Life Is On | Schneider Electric

SEIL/Sec./SE/19-20/40 **November 06, 2019**

The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Bandra (East), MUMBAI 400 051
Fax # 022-2659 8237/8238/8347/8348

Symbol: SCHNEIDER

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
MUMBAI 400 001
Fax # 022-2272 3121/2037/2039

Scrip Code No. 534139

Dear Sir(s),

In continuation of our letter no. SEIL/Sec./SE/19-20/36 dated October 24, 2019, regarding the notice of the Board Meeting, please note that the Board of Directors of the Company at their meeting held today, have considered and approved:

1. Unaudited Financial Results of the Company for half year and 2nd quarter ended September 30, 2019;
2. The appointment of Ms. Namrata Kaul as an Additional Director and Woman Independent Director of the Company w.e.f. November 06, 2019 for a term of 3 years, based on the recommendation made by the Nomination and Remuneration Committee. The appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting; and
3. The revised Policy on Prohibition of Insider Trading.

In this regard, please find enclosed herewith the following:

1. The Unaudited Financial Results of the Company for half year and 2nd quarter ended September 30, 2019 along with the Limited Review Report for the Financial Results from our Statutory Auditors, M/s S.R. Batliboi & Co., LLP Chartered Accountants in terms of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The report of Auditors is with unmodified opinion w.r.t. the Financial Results.
2. The brief profile of Ms. Namrata Kaul.
3. The revised "Policy on Prohibition of Insider Trading" pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The meeting of the Board of Directors of the Company dated November 06, 2019 commenced at 2:15 pm and concluded at 3:14 pm.

We request you to kindly take the above information on record.

Thanking you.

Yours Sincerely,
For **Schneider Electric Infrastructure Limited**

BHUMIKA SOOD

Digitally signed by BHUMIKA SOOD
Date: 2019.11.06 15:34:07 +05'30'

(Bhumika Sood)
Company Secretary and Compliance Officer
Encl: As above

Brief Profile of Ms. Namrata Kaul

Ms. Namrata Kaul, aged about 55 years, residing at Delhi, is a Bachelor of Commerce degree from Lady Shri Ram College, Delhi University. She is also a Management Postgraduate from IIM Ahmedabad and has completed Chevening scholarship on leadership from the London School of Economics.

Ms. Kaul is having over 30 years of experience in banking and finance, spanning across corporate & investment banking functions, global markets and treasury operations. She has worked with Deutsche Bank and ANZ Grindlays Bank in various roles and capacities across Treasury, Corporate Banking, Debt Capital Markets, and Corporate Finance in India and UK. Her last role was as Managing Director and Corporate Bank Head for Deutsche Bank in India. While in Deutsche Bank U.K., she led the banks effort to grow its business footprint across Asia and strengthen its positioning as an Asian bank with European Corporate and Institutional clients. She also served as the Head of Multinational Banking at Deutsche Bank India and the Head of Treasury Services at ANZ Grindlays Bank.

Ms. Kaul has been a Director on the Board of Deutsche Bank India and was also a founding member of the Deutsche Bank Diversity Council in India.

Currently, Ms. Kaul is a Board Member at Care India, an NGO engaged in the empowerment of women from poor and marginalized communities in India. She is also a Vice Chair and Director on the Supervisory Board of Care International, a major international humanitarian organization engaged in long term international development projects to fight global poverty. She chairs the Care India Finance & Audit Committee and also serves on the Audit Committee of the Care International Supervisory Board.

She is currently an independent director on the Boards of Vivriti Capital, Vivriti Asset Management and Bhopal Smart City Corporation.

She is not related inter-se with any other Director of the Company.

Schneider Electric Infrastructure Limited
10th Floor, DLF Building No. 10, Tower C, DLF Cyber City, Phase II, Gurgaon - 122002, INDIA, Phone : +91-124-3940400,Fax : +91-124-4222036, www.schneider-infra.in
Registered Office: Milestone 87, Vadodara, Halol Highway, Village Kotambi, Post Office Jarod, Vadodara - 391 510, Gujarat, India. Tel.: 02668 664300 Fax: 02668 664621
CIN No. : L31900GJ2011PLC064420

Schneider Electric Infrastructure Limited

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Statement of Unaudited Financial Results for the quarter and half year ended September 30, 2019

(Rupees Millions except earning per share data)

Particulars	Quarter ended			Half year ended		Year ended
	September 30, 2019 (Unaudited)	June 30, 2019 (Unaudited)	September 30, 2018 (Unaudited)	September 30, 2019 (Unaudited)	September 30, 2018 (Unaudited)	March 31, 2019 (Audited)
Income						
Revenue from operations	3,140.35	3,575.15	3,191.45	6,715.50	6,624.60	13,840.56
Other income	36.55	18.89	108.96	55.44	223.98	497.18
Total Income (I)	3,176.90	3,594.04	3,300.41	6,770.94	6,848.58	14,337.74
Expenses						
Cost of raw material and components consumed	2,312.30	2,541.08	2,321.53	4,853.38	4,712.29	9,571.49
Purchase of traded goods	10.53	8.29	18.22	18.82	35.08	80.98
Changes in Inventories of finished goods, work-in-progress and traded goods	(99.60)	92.75	13.57	(6.85)	71.48	357.96
Employee benefits expense	544.58	530.77	505.65	1,075.35	962.39	1,997.48
Finance costs	132.90	118.02	109.61	250.92	215.44	443.83
Depreciation and amortization expense	53.48	54.13	66.92	107.61	137.41	257.86
Other expenses	461.73	348.49	467.42	810.22	823.54	1,591.76
Total Expenses (II)	3,415.92	3,693.53	3,502.92	7,109.45	6,957.63	14,301.36
Profit/(loss) before exceptional items and tax	(239.02)	(99.49)	(202.51)	(338.51)	(109.05)	36.38
Exceptional Items (Refer Note 5)	-	-	69.42	-	86.18	280.04
Profit/(loss) before tax	(239.02)	(99.49)	(271.93)	(338.51)	(195.23)	(243.66)
Tax expenses						
Current tax	-	-	-	-	-	-
Deferred tax						
Total tax expense	-	-	-	-	-	-
Profit/ (loss) for the period	(239.02)	(99.49)	(271.93)	(338.51)	(195.23)	(243.66)
Other Comprehensive Income/(Loss)						
Items that will not be reclassified to profit and loss						
-Remeasurement of the defined benefit plan (net of tax)	(58.92)	0.49	1.49	(58.43)	0.47	1.94
Total Comprehensive Income/(loss)	(297.94)	(99.00)	(270.44)	(396.94)	(194.76)	(241.72)
Paid-up equity share capital (face value of Rs 2/- each)	478.21	478.21	478.21	478.21	478.21	478.21
Earnings per equity share (EPS) (not annualised)						
Basic EPS (equity share of Rs. 2/- each)	(1.00)	(0.42)	(1.14)	(1.42)	(0.82)	(1.02)
Diluted EPS (equity share of Rs. 2/- each)	(1.00)	(0.42)	(1.14)	(1.42)	(0.82)	(1.02)

Notes :

1 The above Financial Results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on November 6, 2019.

2 These financial results have been prepared in accordance with Indian Accounting Standards (IND-AS) as prescribed under section 133 of Companies Act 2013 read with Rule 3 of the companies (Indian Accounting Standards) Rules 2015 (as amended).

