

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

### 1. Introduction: This code aims to define and establish:

- Prevention of Insider trading of Securities
- Maintenance of confidentiality of price sensitive information
- Adherence to Securities and Exchange Board of India's (SEBI) applicable guidelines by all connected persons including Director, Officer, and designated person for prevention of Insider Trading.

### 2. Objective

To elucidate and inform to all connected or any deemed connected persons to the Company, that, they have the responsibility and duty to preserve the confidentiality of all price sensitive information obtained in the course of his or her day to day operations and association with the company.

### 3. Definitions:

**"Company"** means Binny Limited.

**"Compliance Officer"** means Company Secretary or any other senior officer, who may be designated as 'Compliance Officer' for this purpose and who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so by the Board and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, educating the employees, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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.

**"Connected Person"** means any person who

- i. is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

- a. an immediate relative of connected persons specified in clause (i);  
or
- b. a holding company or associate company or subsidiary company;  
or
- c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- d. an investment company, trustee company, asset management company or
- e. an employee or director thereof; or
- f. an official of a stock exchange or of clearing house or corporation;  
or
- g. 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
- h. 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
- i. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- j. a banker of the company; or
- k. 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;

**“Designated Persons”** shall include:

- (i) Director / Officer / Employee include all employees from Manager level and above;
- (ii) All employees in the Finance, Accounts and Secretarial Departments, Sales & Marketing Departments, by whatever designations they are called and
- (iii) Such employees as designated and notified by the Compliance Officer from time to time with the approval of any Whole Time Director.
- (iv) Other Connected persons such as Auditors, Practicing Company Secretary, Accountancy firms, Law firms, Analysts, Consultants and any other person having professional or business relationship with the Company, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

**“Director”** means a member of the Board of Directors of the Company.

**“Employee”** means every employee of the Company including the Directors in the employment of the Company.

**“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.

**"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

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

**"Insider"** means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

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

**"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
- (vi) Material events in accordance with the listing agreement

**"Insider Trading"** means when insiders use unpublished price sensitive information to arrive at securities trading/dealing (including buying as well as selling) decisions, the action is referred to as insider trading.

## **1. Compliance Officer**

The Compliance Officer shall be responsible for:

- Setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Unpublished Price Sensitive Information"
- pre-clearing; of designated persons ' and their dependents' trades (directly or through respective department heads as may be decided)
- Monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of the company.
- Shall maintain a record of the designated persons and any changes made in the list of designated persons.
- Shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the company's code of conduct.
- Shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors **once in every Quarter.**

## 2. Preservation of “Unpublished Price Sensitive Information”

- a. All information shall be handled within the Company 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.

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.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure 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.

### b. Need to Know:

(i) “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.

(ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

### c. Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

### **3. Prohibition on dealing, communication or counseling on matters relating to insider trading:**

No insider when in possession of unpublished price sensitive information shall:

- Either on his behalf or on behalf of any other person trade in securities of the company;
- Communicate or counsel directly or indirectly, any unpublished price sensitive information to/from any person.

### **Chinese Wall – Norms & Processes :**

The Company shall adapt the following Chinese Walls procedures, and processes for permitting any designated person to “cross the wall”;

- a. Physical separation of departments to insulate them from each other;
- b. An educational programme, normally recurring, to emphasize the importance of not improperly or inadvertently divulging confidential information;
- c. Strict and carefully defined procedures for dealing with situations where it is thought that the wall should be crossed, and maintaining of proper records where that occurs;
- d. Monitoring by Compliance Officer of the effectiveness of the Chinese wall; and
- e. Disciplinary sanctions where there has been a breach of the wall.

### **4. Trading Plan**

- a. An insider shall be entitled to formulate a trading plan for trading in securities of the Company and present it to the Compliance Officer (mail id: [tkrishna@binnyltd.in](mailto:tkrishna@binnyltd.in)), for **approval and public disclosure** pursuant to which trades may be carried out on his / her behalf in accordance with such plan.
- b. Trading Plan shall:
  - i. not entail commencement of trading on behalf of the insider **earlier than six months** from the public disclosure of the plan;
  - ii. not entail trading for the period between the 20<sup>th</sup> 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;
  - iii. entail trading for a period of not less than twelve months;
  - iv. not entail overlap of any period for which another trading plan is already in existence;
  - v. 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
  - vi. not entail trading in securities for market abuse

- c. The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he 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.
  - d. 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.
  - e. 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.
  - f. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed
- 5. Restrictions and procedures for Directors, Officers and designated persons while dealing in company securities**
- a) All Directors, officers and designated persons shall conduct all their dealings in the securities of the company only within a valid trading window within the threshold limit prescribed hereunder and not during prohibited period.
    - Valid trading window means a period other than prohibited period.
    - **Prohibited period means :**
      - Period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after such financial results is made public
      - Such other period as may be specified by the Compliance Officer from time to time in consultation with any Whole Time Director.
    - 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 window 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.
- 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
- The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than two trading days after the information becomes generally available.

