

Premier Energy & Infrastructure Code of Conduct for Prevention of Insider Trading

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, has been amended from time to time (hereinafter referred to as the 'Regulations') in terms of which the Company is required to frame a Code of Conduct for prevention of insider trading by employees of the Company, including the Directors, in relation to the securities of the Company.

In line with the said Regulations, a Code of Conduct (hereinafter referred to as the 'Code') was adopted by the Board of Directors of the Company .In view of the Amendments made to SEBI (Prohibition of Insider Trading) Regulations, 1992, from time to time it becomes necessary to revise and take on record a fresh Code, which supercedes the earlier one.

Definitions used in the Code :

All terms used in this Code but not defined below shall have the meanings ascribed to them under the Regulations or the Companies Act, 1956.

- a) **"Board"** means the Board of Directors of the Company
- b) **"Code"** means this Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices, as applicable, including modifications made thereto from time to time
- c) **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the Securities of the Company either as principal or agent.
- d) **"Designated Employee"** means :

(i) such Employees in the top layers of the management as may be identified by the Compliance Officer in consultation with the or the Executive Director of the Company; and'

(ii) any other Employee as may be designated by the Compliance Officer in consultation

with the Executive Director of the Company considering the objectives of the Code.

- e) **“Director”** means a member of the Board of Directors of the Company
- f) **“Dependent”** shall include the spouse, children and parents, who are financially dependent on the Specified Persons and such other family members of the Specified Persons as may be notified by him/her
- g) **“Employee”** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- h) **“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with the Company or is deemed to have been connected with the Company, and who is reasonably expected to have access to unpublished Price Sensitive Information in respect of Securities of the Company, or who has received or has had access to such unpublished Price Sensitive Information
- i) **“Officer”** includes any Director, Manager or Secretary or any person in accordance with whose directions or instructions the Board of Directors of the Company or any one or more of the Directors is or are accustomed to act including an auditor.'
- j) **“Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
- k) **“SEBI”** means the Securities and Exchange Board of India
- l) **“Price Sensitive Information”** means any information, which relates directly or indirectly to the Company and which if published, is likely to materially affect the price of Securities of the Company

Explanation:

The following shall be deemed to be Price Sensitive Information:

1. periodical audited or unaudited financial results of the Company, stand-alone or consolidated;
2. intended declaration of dividends (both interim and final);

3. any major expansion plans or execution of new projects;
4. amalgamation, mergers or takeovers;
5. disposal of the whole or a substantial part of the undertaking;(vii) any significant changes in policies, plans or operations of the Company;

m) **"Securities"** includes:

(i) shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature, and

(ii) such other instruments recognized as securities and issued by the Company from time-to-time, but shall not include any kind of derivatives in the Securities of the Company.

n) **"Specified Persons"** - the Directors, the Officers and the Designated Employees are collectively referred to as Specified Persons

o) **"Working Day"** shall mean the working day when the regular trading is permitted on the concerned stock exchange where Securities of the Company are listed

COMPLIANCE OFFICER

The Company Secretary of the Company shall be the Compliance Officer for the purpose of the Code and will report to the Executive Director. In the absence of the Company Secretary, any other person as may be designated by the Chairman or the Executive Director shall be the Compliance Officer for the purpose of the Code.

The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Price Sensitive Information, preclearing of all Directors' / Employees' /Dependent Family Members' trades, addressing any clarifications/difficulties regarding the Regulations and/or the Code and the implementation of the Code, under the overall supervision of the Chairman and Managing Director.

RESPONSIBILITIES OF DIRECTORS, OFFICERS ETC.:

Preservation of Price Sensitive Information:

All the Specified Persons shall maintain the confidentiality of all Price Sensitive Information ("PSI") coming into their possession or control.

To comply with this confidentiality obligation, the Specified Persons shall not:

- i. pass on PSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company; or
- ii. disclose PSI to their family members, friends, business associates or any other individual, or
- iii. discuss PSI in public places, or
- iv. disclose PSI to any Employee who does not *need to know* the information for discharging his or her duties, or
- v. recommend to anyone that they may undertake Dealing in Securities of the Company while being in possession, control or knowledge of PSI, or
- vi. be seen or perceived to be Dealing in Securities of the Company on the basis of unpublished PSI

Limited access to confidential information:

The Specified Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- ⊙ Files containing confidential information shall be kept secure.
- ⊙ Computer files must have adequate security of login through a password.
- ⊙ follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

TRADING WINDOW:

Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Dealing in the Securities of the Company. Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes-

- a) declaration of financial results (quarterly and annual), stand alone and consolidated as the case may be from time to time,
- b) declaration of dividends (interim and final),
- c) issue of Securities by way of public/rights/bonus etc.,
- d) any major expansion plans or execution of new projects,
- e) amalgamation, mergers, takeovers and buy-back,
- f) disposal of whole or substantially whole of the undertaking, and
- g) any significant changes in policies, plans or operations of the Company.

In respect of the above mentioned purposes, the Trading Window shall remain closed for a period of 7 days prior to the date on which the quarterly or annual stand alone / consolidated financial results, as the case may be, are declared.

The Trading Window shall be opened 24 (Twenty-four) hours after the information referred to above is made public. All the Specified Persons shall strictly conduct all their dealings in the Securities of the Company only when the Trading Window is open and no Specified Person shall deal in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

PRE-CLEARANCE OF DEALS IN SECURITIES:

Applicability:

Holding Period:

The Specified Persons shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction i.e. sell or buy, as the case may be, any number of the Securities of the Company. All the Specified Persons shall hold their investments in Securities of the Company subscribed to by them in the primary market (initial public offers) for a minimum period of 30 days in order to be considered as being held for investment purposes.

In case the sale of Securities of the Company is necessitated due to personal reasons or emergency situations, the holding period referred to above may be waived by the Compliance Officer after recording the reasons in this regard. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.

REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

In addition to complying with the reporting requirements as prescribed under this Code, all the Specified Persons shall file with the Compliance Officer, inter alia, the following details of their/their Dependents' holdings and/or dealings in the Securities of the Company within 15 (fifteen) days of the date of adoption of the Code or date of joining the Company, whichever is later, and 31st March every year.

- (a) all holdings in Securities of the Company as on the date of joining the Company in the prescribed format (*see Annexure 4*);
Additionally, all Officers (Directors, managers, etc) shall disclose to the Company in prescribed format (*see Annexure 8*) the number of Securities or voting rights of the Company held and positions taken in derivatives in the Securities of the Company by them / their Dependents within 2 (two) Working Days of becoming an Officer of the Company;
- (b) a statement in such form and manner (*see Annexure 5*) to be submitted by the 15th of April and October every year giving details of all dealings in Securities of the Company during the preceding six months; and
- (c) Annual statements of all holdings in Company's Securities as on 1st March every year in such form and manner (*see Annexure 6*) as may be prescribed by the Compliance Officer from time-to-time.

The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 3 (three) years from the date of the filing thereof.

PENALTY FOR CONTRAVENTION:

Every Specified Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Dependents).

The Specified Persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action including the termination of employment.

Action taken by the Company for violation of the Regulations and the Code against any Specified Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any Specified Person/ an Employee, he/she shall forthwith inform the Board about the violation. The penal action will be initiated on obtaining suitable directions from the Board. The Compliance Officer shall simultaneously inform SEBI about such violation. The Specified Person/the Employee against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

CLARIFICATIONS:

For relevant Forms /Undertaking mentioned as Annexures all Employees and Specified person may contact the Company Secretary and the Compliance officer.

Please contact the Compliance Officer.

The Code has been modified and approved by the Board of Directors at their Meeting held on 14th February, 2011