3 As the Company's business operations fall within a single primary business segment viz. product and systems for electricity distribution, the disclosure requirements of Ind AS 108 Operating Segments prescribed under section 133 of the Companies Act 2013 read with relevant rules issued thereunder, are not applicable.

4 The Company has adopted Ind AS 116 "Leases" effective April 1, 2019 and applied the Accounting Standard to its Leases using the modified retrospective approach. On transition, the adoption of new standard resulted in recognition of Right-of-Use asset of Rs.16.24 millions and corresponding lease liability of Rs. 16.24 millions.

The impact of application of Ind AS 116, Leases, on the financial results for the quarter and half year ended September 2019 are as follows:-

Particulars	Amount in Million INR	Amount in Million INR	Amount in Million INR
	Quarter ended September 30, 2019	Quarter ended June 30, 2019	Half year ended September 30, 2019
Rent expense is lower by	2.00	2.00	4.00
Depreciation is higher by	(1.93)	(1.93)	(3.86)
Finance cost is higher by	(0.27)	(0.27)	(0.54)
Profit before tax is lower by	(0.20)	(0.20)	(0.40)
Earnings per equity share (EPS) is lower by (not annualised)	(0.00)	(0.00)	(0.00)

5 Exceptional items represent expenses incurred under the organisational restructuring, to achieve higher efficiency, planned for over a period of time and includes shifting of factory lines to other locations and related employees settlement cost.

6 During the quarter, the Company's plant located at Vadodara got affected by floods and the management estimated loss of inventory and fixed assets amounting to MINR 110.25. The inventory and assets are fully insured and the Company has filed the insurance claim for the damages incurred. The insurance survey is in progress and management believes that full amount of loss of inventory and assets is recoverable from the insurance company subject to a compulsorily deductible amount of MINR 14.70. The said amount of MINR 14.70 had been is charged-off to statement of Profit and Loss.

7 During the quarter, the Company has incurred a loss of 297.94 MINR (inclusive of other comprehensive income), accumulated losses of the Company aggregating to MINR 3,591.80 (exceeded from equity share capital and other equity by MINR 151.66) and the current liabilities of the Company exceeded its current assets by 2,853.20 MINR as of reporting date. The management has evaluated availability of sufficient funding to meet Company's obligations. For such evaluation, the management has considered various factors which includes estimated future cash flows, availability of credit facilities sanctioned by the banks and borrowings sourced from other Schneider group companies. Basis such evaluation, the management is confident that the Company will be able to realise its assets and discharge its liabilities in the normal course of business and therefore these financial results have been prepared based on going concern assumption.

8 The assets classified as held for sale are related to fixed assets (Including capital work in progress). The said assets located at Vadodara factory are to be transferred to group company in next few months.

9 Prior period figures have been reclassified/regrouped wherever necessary, to correspond with those of the current period classification.

By Order of the Board,
For Schneider Electric Infrastructure Limited

Place: Gurugram
Date: November 6, 2019

Bruno Bernard Dercle
Managing Director
DIN : 08185909

Schneider Electric Infrastructure Limited

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Statement of Assets and Liabilities as at September 30, 2019

(Rupees Millions)

PARTICULARS	As at September 30, 2019 (Unaudited)	As at March 31, 2019 (Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	3,046.36	3,030.84
Capital work-in-progress	67.26	56.78
Intangible assets	41.24	53.67
Financial Assets		
(i) Trade receivables	85.46	17.28
(ii) Other financial assets	21.32	19.51
Non current tax assets	247.64	223.05
Other non-current assets	720.23	686.21
Total non - current Assets	**4,229.51**	**4,087.34**
Current assets		
Inventories	2,422.24	2,421.23
Financial Assets		
(i) Trade receivables	4,327.96	4,137.46
(ii) Cash and cash equivalents	174.45	183.64
(iii) Other bank balances	-	0.83
(iv) Other financial assets	128.72	12.64
Other current assets	833.73	921.58
Assets held for sale (refer note 8)	44.42	44.42
Total current assets	**7,931.52**	**7,721.80**
Total Assets	**12,161.03**	**11,809.14**
EQUITY AND LIABILITIES		
Equity		
Equity share capital	478.21	478.21
Other equity	(629.87)	(244.30)
Total equity	**(151.66)**	**233.91**
Liabilities		
Non-current liabilities		
Financial liabilities		
(i) Borrowings	1,232.40	1,159.72
Provisions	284.40	216.19
Deferred Revenue	11.17	28.14
Total non - current liabilities	**1,527.97**	**1,404.05**
Current liabilities		
Financial liabilities		
(i) Borrowings	4,492.51	3,362.36
(ii) Trade payables		
Total outstanding dues of micro enterprises and small enterprises	215.35	264.05
Total outstanding dues of creditors other than micro enterprises and small enterprises	4,111.57	4,456.44
(iii) Other financial liabilities	214.01	178.14
Other current liabilities	659.40	741.50
Provisions	1,069.53	1,168.69
Deferred Revenue	22.35	-
Total current liabilities	**10,784.72**	**10,171.18**
Total equity and liabilities	**12,161.03**	**11,809.14**

S.R. BATLIBOI & CO. LLP * GURUGRAM *

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED *

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Cash flow statement for the half year ended September 30, 2019

(Rupees Millions)

	Half year ended September 30, 2019 (Unaudited)	Half year ended September 30, 2018 (Unaudited)
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Profit /(Loss) before tax	(396.94)	(194.76)
Depreciation and amortisation expense	107.61	137.41
Net (gain)/loss on disposal of property, plant and equipment	(0.82)	(5.60)
Unrealised foreign exchange (gain) / loss (net)	14.61	11.09
Allowance for credit losses on trade receivables (net)	23.67	-
Provision for warranties	27.54	80.94
Allowance for impairement of doubtful loans and advances	16.37	-
Interest income	(1.04)	(0.03)
Interest expense	241.31	206.43
Employee Stock Options	11.39	19.45
Provision for Contract Losses	3.68	3.30
Excess provisions/liabilities written back	(59.51)	(176.18)
Deferred revenue released during the year	(14.07)	(7.36)
Operating Profit before working capital changes	(26.20)	74.69
Movement in working capital		
(Increase)/ Decrease in trade receivables	(259.59)	(308.72)
(Increase)/ Decrease in inventories	(1.01)	111.67
(Increase)/Decrease in other financial assets	(127.04)	(2.69)
(Increase)/Decrease in other assets	54.59	20.19
Increase/ (Decrease) in trade payables	(381.01)	(797.93)
Increase/ (Decrease) in other financial liabilities	0.52	31.10
Increase/ (Decrease) in other liabilities and provisions	(135.31)	(17.03)
Cash generated from/(used) in operations	(875.05)	(888.72)
Income tax paid (net)	(24.59)	(16.46)
Net Cash flow from/(used) in Operating Activities (A)	(899.64)	(905.18)
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment including capital work in progress	(57.89)	(54.64)
Proceeds from sale of property, plant and equipment	3.16	12.50
(Increase) / Decrease in capital advances	(5.17)	1.83
Interest received	1.04	0.03
Net Cash flow from/(used) in Investing Activities (B)	(58.86)	(40.28)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceed/(Repayment) from Long term borrowings	-	(6.71)
Proceed/(Repayment) of short term borrowings (net)	1,088.10	650.03
Proceed/(Repayment) of cash credit from banks (net)	35.63	-
Payment of unclaimed dividend	(0.83)	-
Interest paid	(180.41)	(172.10)
Net Cash Flow from/(used) in Financing Activities (C)	942.50	471.22
Net increase /(decrease) in cash and cash equivalents (A+B+C)	(16.01)	(474.24)
Effect of exchange differences on cash and cash equivalents held in foreign currency	5.99	1.46
Cash and cash equivalents at the beginning of the year	184.47	509.70
Cash and Cash Equivalents at the end of the year	174.45	36.92

	Half year ended September 30, 2019	Half year ended September 30, 2018
Non-cash investing and financing		
Acquisition of property, plant and equipment by means of a finance lease	24.21	16.65
Components of cash and cash equivalents :		
Balances with banks:		
Current accounts	132.52	0.52
EEFC account	41.93	35.57
	174.45	36.09
Other bank balances		
Unclaimed dividend	-	0.83
	174.45	36.92

S.R. BATLIBOI & CO. LLP * GURUGRAM *

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

2nd & 3rd Floor
Golf View Corporate Tower - B
Sector - 42, Sector Road
Gurugram - 122 002, Haryana, India
Tel : +91 124 681 6000

Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
Schneider Electric Infrastructure Limited

1. We have reviewed the accompanying statement of unaudited financial results of Schneider Electric Infrastructure Limited (the "Company") for the quarter ended September 30, 2019 and year to date from April 1, 2019 to September 30, 2019 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

S.R. BATLIBOI & CO. LLP * GURUGRAM

Material uncertainty related to going concern

5. We draw attention to Note 7 of the unaudited financial results which states that, the Company incurred a net loss (inclusive of other comprehensive income) of MINR 297.94 during the quarter ended September 30, 2019 and as of that date the Company's accumulated losses exceeded its share capital and other equity by MINR 151.66 and its current liabilities exceeded its current assets by MINR 2,853.20 indicating material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern, and the management's assessment that the Company will be able to continue as a going concern.
   Our conclusion is not modified in respect of this matter.

For S.R. BATLIBOI & CO. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

per Vishal Sharma
Partner
Membership No.: 096766
UDIN: 19096766AAAAGY1412
Place: Gurugram
Date: November 06, 2019

PROHIBITION OF INSIDER TRADING CODE

- **Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company;**
- **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information & Policy for determination of "Legitimate Purpose"**
- **Policy & Procedures for Inquiry in case of leak of Unpublished Price Sensitive Information;**

Version – 2

Effective November 6, 2019
[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018]

Schneider Electric Infrastructure Limited
Regd. Office: Milestone 87, Vadodara, Halol Highway, Village Kotambi, Post office Jarod, Vadodara GJ 391510 IN

CIN: L31900GJ2011PLC064420
Website: www.schneider-infra.in

PROHIBITION OF INSIDER TRADING CODE

1. Introduction

Schneider Electric Infrastructure Limited ("the Company") has formulated this Prohibition of Insider Trading Code ("Code") in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and various amendments and re-enactments from time to time.

Further, as a part of this Code, below Codes/Policies/Procedures have been framed in view of the provisions of PIT Regulations:

- Code of conduct to regulate, monitor and report trading in Securities of the Company;
- Code of practices and procedures for fair disclosure of unpublished price sensitive information and policy for determination of "legitimate purposes";
- Policy and procedures for inquiry in case of leak of or suspected leak of Unpublished Price Sensitive Information.

2. Interpretation

Words and expressions not defined in this Code shall have the same meaning as contained in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations), Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder.

3. Scope & Applicability

This Code is applicable to all Insiders. Every Insider must review this code. Questions regarding this Code should be directed to the Compliance Officer at email Id *company.secretary@schneider-electric.com*.

4. Definitions

➢ **Insiders include:**

i. Designated Persons comprising of: -
   a) Promoter/Promoter Group, Directors, Key Managerial Personnel (KMPs) & Senior Management of the Company;
   b) Directors and KMPs of the holding Company;
   c) All Executive, Personal Secretaries/Assistants of Directors, and KMPs;
   d) Employees of the following Departments/ functions of the Company and its Associate Companies who are deemed to have access and possession of Unpublished Price Sensitive Information ("UPSI"), viz.
      ✓ Treasury
      ✓ Corporate Finance including FP&A and Financial Reporting team
      ✓ Taxation
      ✓ Corporate Communication
      ✓ Investor Relation
      ✓ Secretarial
      ✓ Legal
      ✓ IT
   e) Such other persons which in the opinion of the Compliance Officer is in possession of UPSI;
   f) Immediate Relatives of persons covered under clause (a) to (e);

ii. Connected Person as defined in PIT Regulations;

iii. Any person who is in possession of or having access to UPSI;

iv. Any other person who may be included in the ambit of definition of Insider as per applicable SEBI Regulations or which in the opinion of the Compliance Officer of the Company needs to be included in the category of Insider;

v. Persons as mentioned above who have ceased to be associated with the Company shall be deemed as Insiders and shall not, for a period of 6 (six) months from date of cessation, directly or indirectly trade in Company's Securities while in possession of any UPSI;

vi. Persons as mentioned above who ceases to be an Insider as per the Designated Person list shall be considered as an Insider for a cooling period of 3 months.

- **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;

Note**: If spouse is financially independent and doesn't consult an Insider while taking trading decisions, the spouse won't be exempted from the definition of immediate relative.* ***A spouse is presumed to be an "immediate relative", unless rebutted so.

- **Unpublished Price Sensitive Information (UPSI)**

Means any information, relating to 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:

- ✓ financial results;
- ✓ dividends;
- ✓ change in capital structure;
- ✓ mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- ✓ changes in Key Managerial Personnel (KMP);
- ✓ Any other event as may be determined by the Company/ the Compliance Officer which is likely to materially affect the price of the Securities of the Company.

Trading

Means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in or pledge any Securities of the Company, and "Trade" shall be construed accordingly.

- **Insider Trading**

"Insider Trading" is principally the act of Trading in Securities with the advantage of having asymmetrical access to UPSI, which when published, would impact the price of the Securities in the market.

The definition of 'Trading' under the SEBI Regulations, is a wide one, and includes, amongst other things, subscribing, buying, selling, dealing, or agreeing to do any of those things.

Further, pledging of securities of the Company, while in possession of UPSI, shall be construed as 'Trading'.

It is generally understood that Insider Trading includes the following:

- ✓ Trading by Insiders/ employees/ Designate Persons and their respective immediate relatives, while in possession of, or having access to, UPSI, regardless of how one came in possession of or had access to such information; or

- ✓ Communicating, providing, allowing access or tipping UPSI to others, including recommending any Trade in Securities of the Company, while in possession of, or having access to, such information.

Trading by Portfolio Managers on behalf of the Insiders is also considered as Insider Trading and hence the designated persons are expected to take due precaution while trading in securities through Portfolio Managers.

Insiders have independent fiduciary duties to their company and its shareholders not to trade on UPSI relating to the Company's securities. All Directors and Employees of the Company should consider themselves as Insiders with respect to UPSI about business, activities and Securities. Directors and Employees shall neither trade in Company's Securities while in possession of UPSI relating to the Company nor tip (nor communicate, provide or allow access except on a need-to-know basis in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations) such information to others.

When a person has traded in securities while in possession of UPSI, such the trades would have been presumed to have been motivated by the knowledge and awareness of such information in his/her possession.

5. Consequence of Non-Compliance with the Policy

Failure to comply with this Code is a disciplinary issue and may also constitute a criminal offence in certain cases. Any Designated Person including their immediate relatives who violates the provisions of this Code shall be liable for such penal/disciplinary/remedial action as may be considered appropriate by the 'Insider Trading Monitoring Committee (ITMC)' as per the sanction framework decided and approved by the ITMC. All Breaches of this Code with actions taken by the Committee shall be reported to the Audit Committee & Board of Directors of the Company on a quarterly basis. The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such an employee.

6. Penalties by the Statutory Authorities

If any Designated Person contravenes any of the provisions of this Code / SEBI Regulations, such Designated Person will be liable for appropriate penal actions in accordance with the provisions of the SEBI Act, 1992. The minimum penalty under the SEBI Act, 1992 is Rs.10 Lakhs, which can go up to Rs. 25 crores or 3 times the profit made from trading, whichever is higher.

7. Insider Trading Monitoring Committee

- ✓ The Insider Trading Monitoring Committee comprises of the following officials:
  - Managing Director and Chief Executive Officer (MD&CEO)
  - Chief Financial Officer (CFO)
  - Company Secretary and Compliance Officer (CS)

- ✓ The Managing Director and Chief Executive Officer shall be the Chairman of the Committee and the Company Secretary shall act as Secretary of the Committee.

- ✓ The Insider Trading Monitoring Committee shall be responsible for the following:
  - Overall administration of the Code;

- Conducting inquiries/investigations in matter of actual/ or suspected leak of UPSI, and other violations of the Code;
- Imposing penalty on the persons, who have defaulted in compliance with the Code;
- Compliance with reporting requirements;
- Deciding and finalizing the list of Designated Persons and other, who should be covered by this Code from time to time;
- The Committee can delegate all or any of the above, to the Compliance Officer of the Company.

8. Implementation of the Policy

The Policy shall be effective from April 1, 2019. With the implementation of this Policy, the existing Insider Trading Prohibition Policy shall stand withdrawn.

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY

(Regulation 9(1) of the PIT Regulations)

PREAMBLE

Preventing insider trading is necessary to comply with securities law and to preserve the reputation and integrity of the Company and all persons associated with it. “Insider Trading” may occur when any person subscribes, buys, sells, deals, or agrees to subscribe, buy, sell, deal in any securities and trades while in possession of inside information relating to the securities of the Company or securities that are listed or proposed to be listed. “Inside information” is information relating to a company that is listed or proposed to be listed or its securities which is considered to be both “price sensitive” and “not generally available”.

Insider trading is an offence punishable under extant laws in India. Insider trading is prohibited and could result in serious sanctions, including dismissal from the employment of the Company of the concerned persons.

This Code has been formulated to regulate, monitor and report trading by the Designated Persons to comply with the PIT Regulations. The Code is prescribed to ensure that the Designated Persons do not trade in the Securities of the Company when in possession of UPSI, and to prevent any speculative dealings, knowingly or unknowingly, by the Designated Persons.

The Company has no tolerance for any form of Insider Trading or similar unlawful security related trade practices.

Various Procedures which have been put in place by the Company to Prevent Insider Trading

The following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every Designated Person is required to follow these procedures:

- **Restrictions on Access to UPSI**

  - ✓ **Access to Information:**

    While dealing with UPSI, including in relation to the Company’s business, earnings or prospects, capital raising, etc., the Company/ Compliance Officer shall ensure that any disclosure of UPSI will be on a need-to-know basis only and that no communication of UPSI takes place, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligation.

    Designated Persons are obliged to treat UPSI with due care and have a duty to safeguard UPSI irrespective of source of receipt of UPSI. Designated Persons shall use UPSI for the specified purpose only and not for any personal gain/ avoiding any loss/ breach of applicable law.

  - ✓ **Inquiries from Third Parties**

    Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Chief Financial Officer (CFO); or Chief Executive Officer (CEO); or Investor Relation Head (IR) or another appropriate person designated by any of them.