b) Pre-Clearance of trading in securities of the Company

- All Directors, Officers and Designated Persons and their immediate relatives who intend to trade in Securities of the Company exceeding 10,000 shares in aggregate per calendar month, shall pre-clear the transactions as per the pre-dealing procedure as described hereunder:
- No designated person shall 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.
- The compliance officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

c) Procedure for Pre-Clearance of Trade

- An application in writing or by way of an email communication at [tkrishna@binnyltd.in](mailto:tkrishna@binnyltd.in) , for pre-clearance of trade in Form – 3, shall be made to all the Whole time director and copy to compliance officer. The application shall also be accompanied by a undertaking as per the prescribed format in ‘Form 3A’ with the following details:
  - That the concerned person do not have any access or has not received any “Unpublished Price Sensitive Information” upto the signing of the undertaking.
  - That in case the concerned person has access to or receives “Price Sensitive Information” after the signing of undertaking but before the execution of transaction, the concerned person should immediately inform the compliance officer and would completely refrain from dealing in the securities of the Company till the information become public.

- That the concerned person has not contravened the policy of the company for prevention of Insider Trading as notified from time to time.
  - The Concerned person has made a full disclosure in the matter.
- The application for pre-clearance shall be approved by any one of the Whole Time Directors within one working day, with a copy to the compliance officer. Any rejection of permission shall be communicated to the concerned applicant forthwith with a copy to the Compliance Officer.
- The concerned person, if decides not to trade after securing pre-clearance, the same shall be reported to the Company in writing the reasons for such decisions.
- The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate

d) Validity of pre-clearance period

Directors, officers and designated persons shall execute their orders in respect of securities of the Company within 7 trading days after the approval of pre-clearance is given. If the order is not executed within one week after the approval of pre-clearance is given, the concerned person must get the pre-clearance of transaction again.

e) Holding period of Securities

All Directors, Officers and 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 within **six months** following a prior transaction.

In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his/her reasons in this regard provided that such relaxation does not violate these regulations.

In case a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act

f) Restriction on derivative transaction

All Directors, Officers and Designated Persons shall not take position in derivative transaction in the shares of the Company at any time.



## 6. Reporting Requirements for transactions in securities

All directors/officers/designated persons of the listed company shall be required to forward following details in Prescribed Forms as applicable, of their securities transactions including the statement of dependent family members to the Compliance Officer:

- a) Every promoter/ Key Managerial Personnel / Director / Officers / Designated Persons of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in **Form A**.
- b) Every person on appointment as a key managerial personnel or a director or designated person 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 days of such appointment or becoming a promoter in **Form B**.
- c) Every promoter, every employee and director of the Company and other designated persons 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 Rs. Ten lakhs.

The disclosure shall be in **Form C** and made within 2 working days of:

- (a) The receipt of intimation of allotment of shares, or
  - (b) The acquisition or sale of shares or voting rights, as the case may be.
- d) Other Connected 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 Rs. Ten lakhs. The disclosure shall be in **Form D** and made within 2 working days of:
    - (a) The receipt of intimation of allotment of shares, or
    - (b) The acquisition or sale of shares or voting rights, as the case may be
  - e) Within 2 days of the receipt of intimation under Clause (c), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
  - f) 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.

- g) Quarterly / Annual Disclosures of the number of Shares and other securities held as at end of each quarter / year end on March 31<sup>st</sup> of each year, in the prescribed format in Form No. 4 / 2 respectively.
- h) The Compliance Officer shall place before the Managing Director/Chief Executive Officer or a committee specified by the company, on a monthly basis all the details of the dealing in the securities by employees, director and officer of the company and the accompanying documents that such persons had complied with the relevant provisions of the code.

#### **7. Contravention of code of conduct**

- a. Any employee/officer/director who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the company. The action can be like sanctions and disciplinary actions, including wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.,
- b. Employees/officers/directors of the company who violate the code of conduct shall also be subject to disciplinary action by the company. 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 promptly about the contravention by the company.
- c. 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

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

Name of the company: **Binny Limited**

ISIN of the company: **INE118K01011**

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

Signature:

Designation:

Date:

Place:

## Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6 (2)]

Name of the company: **Binny Limited**ISIN of the company: **INE118K01011****Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc)	Date of Appointment of Director / KMP or Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

Signature:

Designation:

Date:

Place:

## Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6 (2)]

Name of the company: **Binny Limited**ISIN of the company: **INE118K01011****Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc)	Securities held prior to acquisition/disposal		Securities acquired/ Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy	Sell			
														Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Signature:  
Designation:Date:  
Place:

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (3) read with Regulation 6 (2)]**

Name of the company: **Binny Limited**

ISIN of the company: **INE118K01011**

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

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company	Securities held prior to acquisition/disposal		Securities acquired / Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase / public rights / preferential offer / off market / Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre - transaction	Post - transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Date:  
Place

Signature:

Designation:

**Annual Disclosure**

Date:

To  
The Compliance Officer  
Binny Limited  
Chennai.

