Officer:

- (1) The Compliance Officer shall review the trading plans to assess whether such plans would have any potential for violation of the Insider Trading Regulations and shall be entitled to seek such express undertakings as may be necessary enable such assessment and to approve and monitor the implementation of such plans. The Compliance Officer may require the Designated Persons to declare that such person is not in possession of UPSI or that such person shall ensure that any UPSI in his possession is become Generally Available before such person commences executing their trades. Once satisfied, the Compliance Officer may approve the trading plan, which would then have to be implemented in accordance with the Insider Trading Regulations.
- (2) The Compliance Officer shall provide periodic reports to the Chairman of the Audit Committee and the Board of the Company, including all the details of the Trading in Securities of the Company by Designated Persons and the accompanying documents, as may be necessary. Such reports shall also include details that would facilitate the Audit Committee and the Board to review compliance with Insider Trading Regulations and enable them to verify that the systems for internal control are adequate and operating effectively.
- (3) The Compliance Officer shall inter-alia, under the overall supervision and direction of the Board;
 - (a) determine the Designated Person based on the role and function of such employee in the Company and the access that such role and function would provide to UPSI.
 - (b) Update, maintain and monitor the Digital Database containing the details of Designated Persons and Insiders with whom any UPSI has been shared or who may have access to any UPSI of the Company, in the ordinary course of business and for Legitimate purpose or in relation to substantial transactions involving takeovers, mergers or acquisitions or any other purpose in accordance with this Code.

- (c) Assist the Managing Director to put in place adequate and effective system of internal controls to ensure compliance with the requirements of the Regulation 9A of the Insider Trading Regulations; and
- (4) The Compliance Officer shall maintain all records under BGMAL code and the Insider Trading Regulations for a minimum period of five (5) years.

The Compliance Officer shall in consultation with the Board inform to the Stock Exchanges of any violation of the Insider Trading Regulations of BGMAL code

(XVI) Caution:

All Designated Persons are hereby requested in their own interest not to purchase any shares in the Company beyond the threshold limit as mentioned in Rule IV para 1 without the prior clearance of the Compliance Officer. In case of any difficulty in understanding these Rules, all Designated Persons should first contact the Company Secretary / Compliance Officer.

(XVII) Summary of Obligations of Board of Directors of the Company:

(a) Supervise

- Activities of Compliance Officer as described in Clause XII;
- Execution of Confidential and Non-Disclosure Agreements;
- Digital Data base;
- Compliance with Regulation 9(1) and 9(2) of Insider Trading Regulations.

(b) Approval of

- Code of Conduct for fair disclosure of UPSI and for regulating, monitoring and reporting of trading by Designated Persons;
- Policy for determination of “Legitimate Purposes” /Inquiry in case of leak/suspected leak of UPSI;
- List of designated persons;
- Formats 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.

(c) Relaxation in case of Open Offer / Due Diligence

- Board to determine if sharing of UPSI for proposed transaction is in the best interest of the proposed transaction.
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ANNEXURE-1
FORMAT FOR APPLICATION FOR PRE-CLEARANCE APPROVAL

Date: _____

To

The Compliance Officer
Butterfly Gandhimathi Appliances Limited
E 34, II Floor,
Rajiv Gandhi Salai,
Egattur Village,
Navalur 600 130.

Dear Sir / Madam,

Re : Application for Pre-clearance 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	
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	
5.	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 am enclosing the form of Undertaking duly signed by me.

Yours faithfully,



ANNEXURE-1A

FORMAT FOR UNDERTAKING

[TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE]

To
The Compliance Officer
Butterfly Gandhimathi Appliances Limited
E 34, II Floor,
Rajiv Gandhi Salai,
Egattur Village,
Navalur 600 130.

Dear Sir,

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

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

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

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

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

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

Date : _____

Signature : _____

* Indicate number of shares



ANNEXURE-2

FORMAT FOR PRE- CLEARANCE ORDER

To

Name: _____

Designation: _____

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

Yours faithfully,

For Butterfly Gandhimathi Appliances Limited

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction.10



ANNEXURE-3

FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

To
The Compliance Officer
Butterfly Gandhimathi Appliances Limited
E 34, II Floor,
Rajiv Gandhi Salai,
Egattur Village,
Navalur 600 130.

Dear Sir,

I hereby inform that-

I have not bought / sold/ subscribed any securities of the Company

- I have bought/sold/subscribed to _____ securities as mentioned below on ____ (date).

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

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

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

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

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

Date :

Signature :

Name :

Designation:

FORM B

[SEBI (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 _____

ISIN of Company _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter 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
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 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

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

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company:

ISIN of the company:

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	Mode 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 Debentures, 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 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 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:

FORM D (Indicative format)

[SEBI (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, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connect ion with company	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	Mode 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 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 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:

Place