- **Limitations on Access to UPSI**

  The following procedures are designed to maintain confidentiality of UPSI:

  - ✓ Designated Persons should take all steps and precautions necessary to restrict access to, and secure, UPSI by, among other things:

a) maintaining the confidentiality of UPSI;
b) conducting their business/ professions and personal/ social activities so as not to risk inadvertent disclosure of UPSI;
c) reviewing confidential documents in public places should be restricted so as to prevent access to UPSI by unauthorized persons;

- ✓ Restricting access to documents and files (including computer files) containing UPSI to persons on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);

- ✓ Files containing UPSI shall be kept secured with restricted access, and computer files containing UPSI should be protected with the help of login, passwords, etc. Appropriate physical and informational barriers shall be put in place to ensure confidentiality of UPSI;

- ✓ Promptly removing and cleaning up all confidential documents and other materials containing UPSI from conference rooms following the conclusion of any meetings;

- ✓ Disposing of all confidential documents and other papers containing UPSI, after there is no longer any business or other legally required need, through shredders when appropriate;

- ✓ Restricting access to areas likely to contain confidential documents or UPSI;

- ✓ Avoiding any discussion pertaining to UPSI in places where the information could be overheard by others, such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs, etc.; and

- ✓ Persons in possession of, or having access to, UPSI, to the extent feasible, should conduct their business and other activities in areas separate from other Company activities, so as to avoid any leak of UPSI.

➢ **Chinese Walls Procedures**

- ✓ In terms of the Code, Designated Persons are considered as persons having access or expected to have access to UPSI.

- ✓ To prevent the misuse of UPSI, the Company will maintain “Chinese Walls” and segregate the premises into inside areas and public areas. Inside areas refer to those areas and departments of the Company in which UPSI may ordinarily be available. Public areas refer to those areas where any UPSI would ordinarily not be available, and to which any outside person may be allowed access.

- ✓ Inside areas shall be accessible in normal course only to Designated Persons. Designated Persons in the inside area shall not communicate any UPSI to anyone in public area. In exceptional circumstances Employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.

- ✓ Wherever there is a requirement of sharing UPSI by any Designated Person with another Employee/external third parties, etc., in furtherance of legitimate purposes, performance of duties or discharge of his/ her/ its legal obligations, the person to whom such information is proposed to be shared, shall be “wall-crossed” through wall-crossing procedure set out below.

Procedure for wall-crossing

- In the event any person is required to be wall – crossed, i.e., brought over the Chinese Wall in order to obtain access to the UPSI for a specific purpose, prior approval of the Compliance Officer must be sought. The Compliance Officer shall consider whether the person being wall – crossed, is being provided UPSI on a need – to – know basis. Further, UPSI shared with such wall – crosser should be limited to the specific transaction or purpose for which such person's assistance is required.

- Persons who are wall – crossed / receive UPSI should be notified that they would be deemed to be 'Designated Person' and 'Insider' under this Code and that consequently, such persons will be required to comply with all applicable provisions of the Code and the SEBI Regulations, till such information remains UPSI.

- Appropriate records of all wall crossings will be maintained. Further, the Compliance Officer will be informed of all instances wherein a person has been wall-crossed (at the time of such wall – crossing), in accordance with the procedure set out above, so as to enable the Compliance Officer to maintain appropriate records in this regard.

- **Intimation of Duties & Responsibilities to the recipient of UPSI**

Any recipient of UPSI shall be deemed to be 'Designated Person' and "Insider" for purposes of this Code. Accordingly, such persons will: (a) execute agreements to undertake confidentiality and non-disclosure obligations; (b) keep the information so received confidential; (c) utilize the UPSI only for the specified purpose; and (d) otherwise not Trade in Securities of the Company when in possession of, or having access to, UPSI.

- **Digital Database of recipient of UPSI**

As required under Regulation 3(5) of the PIT Regulations, Compliance Officer shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared, along with the following information pertaining to the recipients;

- ✓ Name of such recipient of UPSI;
- ✓ Name of the Organization or entity which the recipient represents
- ✓ Postal Address and E-mail ID of such recipient
- ✓ Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such database shall be maintained in accordance with the SEBI Regulations from time to time, including through adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

- **Internal Control System**

There shall be adequate and effective system of internal controls to ensure compliance with the requirements given in this Code and PIT Regulations to prevent insider trading. The internal controls shall include:

- ✓ Identifying persons who have access to, or are expected to have access to UPSI, as Designated Persons;
- ✓ Identifying UPSI and maintaining its confidentiality as required under applicable laws;
- ✓ Putting in place adequate restrictions on communication, or procurement of UPSI;
- ✓ Maintaining a list of all persons with whom UPSI is shared and making them aware of their confidentiality and other obligations under the Code;
- ✓ Periodic review the measures and internal controls implemented to evaluate their effectiveness.

- **Trading Plan**

  An Insider shall be entitled to formulate a Trading Plan in compliance with PIT Regulations for dealing in Securities of the Company 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.

- **Pre-Clearance of Trades by Designated Persons**

  - ✓ To provide assistance in preventing inadvertent violations of applicable PIT Regulations and to avoid the appearance of impropriety in connection with the purchase and sale of Company's Securities, any transactions in Company's Securities (including without limitation, acquisitions and dispositions of Company's Securities) by the Designated Persons must be pre-cleared;

  - ✓ The pre-clearance needs to be applied to and approved by the Compliance Officer;

  - ✓ The Designated Persons may trade in the Company's Securities only after obtaining pre-clearance of the proposed transactions from the Compliance Officer by submitting an application as per **Annexure I** together with an undertaking to the Company as per **Annexure II** declaring that they are not in possession of any price sensitive information;

  - ✓ Any oral request from the Designated Persons under this Code and/or oral confirmation for trading in Securities of the Company is not acceptable and shall not be regarded as a valid request or approval for trading in Securities of the Company;

  - ✓ The approval/rejection would be conveyed through electronic mail. If a request to trade is refused, the Compliance Officer shall provide a written statement of the reasons, to the extent possible, for withholding his or her consent;

  - ✓ Unless the Designated Person concerned receives a formal communication from the Compliance Officer granting clearance to trade, no approval shall be deemed to have been granted and the Designated Person cannot trade in Securities of the Company;

  - ✓ While granting permission, the Compliance Officer may impose certain conditions or restrictions, as may be necessary. The Compliance Officer shall also have regard to whether any declaration provided by Designated Person applying for pre-clearance is reasonably capable of being rendered as inaccurate;

  - ✓ Designated Person can trade only up to the number of Securities for which the approval is granted by the Compliance Officer. Any trade which is in excess of number of Securities for which approval has been granted or which is of a kind different from what has been approved, is not permissible. The same will require a fresh approval as provided in the Code;

    As an example, if approval has been granted to employee "A" for buying 100 shares, then subject to other conditions of the Code, "A" can buy up to 100 shares but cannot undertake any sale of shares. Also, approval for "A' will not be construed as approval for another employee "B", unless the process as provided in the Code is followed by "B".

