

Code of Conduct

For

Prevention of Insider Trading

And

Code of Corporate Disclosures practices

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## Introduction

### **Code of Conduct for Insider Trading**

This document outlines the Code of Conduct applicable to Schneider Electric President Systems Limited in line with the regulations formulated by Securities and Exchange Board of India with regard to Prohibition of Insider Trading, and titled as Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter also referred to as the Regulations), which has been notified on 15<sup>th</sup> January 2015

The Securities and Exchange Board of India (SEBI) has formulated the SEBI (Insider Trading) Regulations, 1992. These regulations prohibit an insider from dealing in the securities of a company listed on any stock exchange on the basis of any unpublished price sensitive information. It also prohibits the communication of any unpublished price sensitive information to any person except as required under law. Further, the Regulations also prohibit counselling or procuring any person to deal in the securities of any company on the basis of any unpublished price sensitive information.

Through this policy, the Company, intends not only to regulate the trading by insiders, but also seek to prohibit insider trading, as envisaged in the Regulations.

Any insider who acts in contravention of these regulations is liable to be punished according to the law including imprisonment and/or fine as provided under Sections 15G and 24 of the Securities and Exchange Board of India Act, 1992.

Schneider Electric President Systems Limited hereby notifies this document as the code of conduct to be followed by all Directors, Officers and Employees in order to prevent insider trading while dealing/trading in the securities of Schneider Electric President Systems Limited.

### **Applicability**

This code shall be applicable to all Directors, Officers and Employees of Schneider Electric President Systems Limited.

#### **1. Title :**

This Code shall be known as “**Code of Conduct to Regulate, Monitor and Report Trading by Insiders**” (“Code of Conduct”)

#### **2. Commencement :**

This Code shall come into force on 15<sup>th</sup> May 2015.

#### **3. Definitions :**

Definitions-

(A) As per the SEBI Regulations -

- (a) “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- (b) Connected Person shall have the meaning given to it under Regulation 2(d) of the Regulations and shall also include the promoters and their directors and key managerial personnel.
- (c) “generally available information” means information that is accessible to the public on a non-discriminatory basis;
- (d) “immediate relative” means a spouse of a person, and includes parents, 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;
- (e) “insider” means any person who is;
  - (i) a connected person; or
  - (ii) in possession of or having access to unpublished price sensitive information;
- (f) “promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- (g) “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;
- (h) “Specified” means specified by the SEBI in writing;
- (i) “Stock Exchange” means a stock exchange which is recognized by the Central Government or SEBI under section 4 of Securities Contracts (Regulation) Act, 1956 (
- (j) “Takeover Regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (k) “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly;

- (l) “Trading day” means a day on which the recognized Stock Exchanges are open for trading;
  - (m) “Unpublished Price Sensitive Information” means any information, relating to a 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:-
    - (i) financial results;
    - (ii) dividends;
    - (iii) change in capital structure;
    - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
    - (v) changes in key managerial personnel; and
    - (vi) material events in accordance with the listing agreement.
- (B) For the purpose of this Code
- i. “Regulations” means the SEBI (Prohibition of Insider Trading) Regulations, 2015.
  - ii. “Company” – means Schneider Electric President Systems Limited’.
  - iii. “Board of Directors” means the Board of Directors of the Schneider Electric President Systems Limited.
  - iv. “Compliance Officer” means – The Officer appointed by the Board of Directors of the Company for the purpose of this Code from time to time.
  - v. “Designated Employees” shall include
    - a. All officers comprising the top three tiers of the company management as notified from time to time by the Managing Director and attached in Annexure VIII and all Schneiderians in the Finance & Accounts, Legal & Secretarial Department, Corporate Communications and Sales & Marketing; and

- b. Such Schneiderians, from time to time, as in the opinion of the Compliance Officer are likely to be in the possession of Price Sensitive Information.
  - c. Respective spouse, dependent parents and dependent children of the officers and employees falling in categories (i) and (ii) above, (hereinafter referred to as **“dependent family members”**)
  - d. an auditor, accountancy firms, law firms, analysts, consultants or other persons, etc. assisting or advising the Company; and
- 
- vi. Generally Available Information means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges.
  - vii. “SEBI” means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992.
  - viii. Specified Persons means all Directors, Employees and Connected Persons of the Company (including all Designated Persons)
  - ix. “Trading Window” – means trading period for trading in Company’s Securities as specified by the Compliance Officer.

#### **4. Compliance Officer :**

- a) The Company has appointed Company Secretary as the Compliance Officer who shall report to the Managing Director. He shall provide the reports to the Chairman of the Audit Committee as and when it may be deemed necessary.
- b) In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and President Systems to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

- c) The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

**DUTIES OF THE COMPLIANCE OFFICER:**

The Compliance Officer shall be responsible for:

- Setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board/Audit Committee.
- Prescribing procedures for various activities referred to in the Code.
- Compliance with the policies and procedures referred hereinabove.
- Monitoring adherence to the rules for the preservation of unpublished price sensitive information.
- Grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
- Implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.
- The Compliance Officer shall maintain a record of the Designated Schneiderians and any changes made in the list of Designated Schneiderians as per the format set out in Annexure 1
- The Compliance Officer shall assist all the Schneiderians in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
- The Compliance Officer shall also implement and oversee the Code of Corporate Disclosure
- The Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly basis.
- Practices for Prevention of Insider Trading as set out in Schedule B of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 attached hereto as Schedule I.

5. This Code will be applicable to Designated Persons i.e. employees and other connected persons **including but not limited to** Directors/officers/Designated employees and their immediate relatives as defined herein.
6. Restrictions on Communication & Trading by Insiders:
  - (i) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
  - (ii) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
  - (iii) Notwithstanding anything contained in the Regulations, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
    - a. entail an obligation to make an open offer under the Takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company;
    - b. not attract the obligation to make an open offer under the Takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interest of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.
  - (iv) For purposes of sub-regulation (iii), the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential,

except for the purpose of sub-regulation (iii) and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

7. Need to Know

The Specified Persons who are privy to Unpublished Price Sensitive Information, shall handle the same strictly on a Need to Know basis. This means the Unpublished Price Sensitive Information shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of Unpublished Price Sensitive Information will not in any manner give rise to a conflict of interest or likelihood of misuse of the information

8. Limited access to Confidential Information

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

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

9. Chinese Wall

To prevent the misuse of Unpublished Price Sensitive Information, the Company has adopted a 'Chinese Wall' policy which separates those departments which routinely have access to Unpublished Price Sensitive Information, considered —inside areas from those departments which deal with sale/marketing or other departments providing support services, considered public areas

As per the said policy:

- The Employees in the inside areas are not allowed to communicate any Unpublished Price Sensitive Information to anyone in the public areas.
- The Employees in inside area may be physically separated from the Employees in public area.
- The demarcation of various departments as inside area shall be determined by the Compliance Officers in consultation with the Board.
- Only in exceptional circumstances, Employees from the public areas are brought 'over the wall' and given Unpublished Price Sensitive Information on the basis of —'need to know' criteria, under intimation to the Compliance Officer.

10. Trading when in possession of unpublished price sensitive information

No insider shall trade in securities that are listed or proposed to be listed on a Stock Exchange when in possession of unpublished price sensitive information:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:-

- a. the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of Regulations and both parties had made a conscious and informed trade decision;
- b. in the case of non-individual insiders:-
  - i. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade;
  - ii. appropriate and adequate arrangements were in place to ensure that the Regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached; and
  - iii. the trades were pursuant to a trading plan set up in accordance with the Regulations.

- iv. In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the person making the charge.
- v. The SEBI may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of the Regulations.

#### 11. Trading Plans

- (i) An insider, shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (ii) Such trading plan shall:-
  - a. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - b. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
  - c. entail trading for a period of not less than twelve months;
  - d. not entail overlap of any period for which another trading plan is already in existence;
  - e. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trade shall be effected; and
  - f. not entail trading in securities for market abuse.
- (iii) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable considerate assessment of the plan, and to approve and monitor implementation of the plan.

- (iv) The trading plan once approved shall be irrevocable and the insider shall mandatorily be required to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

- (v) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities are listed.

## 12. Disclosures by certain persons

- (i) Every public disclosure shall be made in such form as may be specified; other disclosures shall be made in the forms annexed hereto.
- (ii) The disclosures to be made shall include those relating to trading by the concerned person's immediate relatives as well as by any other person for whom such person takes trading decisions and shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for this purpose provided that trading in derivatives of securities is permitted under the applicable law.
- (iii) The disclosures made hereunder shall be maintained by the Company for a minimum period of five years in such form as may be specified.

### (iv) Initial Disclosures

- a. Every promoter, key managerial personnel and directors of the Company shall disclose his/her holding of securities of the Company as on the date of this Code taking effect, to the Company within thirty days thereof; (Annexure II annexed)
- b. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities 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. (Annexure II annexed)

(v) Continual Disclosures

- a. Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transactions if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified; (Annexure III annexed)
- b. The Company shall notify the particulars of such trading to the Stock Exchanges on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation: It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under the above provision, shall be made when the transactions effected after the prior disclosure cross the threshold specified therein.

(vi) Annual Disclosures

All Directors and Designated Employees shall furnish to the Company an annual statement of holding in the securities of the Company (in format Annexure IV annexed) within 30 days of the close of the financial year.

(vii) Disclosures by other connected persons

The Board of Directors of the Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Board of Directors of the Company in order to monitor compliance with the Regulations.

13. Other Requirements

- a. The Compliance Officer will report to the Board of Directors and in particular, shall provide report to the Chairman of the Audit Committee at their respective meetings provided there are any reportable transactions.
- b. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- c. All Insiders will have to keep the files containing confidential information relating to price sensitive information fully secured. Computer files must be kept with adequate security of login and password, etc.

14. Procedure and restriction for trading in the Securities of the Company by Designated Employees and connected persons.

Trading Window

Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the Securities of the Company

Unless otherwise specified by the Compliance Officer, the Trading Window for Trading in Securities of the Company shall be closed for the Designated Persons identified by the Compliance Officer, when the Compliance Officer determines that a Designated Person or class of Designated Persons are reasonably expected to have UPSI, including for the following purposes-

- (a) declaration of financial results,
- (b) declaration of dividends,
- (c) change in capital structure,
- (d) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions

(e) changes in key managerial personnel, and

(f) material events in accordance with the listing agreement.

In respect of declaration of financial results, the Trading Window shall remain closed for a period of 7 days prior to the end of the respective quarter, half-year, or financial year, as the case may be.

As regards declaration of dividend and other matters referred to in (c) to (f) above, the Managing Director/ Chief Financial Officer shall, well before initiation of such activity/project, form a core team of Employees who would work on such assignment. The Managing Director/ Chief Financial Officer shall also designate a senior Employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the UPSI regarding the activity /project is made generally available or the activity/project is abandoned and the Trading Window would be regarded as closed for them. Such core team may share information related to the activity/project with any Connected Person only on a need to know basis for any advice or guidance required from such Connected Person, provided that such person are bound by confidentiality and undertake not to breach the Regulations.

The Trading Window shall be opened 48 (Forty-Eight) hours after the information referred to above becomes generally available.

All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

a. Pre-clearance of Trades when Trading Window is open and reporting thereof

All Designated persons intending to trade in the securities of the company to the extent of 25,000 Shares or Rs. 10 (Ten) Lacs of traded value, whichever is lower, in one calendar

quarter may do so without any pre-clearance from the Compliance Officer. In other cases, they should follow the following procedure:

- i. Designated Persons of the Company (including for their immediate relatives) should make an application to the Compliance Officer in the prescribed form (as per Annexure V annexed) for pre-clearance of the transaction if the threshold limit is likely to be exceeded as a result of the transaction.
- ii. Execute an undertaking in favour of the Company in the prescribed form (as per for AnnexureVI annexed).
- iii. The Proposed transaction can be carried out only after receiving appropriate clearance from the Compliance Officer (as per Annexure V annexed).
- iv. The execution of the order in respect of the securities of the Company will have to be completed within 7 trading days of such approval of pre-clearance failing which fresh clearance would be necessary.
- v. The Designated Person shall report the trades executed pursuant to the pre-clearance approval (as per Annexure V annexed) within two trading days and in the event he has decided not to trade after securing pre-clearance, he should report the same as well with reason (as per Annexure V annexed) not later than two trading days after the end of seven trading days of the grant of approval.

b. Restrictions on Trading

- i. No Designated Person or their immediate relatives shall trade in any securities of the Company during the closure of the Trading Window.
- ii. All Designated Person who trade in any number of shares of the Company shall not execute a contra trade during the next six months following the prior transaction.
- iii. In accordance with provisions of section 194 of the Companies Act, 2013 forward dealings in securities of the Company by Directors or Key Managerial Personnel are prohibited.

15. PENALTY

- a. Directors/Officers/Designated Employees who trade in securities or communicate any unpublished price sensitive information for trading in securities in contravention of the

Code of Conduct prescribed by the Company will be penalized and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to explain their stand in the matter. They shall also be subject to disciplinary action including wage freeze, suspension, ineligibility for future participation in E.S.O.P. (Employees Stock Option Plans) etc.

- b. In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- c. In addition to the action taken by the Company, the persons violating these Regulations will also be subject to action by SEBI as per SEBI Act. In case of any violation, SEBI shall be informed by the Company about the matter.
- d. The Board of Directors of the Company shall have power to modify or replace this Code, in part or full, as appropriate and as may be thought fit from time to time.

16. Power to amend the Code of Conduct:

The Board of Directors of the Company shall have power to modify or replace this Code, including annexure hereto, in part or full, as appropriate and as may be thought fit from time to time. Notwithstanding anything contained in this clause, any amendments made to the formats of disclosure by SEBI or such other statutory authority, shall be deemed to be the format under this policy, and this policy shall be deemed to have been automatically amended to the effect of adoption of such prescribed format.

This Code was duly approved by the Board of Directors by passing a Circular Resolution dated 14<sup>th</sup> May, 2015 and the Code shall come into force with effect from May 15, 2015.

## Schedule A

**Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders**

*[See sub-regulation (1) and sub-regulation (2) of regulation 9]*

1. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors.
2. All information shall be handled within the organisation on a need-to-know basis and nonpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations. The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to "cross the wall".
3. Employees and connected persons designated on the basis of their functional role ("**designated persons**") in the organisation shall be governed by an internal code of conduct governing dealing in securities. The board of directors shall in consultation with the compliance officer specify the designated persons to be covered by such code on the basis of their role and function in the organisation. Due regard shall be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.
4. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an

instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

5. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.
6. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
7. The compliance officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
8. 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 unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

9. The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.
10. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
11. The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.
12. Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension etc., that may be imposed, by the persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, for the contravention of the code of conduct.

13. The code of conduct shall specify that in case it is observed by the persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, that there has been a violation of these regulations, they shall inform the Board promptly.



**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:

ISIN of the company:

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director 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)	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	8	9

**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 II

**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:

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 Sharehol ding	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/ appointm ent 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 III

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,  
2015**

**[Regulation 7 (2) read with Regulation 6 (2)]**

Name of the company:

ISIN of the company:

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

Name, PAN No, CIN/DIN & address of Promoter / Employee/	Category of person (Promoters/ KMP/ Directors/ immediate	Securities held prior to acquisition / disposal	Securities acquired/ disposed	% of shareholding	Date of allotment advice/ acquisition of shares/ sale of shares specify	Date of intimation to company	Mode of acquisition (market purchase/ Public rights/ preferential offer/ off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc.)	Exchange on which the trade was executed

Director with contact nos.	relative s/ others etc)	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy	Sell	
												Value	Number of units (contracts * lot size)	

																	( C o n t r a c t s  *  l o t  s i z e )
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	

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

Name, PAN No, CIN/DIN & address of Promoter / Employee / Director with contact nos.	Connection with the company	Securities held prior to acquisition / disposal		Securities acquired/ disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ Public rights/ preferential offer/ off market / Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed	
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell			
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	

e:  
:ion:

**Annexure IV**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**Regulation 7 (3) - Transactions by other connected persons as identified by the company**

Name, PAN No, CIN/DIN & address of Promoter/ Employee/ Director with contact nos.	Connection with the company	Securities held prior to acquisition / disposal		Securities acquired/ disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ Public rights/ preferential offer/ off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc.)	Exchange on which the trade was executed
		Type of security (For e.g. - Shares, Warrants, Convertible	No.	Type of security (For e.g. - Shares, Warrants, Convertible Debentur	No.	Pre transaction	Post transaction	From	To				
												Buy	
												Value	



1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
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**Note:** “Securities” shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

**Annexure - V****Form for permission from the Company****Regarding proposed purchase/sale of****Listed securities of the Company****Date:**

The Compliance Officer

Schneider Electric President Systems Limited,

Employee Code:	
Name of the Schneiderian	
Designation	
Region	
Date of Joining the Company	
Name of holder of securities	
Relation to the Schneiderian	
Kind of securities proposed to be dealt in	
Number of securities proposed to be Dealt in	
Estimated Market Value of the Securities proposed to be dealt in	
Name of the depository	
Folio No./Client ID No.	

I hereby declare that all information in this form is true and correct to the best of my knowledge. I also understand that any mis- representation of facts in this form is sufficient cause for disciplinary action by the Company

Date:  
Place

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Signature of the Applicant

**PRE-CLEARANCE ORDER**

This is to inform you that your request for dealing in.....(nos) shares of the company as mentioned in your above mentioned application is approved. Please note that this said transaction must be completed on or before

(date) that is within 7 days from today.

Date: For.....

Compliance Officer

**CONFIRMATION OF DEAL**

To: The Compliance Officer

I confirm that the share dealing for which approval was granted on ..... was completed on..... by purchasing/ selling.....(nos). equity shares of the company.

OR

Please note that pursuant to the pre-clearance dated ..... granted for purchase/sale of ..... (nos.) equity shares/ listed securities of the Company, I have decided not to trade thereunder for the reason .....

Date: Signature

NOTE : Permission should be obtained in case of purchase/sale of equity shares exceeding 25,000 OR Rs. 10 lacs of the expected trade value in one calendar quarter.

**Annexure- VI**

**(UNDERTAKING TO BE SUBMITTED ALONGWITH THE APPLICATION FOR PRE-CLEARANCE)**

**Date:**

The Compliance Officer  
Schneider Electric President Systems Limited,

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

I, \_\_\_\_\_, residing at \_\_\_\_\_ do hereby solemnly declare and undertake as follows:

1. I am Director/ Officer /Designated employee of Schneider Electric President Systems Limited, a public limited company, incorporated under the Companies Act, 1956, and having its Registered Office at \_\_\_\_\_ (hereinafter referred to as "the Company")
2. I am working with the Company as its \_\_\_\_\_ at \_\_\_\_\_
3. I hereby declare that I do not have any access to Price Sensitive Information / I have not received Price Sensitive Information upto the time of signing this undertaking. (Strike off whichever is not applicable)
4. I further hereby agree, undertake and declare that in case I obtain access to or receive Price Sensitive Information after the signing of this Undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I will completely refrain from dealing in the securities of the Company till the time such information becomes public.
5. I further hereby declare that I have not contravened the Code of Conduct for Prevention of Insider Trading for Schneider Electric President Systems Limited as notified by the Company from time to time.

6. I further declare that I have made a full and true disclosure in the matter.

7. I agree that after a buy or sell transaction, I 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. I also agree that I shall also not take positions in derivative transactions in the shares of the Company at any time.

8. I confirm that any misrepresentation on my part as to what is undertaken by this undertaking will amount to fraudulent conduct/ misconduct on my part and the Company will be entitled to take disciplinary action against me as it may deem fit.

Date :

Place :

( Signature of Applicant )

**CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION****(Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)****I. INTRODUCTION:**

The Securities and Exchange Board of India (SEBI) in its endeavor to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. These regulations were notified on 15th January, 2015 and shall come into force with effect from 120th Day from the date of its notification i.e. w.e.f. from 15th May, 2015. These regulations shall be applicable to all companies whose shares were listed on Indian stock exchanges.

It is mandatory in terms of the Regulations for every listed company/entity to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

In order to comply with the mandatory requirement of the Regulations, it was necessary to formulate a specific Code of Fair Disclosure for Schneider Electric President Systems Limited (hereinafter referred to as 'the Company') for use by its Promoters, Directors, Officers, Employees and Connected Persons.

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company and followed by its Directors, Officers, Employees and Connected Persons. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

**II. PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

The Board of Directors of Schneider Electric President Systems Limited have always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company and the members of the Board, Officers,

all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available.
2. The Company shall ensure Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary / Compliance Officer of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. To make the information generally available, the same will be transmitted to the Stock Exchanges where the shares of the Company are listed for publication on their respective websites and be also made available on the Company's website [www.Schneiderelectricpresident.com](http://www.Schneiderelectricpresident.com)
5. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
6. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
7. The Company will ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
8. Following guidelines will be adopted by the Company while dealing with Analysts/Institutional investors: -
  - a. The Company will provide only public information to Analysts/Research persons/ large Investors/Institutions.
  - b. At least two officers of the Company will be present at the meetings with Analysts, Brokers, Institutional Investors and the discussions with them will be recorded to avoid misquoting or misrepresenting.
  - c. Questions outside the intended scope of discussions by the Analysts will not be answered normally but the same may be taken on notice and a considered response given later.
  - d. Whenever the Company will organize meetings with Analysts, it will normally be followed by a press release and the same information will also posted on the website of the Company. This will be simultaneously sent to the Stock Exchanges
9. The Company shall handle of all unpublished price sensitive information on a need-to-know basis.

### III. POWER OF BOARD OF DIRECTORS

The Managing Director of the Company, subject to the approval of the Board, is authorized to amend or modify this code in whole or in part.

The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to give effect to the intent of this code, and to further the objective of good corporate governance.

The decision of the Board of Directors of the Company with regard to any or all matters relating to this code shall be final and binding on all concerned.

#### **IV. DISCLOSURE OF THE CODE ON THE WEBSITE OF THE COMPANY**

This Code was duly approved by the Board of Directors by passing a Circular Resolution dated 14<sup>th</sup> May, 2015 and the Code shall come into force with effect from May 15, 2015.

This code shall be published on the official website of the Company.

Further, this code and every subsequent amendment made thereto, shall be promptly intimated to the Stock Exchanges where the securities of the company are listed.