Name :		Employee ID :	
Designation :		Department :	

*1. Statement of shareholding of Directors /Officers / Designated Employees*

No. of Shares held on 01.04.20__	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31.03.20__	Folio No./ DP ID/ Client ID

*2. Details of shares held by dependent family members*

Name	Relationship	Number of Shares				Folio No./ DP ID Client Id
		Held on 01.04.__	Bought during the Year	Sold during the Year	Held on 31.03._ -	

- I /We declare that the shares sold have been held by me/us for 6 Months.
- I/We further declare that the above disclosure is true and correct and is in accordance with the previous disclosure, if any, given to the company.

Signature.....

**REQUEST FOR PRE-CLEARANCE – Sale or Purchase of Shares- Ins T FORM # 3**

To,  
The Compliance Officer  
Binny Limited  
Chennai

Name :		Employee ID	
Designation :		Department	

With reference to the Code of Conduct for Prevention of Insider Trading of the Company, I, the undersigned, seek your approval to sell / buy \_\_\_\_\_Equity Shares of the Company, aggregating in value Rs.\_\_\_\_\_.

**STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE  
I. DETAILS OF SHAREHOLDING OF DIRECTOR/ OFFICER/ DESIGNATED  
EMPLOYEES HELD IN THEIR OWN NAME**

No. of Shares held (with Folio No/DP ID/ Client ID)	Nature of Transaction for which Approval is sought [Purchase/Sell/Others (Pls. Specify)]	No. of Shares to be dealt	Aggregate value of the Transaction (Rs.)

**II. \*DETAILS OF SHARES HELD BY DEPENDANTS**

Name :		Relationship:	
No. of Shares held (with Folio No/DP ID/ Client ID)	Nature of Transaction for which Approval is sought [Purchase/Sell/Others (Pls. Specify)]	No. of Shares to be dealt	Aggregate value of the Transaction (Rs.)

**Please tick the appropriate case:**

\*\*I/We hereby declare that the shares to be sold have been held by me/us for a minimum period of 6 months (or) The Shares to be dealt in are allotted under ESOP Scheme of the company and are not subject to lock in period of 6 month.



Signature\_\_\_\_\_

\*\*In case the sale of securities is necessitated by personal emergency, Director/ Officer /Designated Employees shall specify the reasons.

**Reasons:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**FOR OFFICE USE ONLY**

**PRE CLEARANCE ORDER**

This is to inform you that your request for dealing in \_\_\_\_\_(nos.) \_\_\_\_\_ Shares / Debentures / Other Securities of the Company is approved. Please note that the said transaction must be completed within 7 days from the date of this order.

For Binny Limited

Managing Director

Date:

'Undertaking by Employee'

To be given at the time of applying for permission for trading

Date:

The Company Secretary  
Binny Limited  
No. 1, Cooks Road, Otteri  
Perambur, Chennai - 12

Dear Sir/Madam,

In regard to the my request for trading in security dated \_\_\_\_\_by letter/mail I  
, \_\_\_\_\_(name of the employee) S/o/D/o \_\_\_\_\_aged \_\_\_\_\_years  
residing at \_\_\_\_\_hereby undertake that:

- I do not have any access or has not received any "Price Sensitive Information" upto the signing of the undertaking.
- That in case I have access to or receive "Price Sensitive Information" after the signing of undertaking but before the execution of transaction, I shall immediately inform the compliance officer and would completely refrain from dealing in the securities of the Company till the information become public.
- I have not contravened the policy of the company for Prohibition of Insider Trading as notified from time to time.
- I have made a full disclosure in the matter.

Regards

\_\_\_\_\_  
Signed:

Employee Name:

**Quarterly Disclosure-T FORM # 4**

Date:

To  
The Compliance Officer  
**Binny Limited**  
Chennai.

**I. Quarterly Statement of Shareholding of Directors / Officers / Designated Employees**

Name Designation Depart	No. of Securities Held on __ 01, 20__	No. of Securities Bought during the Quarter	No. of Securities Sold during the Quarter	No. of Securities Held on __ 31, 20__	Folio/ DP ID/Client ID

**II. DETAILS OF SHARES HELD BY DEPENDANTS**

Name	Relationship	No. of Securities Held on Held on __ 01, 20__	No. of Securities Bought during the Quarter	No. of Securities Sold during the Quarter	No. of Securities held on Held on __ 31, 20__	Folio/DP ID/Client ID

I/We hereby declare that I/We have complied with the requirement of the minimum holding period of 6 months with respect of the shares sold.

Signature\_\_\_\_\_