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CODE OF CONDUCT FOR REGULATING & MONITORING TRADING BY INSIDERS

[Under Regulation 9(1) and (2) of the Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015]

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 (hereinafter referred as “Regulations”) that aims at governing the pathway for monitoring trading activities by the insiders, pursuant to the powers conferred on it under the SEBI Act, 1992 (“the Act”).

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and strives to preserve the confidentiality of ‘UNPUBLISHED PRICE SENSITIVE INFORMATION’ and to prevent misuse of such information. **Trading on insider information is not only illegal, but also tarnishes Company’s corporate credibility.** The Company is further committed to ensure transparency and fairness in dealing with all the stakeholders of the Company. **Any appearance of immodesty, however inadvertent, on the part of anyone, whether that would be connected or deemed to be connected with the Company could seriously hamper the Company’s reputation on one hand and quiver the faith of stakeholders on the other, besides invoking penalties and disciplinary actions from the Regulatory Authorities.** The purpose of this document is to elucidate and inform to all Connected or any Deemed Connected persons to the Company that they have a responsibility and duty to preserve the confidentiality of all price sensitive information obtained in the course of his or her day to day operations and association with the Company. No Connected or Deemed Connected person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. **To achieve these objectives, the Company hereby notifies that this policy be followed by all Connected or Deemed Connected persons of the Company.**

Pursuant to the provisions of Regulation 9 of the Regulations, PTC India Limited (the Company) has framed a comprehensive set of guidelines – ‘**THE CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**’ (‘the Code’), which lays down in a concise manner the shares trading do’s and don’ts to be followed by the designated employees, to whom the Code is applicable, so as to create a corporate culture of trust, honesty, integrity, transparency,

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accountability by prohibiting directors/employees from using inside information to their own investment advantage and from disclosing such information for use by outsiders.


Section I: Preface

1. This Code of Conduct shall be called “PTC India Limited: **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**” (hereinafter referred to as ‘the Code of Conduct’ or ‘Code’).
2. The Code of Conduct shall come into force with effect from 28th day of May, 2015 and as amended from time to time.
3. The Code shall continue to be in force until the Regulations under which the said Code has been framed, be repealed by the SEBI and is subject to change pursuant to any amendments thereof in the said Regulations.
4. The Board of Directors (hereinafter referred to as ‘Board’), may from time to time review and amend the provisions of the Code in terms of the global practices being followed and amendments, if any under the Regulations.

Section II: Definitions & Interpretations

1. Definitions:-

In this Code the following expressions including their grammatical variations and cognate expressions shall unless repugnant to the context or meaning thereof, have the meaning assigned to them respectively hereunder:-

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(a) “Act” means the Securities & Exchange Board of India, 1992 as amended from time to time;

(b) “Associate Company” or “Associate” in relation to another Company, means a Company in which the other Company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.


Explanation.—For the purposes of this clause, “significant influence” means control of at least twenty per cent of total share capital, or of business decisions under an agreement;

(c) “Company” means PTC India Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 2nd Floor, NBCC Tower, 15, Bhikaji Cama Place, New Delhi - 110 066 including its holding, subsidiary (ies) and associate(s) as the context may admit.

(d) “Code” or “this Code” shall mean the ‘Code Of Conduct For Prevention of Insider Trading’ relating to the Securities Market’ of the Company as amended from time to time


(e) “Connected person” means-

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, including by reason of frequent communication with its officers or by being in any temporary/ permanent, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship whether temporary or permanent with the Company , that allows such person, directly or indirectly, access to an unpublished price sensitive information or is reasonably expected to allow such access; or

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(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be ***deemed to be connected persons*** unless the contrary is established, -

- an relative of connected persons specified in clause (i); or
- a holding company or associate company or subsidiary company; or
- an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- an investment company, trustee company, asset management company or an employee or director thereof; or
- an official of a stock exchange or of clearing house or corporation; or
- a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- a banker of the company; or
- a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent of the holding or interest; or
- a firm or its partner or its employee in which a connected person specified in clause (i) is also a partner; or
- a person sharing household or residence with a connected person specified in clause (i); or
- Internal & External Auditors; or
- Contractual Employees; or
- Consultants; or

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- Investor Associations; or
- Research Agencies; or
- Media Agencies associated with the Company; or
- Publication Houses

(f) “Compliance Officer” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

Explanation – For the purpose of this code, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.”


