

# **PSP PROJECTS LIMITED**

## **Code of conduct to Regulate, Monitor and Report Trading by Insiders**

### **1. Introduction**

Regulation 9 of the SEBI (Prohibition of insider Trading) Regulation, 2015 (the "Regulation") stipulates every listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons 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.

Regulation 7 of the Regulation stipulates every promoter, key managerial personnel, directors and employees of the listed companies to disclose their shareholding and changes to such shareholding to the respective companies at respective time and in turn the companies intimate Stock Exchanges in respect of the disclosures.

In compliance with the above requirements, the company has introduced the Code of conduct to Regulate, Monitor and Report Trading by Insiders (the 'Code').

This code shall come into force upon listing of the company's shares on the stock exchanges.

### **2. 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 Employees 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 Such persons shall also refrain from exploiting by misusing the unpublished price sensitive information.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 hereby notifies that this code of conduct is to be followed by all Employees and Designated person.

### **3. 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.
- 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) All Directors whether executive, non-executive or independent;
- (ii) Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS);
- (iii) All employees of Manager Cadre and above in Finance, Accounts and Secretarial Department;
- (iv) All employees of Manager Cadre and above in all other Departments of the Company;
- (v) Such other employees as may be determined by the Compliance officer and 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.

For the purpose of this code, the declaration given by a Designated person of an immediate relative who is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities will be considered.

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) **"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.

m) **"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.

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

- o) **"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.
- p) **"Trading window"** refers to the period during which the company's securities can be traded by the Designated person as provided in this code.
- q) **"Regulation"** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.

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 regulation made there under shall have the meanings respectively assigned to them in those legislations.

#### **4. Compliance officer**

- i. The company secretary of the company shall be a compliance officer for the purpose of this code.
- ii. 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.
- iii. The compliance officer shall maintain the record of the Persons and shall make changes to such record as and when received the intimation of changes from the HR Department.
- iv. The compliance officer shall Assist all employees in addressing any clarifications regarding SEBI (Prohibition of insider Trading) Regulation, 2015 and the company's Code of conduct.
- v. The compliance officer shall maintain the record of all the declarations given by the Designated Persons for a minimum period of five years.
- vi. Reviewing the trading plan and accessing the potential of the plan for violation of the Regulations, if any
- vii. Notify the trading plan to the stock exchanges where the securities are listed, on approval of the plan,
- viii. Reporting to the Board on the compliance of this Regulation.

## **5. Prohibition on Dealing, communicating or counselling on matters relating to Insider trading**

No insider shall

- i. either on their own behalf or on behalf of any other person, deal in Securities of the Company when in possession of any unpublished price sensitive information;
- ii. 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.

## **6. 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.

## **7. Trading Restrictions:**

All designated persons and employees of the company shall conduct all their dealings in the securities of the company only in a valid trading window after obtaining pre-clearance from the Compliance officer and shall not enter into any transaction in the company's securities during the closure of trading window

## **8. Trading Plan:**

Any insider who may be in possession of unpublished price sensitive information is entitled to formulate a trading plan enabling him/her to trade in a complaint manner. The compliance officer is required to review the trading plan to assess whether the plan potentially violates the Regulations. The trading plan approved by the compliance officer should be notified to the stock exchanges where the securities are listed.

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.

The compliance officer may seek express undertaking necessary for the assessment, approval and implementation of trading plan. An approved trading plan is irrevocable. Insider cannot execute any trade outside the scope of the trading plan.

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.

## 9. Trading Window

The trading window shall be closed 7 days prior to UPSI is unpublished. During closure of trading window, Designated Persons shall not trade in the securities of the Company.

After taking into account various factors including UPSI in question becoming generally available and being capable of assimilation by the market, the Compliance Officer shall determine timing of re-opening of the trading window however in any event it shall be forty-eight hours after the information becomes generally available.

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.

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 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.

## 10. Pre-clearance of transactions

All designated persons of the company, who intend to deal in the securities of the company in any manner whatsoever, shall apply in the prescribed form to the Compliance officer for the pre-clearance together with necessary undertaking as prescribed in **Form No.1**.

The compliance officer shall grant the approval or reject the application within two working days of the receipt of application for pre-clearance. Prior to approving any trades, the compliance officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

Such person shall execute the order for which pre-clearance has been obtained within seven trading days and provide confirmation of deal to the compliance officer in **form No. 2** of such approval or within such lesser period as may be prescribed by the compliance officer. The details of the transaction shall be communicated to the compliance officer within two working days thereof. In case, the person is unable to execute the order within seven working days after the

approval or within such lesser period as prescribed by the compliance officer, a fresh application for pre-clearance (as mentioned above) shall be made.

## **11. Disclosures required to be furnished**

### **Initial Disclosure:**

Every promoter, key managerial personnel and director of the company shall disclose their holding of securities of the company as within thirty days of these regulations taking effect or from the company getting listed on stock exchange in such form as may be prescribed under this regulation

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of Securities 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 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.

### **Continual Disclosure:**

Every promoter, 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 Rupees Ten lacs.

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.

## **12. Penalty/Punishments for contravention of Code**

Any Designated Person who contravenes the Code of Conduct shall be penalised and shall also be subject to disciplinary action 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.



### **13. Intimation to SEBI**

In case the compliance officer and / or the company observe that there has been violation of these Regulations, the company shall inform SEBI of such violations for appropriate actions. SEBI can initiate necessary proceedings for violation of any of these regulations.

### **14. 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 designated persons including any violation by their immediate relatives.

### **15. Amendment of the Code**

This code and any subsequent amendments thereto, shall be promptly intimated to the stock exchange where the securities of the company are listed.

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**Form No. 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-380054

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 of securities
7. Estimated number of securities proposed to be acquired/ subscribed/ sold:
8. Other details:  
Name of Depository Participant:  
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 this code up to the time of signing this undertaking;

In the event that I have access to or received any information that could be constructed as "Unpublished Price Sensitive Information" as defined in this 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 order in respect of securities of the company within 7 trading days from of the date of approval of Pre-clearance is given. If the order is not executed within 7 trading days from of the date of approval, I undertake to obtain Pre-clearance for the transaction again.

Yours faithfully,

Signature: \_\_\_\_\_

(Name of Employee)

Designation

## **Pre Clearance Order**

Date:

To,

Name:

Designation:

Dear Sir / Madam,

With reference to your Application for Pre-clearance dated\_\_\_\_\_, we would like to inform you that your application to purchase / sale \_\_\_\_\_ (Nature of security) of the Company is hereby approved / rejected. Now, you can execute your trade within 7 trading days i.e.\_\_\_\_\_. Further, you are required to submit a report your trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report.

In case, you do not execute a trade before \_\_\_\_\_, you shall submit a fresh pre-clearance application before executing any transaction in the Securities of the Company.

Thanking you,

Yours faithfully,

**For, PSP Projects Limited,**

**Compliance Officer**

**Form No. 2**  
**Confirmation of Deal**

To,  
The Compliance Officer,  
PSP Projects Limited  
'PSP House', Opp. Celesta Courtyard,  
Opp. Lane of Vikramnagar,  
Iscon Ambli-Bopal,  
Ahmedabad-380054

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 / sold	Average Gross Price per Securities (in Rs.)	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: