

PSP PROJECTS LIMITED

Code of Conduct to Regulate, Monitor and Report Trading by Insiders

I. Introduction:

Regulation 9 of the SEBI (Prohibition of insider Trading) Regulation, 2015 (hereinafter referred to as “the Regulations”) stipulates every listed company to formulate a Code of conduct to Regulate, Monitor and Report Trading by Insiders towards achieving compliance with these regulations and enforce a code of Internal procedures and conducts based on the Model Code specified in Schedule B to the Regulations

In compliance with the above requirements, the board of directors of the company has formulated a **Code of conduct to Regulate, Monitor and Report Trading by Insiders**.

II. Objective:

M/s. PSP Projects Limited (hereinafter referred to as “the Company”) endeavour to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

Every Employee and Designated person of the company has duty to safeguard the confidentiality of all such information obtained in the course of his or her duty at the company. No employee or designated person may use his or her position or knowledge of the company to gain personal benefit or to provide to any third party. Such persons are prohibited from communicating/ or counselling others with respect to the securities of the company. Such persons shall also refrain from exploiting by misusing the unpublished price sensitive information.

To achieve these objectives, the company has adopted this Code of Conduct.

III. Definitions:

- a) **Act**" means the Securities and Exchange Board of India Act, 1992 as amended from time to time.
- b) **Board**" means Board of Directors of the Company, PSP Projects Limited.
- c) **Code**" means this Code of Conduct to Regulate, Monitor and Report Trading by Insiders in securities of the company as amended from time-to-time.
- d) **Compliance Officer**" means the Company Secretary of the company or any other person designated by the Board of Directors as Compliance Officer from time to time; who is financially literate and is capable of appreciating

requirements for legal and regulatory compliance under the Insider Regulations.

e) **“Connected Person”** means

(i) Any person who 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 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 recognised 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;

- f) **"Designated Persons"** shall mean:
- i. Key Managerial Personnel;
 - ii. Functional or Departmental heads and all other executives having similar or equivalent rank in the Company;
 - iii. All employees in the finance, accounts and secretarial department (including temporary employees and trainees) of the company;
 - iv. All Employees in the cadre of General Manager and above in all other Departments of the Company;
 - v. Dependent Immediate Relatives of persons in clause i to iv above
 - vi. Such other employee or connected person designated by the Compliance officer/Managing Director from time-to-time.
- g) **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
- h) **"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.
- i) **"Insider"** means any person who is-
- i. a Connected Person, or
 - ii. in possession of or having access to Unpublished Price Sensitive Information
- j) **"Pre-clearance of trade"** means prior approval for trading/ dealing in the securities of the company.
- k) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof
- l) **"Regulation"** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time
- m) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- n) **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto
- o) **"Trading"** means and includes subscribing, buying, selling, dealing including pledging, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

- p) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- q) **“Unpublished Price Sensitive Information”** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not be restricted to, information relating to the following: –
- i. financial results;
 - ii. dividend;
 - 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. material events in accordance with the listing agreement.

Words and expressions used and not defined in this Code but defined in the SEBI Act, 1992, SCRA Act, 1956, the Depositories Act, 1996 or Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

IV. Applicability

This Code shall apply to all the Insiders as defined in (III) (i) above including all the Promoters/Promoter Group, Directors whether executive, non-executive/Independent, Designated Persons and connected persons.

V. Prohibition on Dealing, communicating or Procurement of unpublished price sensitive information

- a. No Insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a 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 person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- c. Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

- i. entail 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;
 - ii. not attract 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.
- d. For purposes of (c) above , 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 purpose of sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information
- e. Trading by insiders including promoters, non-individual insiders when in possession of unpublished price sensitive information shall be governed by Regulation 4 of the Regulations.

VI. Trading Plan

- a. 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.
- b. Such 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 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;
 - 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 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

- 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 outside the scope of the trading plan.

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 and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of this code or "Regulations".

- e. Trading plan shall state either the value of the trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or the dates on which such trades shall be executed. Implementation of a trading plan shall not commence if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan is not generally available at the time of commencement of the implementation. Compliance officer may defer the commencement until such unpublished price sensitive information is generally available.
- f. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

VII. Disclosures of Trading by Insiders

i. General Provisions:

- a. Every public disclosure shall be made in the Form/s as prescribed under the Regulations from time to time.
- b. 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.
- c. 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. Provided that trading in derivatives of securities is permitted by any law for the time being in force.
- d. The disclosures made under this part shall be maintained by the company, for a minimum period of five years, in such form as may be specified.

ii. Disclosure by certain persons:

a. Insider Disclosure:

Every promoter, key managerial personnel and director of the company shall disclose his/her holding in securities of the Company as on the date of this code to the company within thirty days of this code taking effect in such form as prescribed under the regulations.

Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a promoter shall disclose his/her holding of Securities as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in such form as prescribed under the regulations.

In the event a new immediate relative comes into being or any existing immediate relative ceases to be dependent, the concerned Designated Person shall forthwith give a notice in writing of such change to the compliance officer.

b. Continual Disclosure:

Every promoter, employee and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees in such form as prescribed under the regulations.

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

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (b) above.

c. Disclosures by other connected persons

The Company may at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company at such frequency as may be determined by the company in order to monitor compliance with this code and in such form as prescribed under the regulations.

VIII. Duties of Compliance Officer

- i. The compliance officer shall maintain a record of Designated Persons and any changes made therein as and when received the intimation of changes from the HR Department
- ii. The compliance officer may in consultation with the Chairman and shall as directed by the Board, specifies Prohibited period from time to time and immediately make an announcement thereof to all concerned.
- iii. The compliance officer shall maintain a record of Prohibited period specified from time to time.
- iv. The compliance officer shall be responsible for setting forth policies, procedures, monitoring adherence to the Code and Regulations for the preservation of Unpublished Price Sensitive Information, pre-clearing of designated persons, monitoring of trades and implementation of this Code of conduct under the overall supervision of the Board of Directors of the company.
- v. The compliance officer shall maintain the record of all the declarations submitted in the appropriate form given by the Directors and Designated Persons for a minimum period of five years
- vi. The compliance officer shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.
- vii. The Compliance Officer shall report to the board of directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors.
- viii. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

IX. Preservation of Confidentiality of “Unpublished Price Sensitive Information/Confidential Information”

Insiders and their immediate relatives shall not communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is 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:

- 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
- 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.

Need to know basis - Price Sensitive Information of the Company is to be handled on a "need to know" basis i.e. 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 apprehension of misuse of the information. All non-public information directly received by any employee should immediately be reported to the head of the department.

Limited access to confidential information - All manual files containing confidential information shall be kept secure. All Computer files must have adequate security.

X. Trading Restrictions:

All Directors and designated persons of the company shall be subject to trading restrictions as enumerated below:

a. Trading Window

Directors, Officers and Designated Persons of the company shall not deal in the securities of the company either in their own name or in the name of their dependents during the periods mentioned below, when "Trading Window" is closed.

The Trading Window shall be, inter alia closed at the time of:

- i. Declaration of Financial Results (quarterly, half yearly and annual)
- ii. Declaration of dividends (interim and final)
- iii. Issue of securities by way of public/rights/bonus etc
- iv. Any Major acquisition/expansion plans or execution of new projects
- v. Amalgamation, mergers, takeovers and buy back
- vi. Disposal of whole or substantially whole of the undertaking
- vii. Litigation/dispute with a material impact
- viii. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the company

The period of closure shall be effective from the date on which the company sends intimation to the Stock Exchange advising the date of the Board meeting up to 48 hours after the Price sensitive information is submitted to the Stock Exchange.

All directors/officers/designated employees of the company shall conduct all their dealings in the securities of the Company only when the trading window is open/ free period and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when trading window is closed or during any other period as may be specified by the compliance officer or the Managing Director from time to time.

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

XI. Pre-clearance of trades

- i. Any Director or Designated persons (including immediate relatives) of the company may deal in the securities of the Company during free period and if the value of the proposed trade whether in one transaction or in series of transactions is above ₹ 10 Lakhs (market Value) or above 5000 shares, whichever is less, shall require to pre- clear the transactions as per the Pre-dealing procedure described hereunder.
- ii. No Director/Designated person shall apply for pre-clearance of any trade if such person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

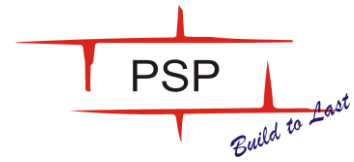
Pre dealing Procedure:

An Application for pre-clearance of Trade together with necessary undertaking shall be made to the Compliance officer as prescribed in **Form 1**

The compliance officer shall grant the approval or reject the application within two working days of the receipt of application.

The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.

If the approval is granted by the Compliance officer, such person shall execute the trade for which pre-clearance has been obtained within seven trading days of such approval or within such lesser period as may be prescribed by the Compliance Officer and provide Confirmation of deal to the compliance officer in **Form 2** within two working days of execution.



In case, the person is unable to execute the trade within seven trading days of such approval, a fresh application for pre-clearance (as mentioned above) shall be made.

XII. Other Restrictions

All Promoters/ Directors/ Designated Persons who buy or sell any number of securities of the Company shall not enter into an opposite transaction i.e sell or buy any number of securities during the next six months following the prior transaction.

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

The Compliance Officer may be empowered to grant relaxation/waiver from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

XIII. Penalty/Punishments for contravention of Code

Any Promoter/Director/ Designated Person who contravenes the Code of Conduct may be penalised and appropriate action will be taken by the company which may include wage freeze, suspension etc.

The Company shall promptly inform Securities and Exchange Board of India regarding any violation of the Code of Conduct.

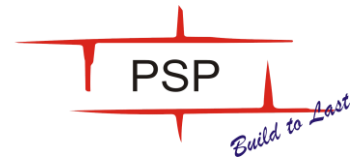
The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

XIV. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

If Compliance Officer observes any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform the SEBI of such violation after obtaining the approval of the Audit Committee.

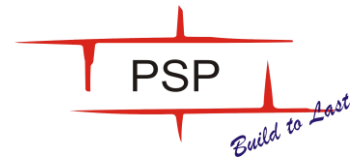
XV. Communication

This code will be uploaded on the website of the company. This code will be disseminated to all designated persons who shall abide by the same. The responsibility for complying with the provisions of the regulations shall vest with each director/designated person including any violation by their immediate relatives.



XVI. Amendment:

The Board of Directors are authorized to make such alteration to this code as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI (Prohibition of Insider Trading) Regulations 2015.



Form 1
Application for Pre-clearance of Trade

Date:

To,
The Compliance Officer,
PSP Projects Limited
'PSP House', Opp. Celesta Courtyard,
Opp. Lane of Vikaramnagar,
Iscon Ambli-Bopal,
Ahmedabad-380058

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

1. Name of the applicant:
2. Designation/Nature of Relation:
3. Employee Pay Roll No*(If applicable):
4. Nature of Securities held: *Equity shares/ Debentures/ other securities
5. Number of Securities held in the company as on date:
6. Nature of proposes dealing for which approval is sought: *Purchase/ sale /Subscription
7. Estimated number of securities proposed to be acquired/sold:
8. Mode of Transaction: *Private/ Open Market
9. Other details:
PAN:
DP ID No.:
Client ID No.*/ Folio No.*:

*Strike whichever is not applicable

Undertaking to be submitted along with the Application for Pre-clearance

In relation to the above dealing, I undertake that:

I have no access to nor do I have any information that could be constructed as "Unpublished Price Sensitive Information" as defined in Code of Conduct to Regulate, Monitor and Report Trading by Insiders up to the time of signing this application;

In the event that I have access to or received any information that could be constructed as "Unpublished Price Sensitive Information" as defined in the code, after the signing of this application but before executing trade for which approval is sought, I shall inform the Compliance Officer about the same and shall completely refrain from dealing in the Securities until such information becomes public;

I have not contravened the provisions of the Code of Conduct to Regulate, Monitor and Report Trading by Insiders as notified by the company from time to time;



I have made full and true disclosure in the matter;

I hereby declare that I shall execute my trade in respect of securities of the company within 7 trading days from the date of approval of Pre-clearance is given. If the trade is not executed within 7 trading days from the date of approval, I undertake to obtain fresh Pre-clearance for the transaction.

I hereby declare that I shall submit necessary report within two working days of execution of trade/a 'Nil' report if the trade is not undertaken.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

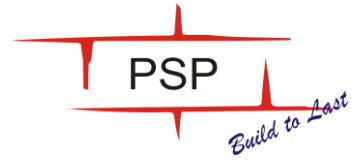
Pre-clearance may kindly be accorded in terms of the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders

Yours faithfully,

Signature: _____

(Name of Employee)

Designation



Form 2
Confirmation of Deal

Date:

To,
The Compliance Officer,
PSP Projects Limited
'PSP House', Opp. Celesta Courtyard,
Opp. Lane of Vikaramnagar,
Iscon Ambli-Bopal,
Ahmedabad-380058

Dear Sir / Madam,

According to approval of pre-clearance dated _____, I have executed a trade / transaction on _____ (date). The detail of said trade / transaction is as under:

Name of holder	No. of Securities purchased /subscribed/ sold	Aggregate Value of Securities	DP ID & Client ID / Folio No.

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct has been violated while executing aforesaid trade / transaction.

Or

According to approval of pre-clearance dated _____, I have not executed a trade / transaction due to _____(reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in Securities of the Company.

Signature: _____

Name:

Designation: