

CIN:L65929DL1984PLC019506

Code of Conduct for Prevention of Insider Trading

(Effective from May 15, 2015)

(I) Introduction

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") under the powers conferred on it under the SEBI Act, 1992. These regulations come into force with effect from **15th May, 2015** and the same have been made applicable to all companies whose shares are listed on Indian stock exchanges Pawansut Holdings Limited (hereinafter referred as the Company") is required to formulate Code of Practices and Procedures for Fair Disclosure to be followed by all Designated Persons and their Immediate Relatives (hereinafter referred as Code").

(II) Definitions

1. "**Designated Persons**" shall mean :

- All Directors of Pawansut Holdings Limited (the Company or PHL);
- All employees (hereinafter also referred to as Employee(s) or employee(s)) of the Company;

2. "**Compliance Officer**" means a senior level employee who shall report to the Board of Directors.

3. "**Immediate Relatives**" for this purpose means parents, children and spouse of the Designated Persons or who are either financially dependent on them or consult them in taking decisions relating to trading in Shares of the Company;

4. "**Unpublished Price Sensitive Information**" means any information which relates directly or indirectly to a Company and which if published is likely to materially affect the price of Shares of Company.

Explanation: The following shall inter alia be deemed to information of price sensitive nature:-

- (i) periodical financial results of the Company;
- (ii) intended declaration of dividends (both interim and final);
- (iii) issue of Shares or buy-back of Shares;
- (iv) any major expansion plans or execution of new projects;
- (v) amalgamation, mergers or takeovers and acquisitions of any other nature;
- (vi) disposal of the whole or substantial part of the undertaking;
- (vii) any change in the capital structure of the Company;
- (viii) any change in Key Managerial Personnel of the Company; and
- (ix) any significant changes in policies, plans or operations of the Company or any other material information, whether in terms of the Listing Agreements or otherwise, which can be construed to be price sensitive.

5. “Code” shall mean this Code of Conduct to Regulate, Monitor and Report trading by Insiders of PHL;

(III) Securities

Securities means shares or other securities of the Company as defined under the Securities Contracts Regulation Act and Rules and includes derivatives (hereinafter referred to as Shares).

(IV) Compliance Officer and his/her duties

Appointment of Compliance Officer

The Company has appointed Managing Director of the Company as Compliance Officer (the **Compliance Officer**) who shall be reporting to the Board of Directors.

Duties of the Compliance Officer

1. He/ She shall maintain a record of Designated Persons and their Immediate Relatives and any changes made therein.
2. He/ She 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 Immediate Relatives trades (directly or through respective department heads, as may be decided by the Company from time to time), monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of the Company.
3. He/ She shall assist all the Designated Persons and their Immediate Relatives in addressing any clarifications regarding the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
4. He/ She shall maintain records of all the declarations in the appropriate form given by the Designated Persons in respect of themselves or their Immediate Relatives for a minimum period of three years.
5. He/ She shall place before the Chairman, on a monthly basis all the details of the dealing in the Shares by the Designated Persons and their Immediate Relatives along with the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

(V) Preservation of “Unpublished Price Sensitive Information”

1. Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. They shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Shares of the Company or in any other manner whatsoever nor shall they allow or facilitate access to such information.
2. Unpublished Price Sensitive Information is to be handled on a “need to know basis”, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty.
3. Files containing confidential information shall be kept secure. Computer Files must have adequate security of login and password etc.

(VI) Prevention of misuse of “Unpublished Price Sensitive Information”

1. The Company shall specify a trading period from time to time to be called “Trading Window”, for trading in the Company's Shares. The trading window shall be closed during the time the information referred to in para (VI) 3 is unpublished.

2. Designated Persons and their Immediate Relatives shall not buy/ sell Shares of the Company during the Closure of the "Trading Window" i.e. the period during which trading in Shares of the Company is prohibited.

3. The "Trading Window" shall be, closed Inter alia at the time of: -

(a) Declaration of Financial results (quarterly, half-yearly and annual)

(b) Declaration of dividends (interim and final)

(c) Issue of Shares.

(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

(g) Any changes in policies, plans or operations of the Company or any other material information which can be construed to be price sensitive.

(h) Any changes in the capital structure of the Company.

(i) Any changes in the Key Managerial Personnel of the Company.

The period of commencement of closure of Trading Window shall be intimated by the Company to the Designated Persons and also to the Stock Exchanges, from time to time.

4. The trading window shall be opened 48 hours after the information referred to in para 3 or any other information which could be deemed to be of a price sensitive nature, becomes public.

5. All Designated Persons and their Immediate Relatives shall conduct all their

dealings in the Shares of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's Shares during the periods when Trading Window is closed, as referred to in para (VI) 3 above or during any other period as may be specified by the Company from time to time.

6. The Trading Window shall also be applicable to persons who are having contractual or fiduciary relations with the Company including the Auditors, Accountancy Firms, Law Firms etc., assisting or advising the Company.

(VII) Pre-clearance of Trades

1. All Designated Persons for themselves and also for their Immediate Relatives, who intend to deal in Shares of the Company, aggregating to traded value of ten lacs or more should obtain a pre-clearance of the transactions as per the pre-dealing procedure as described hereunder.

2. An application shall be made in attached format (Application for Pre-Clearance of Trade) in this regard, to the Compliance Officer.

3. An undertaking shall be executed in favour of the Company by such Designated Persons whether it relates to themselves or their Immediate Relatives, in the attached format.

4. All Designated Persons and their Immediate Relatives shall execute their order in respect of Shares of the Company within one week after the approval of pre-clearance is given failing which fresh pre-clearance would be needed for the trades to be executed.

5. No Designated Person shall apply for pre clearance of any proposed trade when in possession of an Unpublished Price Sensitive Information, even if the trading window is not closed.

(VIII) Restriction on opposite transaction till six months

All Designated Persons and their Immediate Relatives who buy or sell any number of Shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of Shares during the next six months following the prior transaction.

(IX) Derivative Transaction

All Designated Persons or their Immediate Relatives are prohibited to take any position in derivative transaction in the Shares of the Company at the time of the closure of Trading Window.

(X) Holding Period

1. In case of subscription in the primary market (Initial Public Offers), the Designated Employees and their Immediate Relatives shall hold their investments for a minimum period of 30 days. The holding period in such cases would commence when the Shares are actually allotted.
2. In case the sale of Shares is necessitated by personal emergency, the Compliance Officer after recording in writing his / her reasons in this regard may waive the holding period of 30 days or 6 months referred to above, as the case may be.

(XI) Reporting Requirements for transactions in Shares

1. All Designated Persons shall make the following disclosures of the Shares and other Shares held in the Company by them and/or their Immediate Relatives, to the Compliance Officer:

(a) Every Promoter, Key Managerial Personnel and director shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within Thirty days from 15th May, 2015 in the format prescribed for the purpose under the Securities And Exchange Board of India (Prohibition of Insider Trading Regulations), 2015.

(b) Every person on appointment as a Key Managerial Personnel or a Director 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, in the format prescribed for the purpose under the Securities And Exchange Board of India (Prohibition of Insider Trading Regulations), 2015.

(c) Annual disclosure of number of Shares held as on March 31, including details of purchase / sale thereof, during the financial year. This disclosure shall be made within 30 days from the close of the financial year.

(d). Changes in holding of Shares, when such change aggregates to Rs. 10 lacs or more, shall also be made within 2 (two) trading days of such change in the format prescribed for the purpose under the Securities And Exchange Board of India (Prohibition of Insider Trading Regulations), 2015.

(e) Disclosure shall also be made of the number of Shares held, upon becoming a Designated Person, at any point of time. This disclosure shall be made within 2 (two) trading days of becoming a Designated Person, in the format prescribed for the purpose under the Securities And Exchange Board of India (Prohibition of Insider Trading Regulations), 2015.

(XII) Penalty for contravention of code of conduct

1. Any Designated Person, who himself/herself or through his/her Immediate Relatives trades in Shares of the Company or communicates any Unpublished Price Sensitive information, for trading in Shares of facilitates the communication of such information, in contravention of the Code of Conduct may be penalized and appropriate action may be taken by the Company.
2. Designated Person who violate the Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, withholding of promotions and including ineligibility for future participation in employee stock option plans, etc.
3. The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

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

In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations, SEBI shall be informed by the Company.

APPLICATION FOR PRE-CLEARANCE OF TRADE

Date : _____

The Compliance Officer
Pawansut Holdings Limited
415, UshaKiran Building,
Commercial Complex, Azadpur,
Delhi - 110 033,

Dear Sir,

**Sub. : Application for Pre-Clearance of Trade to be executed by Designated
Persons or the Immediate Relatives** (strike out what is not applicable)

I, _____ S/o Mr. _____, Director /Employee of Pawansut Holdings Limited (PHL) intend to sell / purchase _____ (_____ only) Shares of PHL through myself/----- (my -----).

Details of Depository Account in which such Shares will be debited / credited, are as under:

Name of the first Holder of the DP Account	
Name of the DP	
DP ID	
Client ID	
Nos. of RPL Shares in the said account	

Kindly provide pre-clearance for the above trade. Necessary undertaking is enclosed.

Thanking you,
Yours truly,

Signature _____

Name : _____

I Confirm the above facts stated by me in respect of myself/ my -----

Signature of the Designated employee : _____

Name of the Designated Employee : _____

Date: _____

UNDERTAKING

I, _____ S/o Mr. _____ aged ___ years, residing at _____ do hereby undertake that the following information submitted by me to Pawansut Holdings Limited, having its registered office at 415, UshaKiran Building, Commercial Complex, Azadpur, Delhi - 110 033 is true and correct :

1. That I do not have any access to or have not received any “price sensitive information” upto the time of signing this undertaking.
2. That in case I receive or have access to any “price sensitive information” after signing the undertaking but before the execution of the transaction which I intend to do, as disclosed in my Application for Pre-Clearance of Trade (“the Application”), I shall refrain from dealing in Shares of the Company either personally or through any Immediate Relative of mine, till such information becomes public and shall necessarily inform the Compliance Officer of the Company, of the same.
3. That I have not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company.
4. I undertake that the transaction stated in the application shall be executed within one week from the date of pre-clearance by the Company, and if the same is not executed within a week, I shall seek a fresh pre-clearance of the transaction.
5. I undertake that in case of purchase of Shares of the Company, the same shall be held by me/ my Immediate Relative, for investment purposes.
6. I undertake that I myself or through any Immediate Relative of mine, shall not enter into an opposite transaction i.e. sell or buy any number of Shares during the next six months following this transaction.
7. I confirm that I myself or through any Immediate Relative of mine, have not entered into an opposite transaction of buy/sell in the past six months, in relation to the Shares of the Company.
8. That the disclosure made by me in this regard, is full and true.

Signature : _____

Name : _____

Date : _____

DECLARATION REGARDING IMMEDIATE RELATIVES

Date: _____

The Compliance Officer
Pawansut Holdings Limited
415, UshaKiran Building,
Commercial Complex, Azadpur,
Delhi - 110 033,

Dear Sir,

Sub. : Details of Dependent Family Members

I _____ Director / Employee of Pawansut Holdings Limited (PHL), hereby declare that following persons are my Immediate Relatives:

1. Name : _____ S/O / D/O : _____

Relationship : _____

2. Name : _____ S/O / D/O : _____

Relationship : _____

3. Name : _____ S/O / D/O : _____

Relationship : _____

Thanking you,
Yours truly,

Signature: _____

Name: _____