  - ✓ The pre-clearance once approved, shall be valid for a period of 7 (seven) trading days from the date of approval;

  - ✓ The Designated Person shall file within 2 (two) working days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form as per **Annexure III**. However, 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 ₹ 10 lakhs

(Rupees Ten Lakhs Only) or such other value as may be specified by the Compliance Officer ***in Form C as detailed in Annexure IV***

- ✓ If the order is not executed within 7 (Seven) trading days after the approval is given, the Designated Person must pre-clear the transaction again. The Designated Person shall also be required to provide reasons to the Compliance officer, as per format provided in **Annexure III,** in case no trades are executed, or the trades executed are for lower quantity than the quantity for which the approval was sought;

- ✓ The Designated Persons shall not Enter into an opposite transaction i.e., sell or buy any number of Securities during the next 6 (six) months following the prior transaction;

- ✓ The restriction of contra Trade will not apply in respect of subscription to shares/convertibles in Follow-on Public Offer (FPO); Offer for Sale (OFS); Rights Issue or tendering of Shares in open offer; share buy-back or delisting offer, exit offers etc. The restriction of contra Trade will also not apply to Trades carried out in accordance with a trading plan as may be approved;

- ✓ The Compliance Officer may grant relaxation from strict application of such restriction on an application made in this behalf by the concerned Designated Person and after recording in writing the reasons in this regard; provided that such relaxation does not violate the PIT Regulations;

- ✓ In case a contra Trade is executed, inadvertently or otherwise, in violation of the aforesaid restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI by crediting to the Investor Protection and Education Fund administered by SEBI under the Securities and Exchange Board of India Act, 1992;

- ✓ The Designated Person shall also not take positions in derivative transactions in the Securities of the Company at any time;

- ✓ In case the Compliance Officer of the Company intends to trade in the Securities of the Company, he/she shall seek pre-clearance of trade from the Insider Trading Monitoring Committee of the Company. All other provisions of the Code will mutatis-mutandis apply in respect of transactions by the Compliance Officer;

➢ **Trading Window**

- ✓ The Company shall specify a trading period, to be called the "Trading Window", for trading in the Company's Securities. Any Designated Person shall not trade in any Securities of the Company during the period when Trading Window is closed;

- ✓ The Trading Window shall be closed beginning two weeks before the date of Board meeting to be held to consider the quarterly/half yearly/annual financial results of the Company and ending 48 hours after the public release of earnings data for such quarter;

- ✓ The Trading restriction can also be made applicable from the end of every quarter. The time for commencement of closing the Trading Window shall be decided by the Compliance Officer. The Trading Window shall be opened not earlier than 48 hours after the UPSI is made public;

- ✓ Additionally, the Compliance Officer may notify commencement of closing of Trading Window at the time of events including but not limited to following:
  - Declaration of dividends (interim and final);
  - Issue of Securities by way of public/rights/bonus issue etc;
  - Any major expansion plans or execution of new projects;
  - Amalgamation, mergers, takeovers and buy back;
  - Disposal of whole or substantially whole of the undertaking;

- Any changes in policies, plans or operations of the Company;

✓ All Designated Persons shall conduct all their Trading in the Securities of the Company only in a valid Trading Window and shall not trade in any transaction involving the purchase and sale of the Securities of the Company during the periods when Trading Window is closed, or during any other period as may be specified by the Company from time to time.

✓ When the Trading Window is open, any trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer.

➢ **<u>Miscellaneous</u>**

✓ The gap between clearance of financial results by the Audit Committee and Board meeting for approval of such financial results should be as narrow as possible and preferably on the same day to avoid leakage of UPSI;

✓ In case any provisions of this Code are contrary to or inconsistent with the provisions under the PIT Regulations, the provisions of PIT Regulations shall prevail.

➢ **Duties of Compliance Officer & Reporting Mechanism**

✓ The Compliance Officer shall, under the supervision of the Board and the ITMC, be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades as per the Code and implementation of the Code, maintaining records of the Designated Persons (and their Immediate Relatives) and any changes made in the list of Designated Persons (and their Immediate Relatives) and providing guidance and clarifications sought regarding the PIT Regulations and the Code;

✓ The Compliance Officer shall submit such reports to the Board and in particular, Audit Committee of the Board, including reports in relation to Trading by Designated Persons, every quarter, to enable them to review compliance with the provisions of this Code and PIT Regulations and to verify that the systems for internal controls are adequate and are operating effectively;

✓ The Compliance Officer shall maintain records of all the declarations/ disclosures given by the Designated Persons, for a minimum period of five years.

✓ The Compliance Officer shall be authorised to make necessary disclosures with the Stock Exchanges and other relevant statutory authorities in compliance with the SEBI Regulations.

✓ The Compliance Officer shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.

✓ Prior to approving any Trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He/She shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

✓ The Compliance Officer shall discharge other functions and duties as prescribed in the Code or the SEBI Regulations.

✓ Such other duties as may be delegated by the Insider Trading Monitoring Committee from time to time.

Reporting Requirements for Transactions in Securities

- **Initial Disclosures by Promoter/Promoter Group, Directors, KMPs, Senior Management & Designated Persons**

  - ✓ Every Promoter/Promoter Group, Directors, KMPs and such other person as mentioned in regulation (2) of PIT Regulations, of the Company shall disclose their holding of securities in the company in ***Form A as detailed in Annexure V*** within 30 days from April 01, 2019;

  - ✓ Every person on appointment as a KMP, Senior Management or a director of the Company or upon becoming a Promoter or member of the Promoter Group shall within 7 days of appointment or becoming a Promoter or a member of Promoter Group disclose details of the Securities held in the Company to the Compliance officer in ***Form B as detailed in Annexure VI;***

  - ✓ All holdings in Securities of the Company by Designated Persons upon being identified as a Designated Person within 7 (Seven) days as detailed in ***Form D as detailed in Annexure VII.***

- **Continual Disclosures by Designated Persons**

  - ✓ Shall within two trading days of transaction disclose to the Company the number of Securities acquired or disposed of, 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 ₹ 10 lakhs (Rupees Ten Lakhs Only) or such other value as may be specified by the Compliance Officer ***in Form C as detailed in Annexure IV;***

  - ✓ The Company shall notify the particulars of Form C received within two trading days of receipt of disclosure or from becoming aware of the transaction to the Stock Exchanges;

- **Annual Disclosures by Designated Persons**

  - ✓ Annual disclosure thereof containing the below details in **Annexure VIII** within a period of 30 days from the closure of each financial year:

    a) Name of Immediate Relatives and persons with whom such Designated Person(s) shares a Material Financial Relationship*;*
    b) PAN or any other identifier authorized by law of (a)
    c) Phone, mobile numbers of persons mentioned in (a)

  Note: *"**Material Financial Relationship**" shall mean a relationship as relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions."*

- **One Time Disclosure by Designated Persons**

  - ✓ One-time disclosure of names of educations institutions from which Designated Persons have studied and names of their past employers ***in Annexure VIII.***

- **Disclosure by Connected Persons**

  - ✓ The Compliance officer may, at its discretion require any other Insider to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be deemed necessary in order to monitor compliance with these PIT Regulations in ***Form D as detailed in Annexure VII.***

The Compliance officer may from time to time review and modify the formats for submitting disclosures, as may be appropriate.

Responsibility

It is the responsibility of every Insider to whom the Code is applicable, to follow and comply with the provisions of the Code. When in doubt, the Insiders may seek assistance of the Compliance Officer for any clarification on any provisions of the Code or other related applicable regulations issued by Securities and Exchange Board of India.

Protection of employees against retaliation and victimization

- Any suspected violation of leak of UPSI or violation of this Code can be reported under whistle blower mechanism.
- Retaliation for reporting suspected violation is strictly prohibited under this Policy. Employees who reports any alleged violation of insider trading laws in accordance with the Informant Mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated September 17, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

Review of The Policy

The Audit Committee and the Board of Directors shall be empowered to amend, modify, interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

Amendments in Law

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013 and/or other applicable laws in this regard shall automatically apply to this Policy.

Disclaimer

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY DESIGNATED PERSON IS REQUIRED TO FAMILIARISE HIMSELF/HERSELF WITH PIT REGULATIONS AS IT WILL BE THE RESPONSIBILITY OF EACH DESIGNATED PERSON (AND HIS RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE, PIT REGULATIONS AND OTHER RELATED STATUTES FULLY.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Regulation 8(1) of the PIT Regulations)

The below principles, setting out the intention of maintaining the fair disclosure of events and occurrences that could impact price of the Securities of the Company. The Designated persons of the Company shall adhere to these principles both in letter and spirit.

➢ **Principles of fair Disclosure and Conduct**

- ✓ Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
- ✓ Uniform and universal dissemination of UPSI information to avoid selective disclosure;
- ✓ Unless otherwise resolved by the Board, the Company Secretary shall act as the chief investor relations officer to deal with dissemination of information and disclosure of UPSI;
- ✓ Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
- ✓ Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities;
- ✓ Ensuring that information shared with analysts and research personnel is not UPSI;
- ✓ Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made;
- ✓ Handling of all UPSI on a need-to-know basis.

POLICY FOR DETERMINATION OF 'LEGITIMATE PURPOSE'

(Regulation 3(2A) of PIT Regulations)

- ✓ In terms of the PIT Regulations, the term "legitimate purpose" is clarified to include sharing of UPSI in the ordinary course of business by an insider with Company's partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the PIT Regulations;

- ✓ The PIT Regulations require the Board to formulate a policy for determination of 'legitimate purpose', in line with the guidance provided in the PIT Regulations. The assessment of whether sharing of UPSI for a particular instance would tantamount to 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case. Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is "legitimate";

- ✓ Primarily, the following factors should be considered:
  - whether sharing of such information is in the ordinary course of business of the Company;
  - whether information is sought to be shared to evade or circumvent the prohibitions of the Regulations;
  - whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;
  - whether the information is required to be shared for enabling the Company to discharge its legal obligations;
  - whether the nature of information being shared is commensurate to the purpose for which access if sought to be provided to the recipient.

- ✓ It is clarified that in the event there exist multiple purposes for sharing UPSI, each purpose will be evaluated on its own merits, in line with the aforementioned principles;

- ✓ The recipient of UPSI shall be informed of the following, by way of written intimation and/ or contractual agreement, such as, confidentiality agreement or non – disclosure agreement, that:

- the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
- upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the PIT Regulations and the Code;
- the recipient must always maintain confidentiality of the UPSI;
- the recipient may use the UPSI only for the approved purposes for which it was disclosed;
- the recipient should provide a written undertaking that he/she/it shall not undertake Trades in the securities of the Company while in possession of the UPSI;
- the recipient must extend all cooperation to the Company, as may be required in this regard; and
- the recipient must also adopt a code of conduct in terms of Regulation 9 of the PIT Regulations, to inter alia ensure that it safeguards the UPSI in line with the PIT Regulations;

✓ The information should be shared by the Company, from time to time, in the ordinary course of its business activities with its [promoters], advisers and service providers, viz., auditors, merchant bankers and legal advisers/consultants of the Company, in line with the aforementioned principles;

✓ Additionally, the Board, or the Compliance Officer or any person authorised by the Board in this regard, shall be responsible for maintaining structured digital database, in compliance with the PIT Regulations, comprising necessary details of all recipients of UPSI, who receive UPSI in compliance with the PIT Regulations, including, name, address, email, Permanent Account Number (PAN), or any other identifier authorised by law (where PAN is not available) and such other documents as may be necessary, in the manner that may be prescribed by the Board or SEBI. In this regard, adequate systems and controls shall be put in place to ensure compliance with the PIT Regulations towards sharing of UPSI for legitimate purposes.

➢ **Amendment of this Policy**

The Board reserves the right to amend or modify this policy in whole or in part, as it may deem appropriate, to ensure compliance with the PIT Regulations.

POLICY AND PROCEDURES FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Regulation 9A(5) of the PIT Regulations)

- **PREAMBLE**

In terms of Regulation 9A(5) of PIT Regulations, the Board is required to formulate policies and procedures for inquiry in case of leak/suspected leak of UPSI.

Any inquiry into any actual or suspected leak of UPSI needs to be tailored to the facts and circumstances of each such instance. Given that it is not possible to provide a standard operating procedure applicable while enquiring into each such instance of leak/ suspected leak of UPSI, this policy sets out the broad principles that the Board will follow while inquiring into cases of actual or suspected leak of UPSI.

- **Objective**

✓ To strengthen the internal control system to prevent leak of UPSI;
✓ To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the Company and which affects the market price of the Company as well as loss of reputation and investors' / financers' confidence in the Company;
✓ To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate;
✓ To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly;
✓ To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

- **Inquiry Committee**

The Insider Trading Monitoring Committee shall be the Enquiry Committee which shall be authorized to:

✓ To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
✓ To authorize any person, if required, to collect necessary support material;
✓ To consider the facts and circumstances and decide / direct on the matter;
✓ To decide disciplinary action thereon.

Procedure for inquiry in case of actual /suspected Leak of UPSI:

✓ Upon becoming aware of actual or suspected leak of UPSI, including by way of:
  - suo motu, including through its internal monitoring; or;
  - a written complaint and/or email received through the whistle blower mechanism of the Company; or
  - communication received from regulatory authorities,

the Committee shall evaluate and determine if the matter merits any enquiry.

✓ It is clarified that market rumors, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary enquiry, and the Committee, have the discretion to decide if a preliminary enquiry is required to be undertaken, in each such case;

- ✓ In the event the Committee so decides, a preliminary inquiry shall be undertaken in case of actual/suspected leak of UPSI. The rationale for the same would be to enable the Committee to establish and take cognizance of actual facts and to decide if prima facie there appears to be any violation of securities laws. Based on the findings of the preliminary inquiry, the Committee may decide if a detailed inquiry is required to be undertaken;

- ✓ Based on the determination of the Committee, a detailed inquiry may be launched in order to assess the veracity of the allegations regarding actual/ suspected leak of UPSI, including through review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary;

- ✓ While conducting any inquiry into cases of actual/ suspected leak of UPSI, the Committee shall regard to the principles of natural justice. Accordingly, it will accord due opportunity of being heard to the relevant Designated Person / Insider against whom the allegations have been leveled, during the course of inquiry. Further, such persons shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defense, before the Committee, and the Committee will be required to assess and consider the same before concluding on the matter.

➢ **<u>Outcome of the Inquiry</u>**

- ✓ Upon the conclusion of the inquiry and on the basis of the outcome thereof, the Committee shall decide disciplinary action/penalty, if any, to be awarded to the Designated Person/ Insider. The decision of the Committee shall be final and binding.

➢ **<u>Disclosure of actual/ suspected leak of UPSI:</u>**

- ✓ The Compliance Officer shall inform SEBI promptly of such leaks, inquiries and the results of such inquiries.

➢ **<u>Amendments in Law</u>**

Any subsequent amendment/modification in the PIT Regulations, Companies Act, 2013 and/or other applicable laws in this regard shall automatically apply to this Policy.

Annexure- I

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

Date:

To,
The Compliance Officer,
Schneider Electric Infrastructure Limited

Subject: Application for Pre-Clearance approval to deal in securities of the Company

Dear Sir/Mam,

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Prohibition of Insider Trading Code of the Company, I seek your approval to purchase / sale / subscription of equity shares of the Company as per details given below:

Name of the Applicant	
Designation	
Number of Securities held as on date	
Folio No. / DP ID / Client ID No.	
The proposal is for: 1. Purchase of securities 2. Subscription to securities 3. Sale of securities	
Proposed date of dealing in securities	
Estimated number of securities proposed to be acquired/subscribed/sold	
Whether the proposed transaction is in the name of Self or in the name Dependent Family Member?	
Name of the Dependent/relationship if the transaction is in the name of the dependent	
Price at which the transaction is proposed	
Current market price (as on date of this application)	
Whether the proposed transaction will be through stock exchange i.e. market or off-market deal	
Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Designated person/KMP)

Pan No.:___________________

Address:

CIN/DIN No.: _______________

Encl: Form of Undertaking

Annexure- II

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

Date:

To,
The Compliance Officer,
Schneider Electric Infrastructure Limited

Dear Sir,

I, ______ (Name) ______ , _______ (Designation)__________________of the Company residing at_________________________________ ________________________ , _____________ _________________ am desirous of dealing in_____* equity shares of the Company as mentioned in my application dated _______ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time or any regulations of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken. If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance again.

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

Name

(Signature of Designated person/KMP)

Pan No.:___________________

Address:

CIN/DIN No.: _______________

* Indicate number of shares

Annexure- III

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Schneider Electric Infrastructure Limited

Dear Sir/Mam,

I hereby inform that I have bought / sold/ subscribed equity shares of the Company as per my application dated _____________ and as approved by you on _______________ as per details given below:

Name of the Holder	Date of transaction	No. of Securities dealt with	Bought/Sold/Subscribed	DP ID / Client ID / Folio No	Price per equity share (in Rs.)

OR

I have NOT DEALT in the securities of the Company due to……………………….

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

Broker's contract note, Proof of payment to/from brokers, Extract of bank passbook/statement, copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/SEBI (Prohibition of Insider Trading) Regulations, 2015 have been contravened for effecting the above said transactions(s).

Name

(Signature of Designated person/KMP)

Pan No.:___________________

Address:

CIN/DIN No.: _______________

Annexure- IV

FORM- C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company: Schneider Electric Infrastructure Limited

ISIN of the company: ______________________________

Details of change in holding of Securities of Promoter, Employee or Director of a listed company, other such persons as mentioned in Regulation 6(2) and persons identified as Connected Persons.

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters / KMPs / Directors / immediate relative to/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: *“Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature: Designation:

Date: Place:

Annexure V

FORM- A

SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATIONS, 2015
{Regulation 7(1)(a) read with Regulation 6(2) – Initial Disclosure to the Company}

Name of the Company: Schneider Electric Infrastructure Limited
ISIN of the Company:

Details of Securities held by Promoters, Key Managerial Personnel, Directors, and such other person as mentioned in regulation 6(2)

Name, PAN No, CIN/DIN & address with contact nos.	Category of person (Promoters/ KMP/ Directors/ immedia`te relatives/ others etc)	Securities held as on the date of regulation coming into the 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 e.g. - 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	

Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:
Date:
Place:

Annexure- VI

FORM-B

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: Schneider Electric Infrastructure Limited
ISIN of the Company:

Details of securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company 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/ appointment of Director/ KMP		Open interest of the Option contracts held at the time of becoming Promoter/ appointment of Director/ KMP	
			Type of security (For e.g. - 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	

Note: “Securities” shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:
Date:
Place:

Annexure VII

FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by other connected persons as identified by the Company

Details of trading in securities by other connected persons as identified by the Company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc.)
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke /Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015*

Details of trading in derivatives by other connected persons as identified by the Company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options.*

Name:

Signature:

Place:

Annexure- VIII

Annual Form

Name of the Designated Person:

PAN Number:

Name of Educational Institution from which Designated Person Graduated:

Name of Past Employers:

Name of the Immediate Relative	PAN/any other identifier authorized by Law of Immediate Relative	Name of Person with whom Designated Person Shares Material Financial Relationship*	PAN/ any other identifier authorized by Law of Financial Relative	Mobile Number of Immediate Relative	Mobile Number of Financial Relative	Number of Securities of the Company held along with the Immediate Relative and Financial Relative

***Material Financial Relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.**