(g) “Consultants” means any professional engaged by the Company, in the field of Accounts, Audit, Taxation, Legal etc. on a regular basis or on an assignment basis, by whatever name called, who is neither an Employee of the Company nor a Freelance

Journalist.

(h) “Contractual Employees” includes any person who is working for the Company but is not on the payrolls of the Company.

(i) “Designated Person” or “Designated Employee” means:

- (i) Promoters of the Company;
- (ii) Board of Directors including, executive or non-executive or independent or nominee directors (hereinafter referred as “Board”) and their secretaries if such secretary have access to Unpublished Price Sensitive Information;

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(iii) Key Managerial Personnel;

(iv) Officers in the senior management of the Company i.e., Leadership Team

(v) Employees up to 2 levels below Chief Executive Officer of the Company/ Managing Director and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;

(vi) Employees of the Corporate Financial Services Department and Corporate Legal & Secretarial Services Department of the Company irrespective of their grade level based on their role and access to Unpublished Price Sensitive Information.


(vii) Any other employees, entity or person as may be determined and informed by the Managing Director/CEO or CFO in consultation with Compliance Officer from time to time

(j) “Employees” includes any person being in the bona fide permanent employment of the Company and/or its Subsidiaries/ Associates/ Holding companies, if any including apprentices, trainees etc.

(k) "Generally available information" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;

(l) “Holding Company” (including ultimate Holding Company) in relation to one or more other Companies, means a Company of which such Companies are subsidiary companies;

(m)“Immediate relative” or “Dependent” 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;

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(n) "Insider" means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;

(o) "Promoter" shall have the same meaning as assigned to it under the Securities and Exchange Board of India(Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modifications thereof;

(p) "Securities" shall have the same meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof;

(q) "Subsidiary Company" or "Subsidiary", in relation to any other Company (that is to say the holding company), means a company in which the holding company:


- (i) Controls the composition of the Board of Directors; or
- (ii) Exercises or controls more than one-half of the total share capital either at its own or together with one or more of its subsidiary companies.

(r) "Trading" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

(s) "Trading days" means the days on which the recognized stock exchanges are open for trading;


(t) "Trading Plan" means a plan for dealing in securities of the Company by the persons who may be perpetually in possession of Unpublished Price Sensitive Information.

(u) "Trading Window" means the period during which trading may be carried out in Company's Securities by Connected person;

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(v) **“Unpublished Price Sensitive Information”** or “UPSI” 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: • financial results;

- Dividends;
- change in capital structure ;
- mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- change in rating (s), other than ESG rating (s);
- Fund raising proposed to be undertaken;
- agreements, by whatever name called, which may impact the management or control of the Company;
- fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the Company, whether occurred within India or abroad;
- resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the Company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- initiation of forensic audit, by whatever name called, by the Company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, promoter or subsidiary, in relation to the Company;
- outcome of any litigation(s) or dispute(s) which may have an impact on the Company;

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- giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the Company not in the normal course of business;
- granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
- Any such other information which may affect the price of Securities

(w) Relative shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

NOTE: It is intended that the relatives of a “connected person” too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.


2. Interpretation:

In this document, unless the contrary intention appears:

- (a) The singular includes the plural and vice versa;
- (b) Any word or expression importing the masculine, feminine or neuter genders only, shall be taken to include all three genders.

Section III: Restriction on Communication and Trading by Insiders i.e. Preservation of "Price Sensitive Information"

- a) All Insiders and deemed to be Insiders including Designated Persons of the Company shall not communicate, provide or allow access to any Unpublished Price Sensitive Information relating to Company or its Securities listed or proposed to be listed to any person including other insider except when such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or procure from or cause the communication by any


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Designated Person of UPSI, related to the Company or its Securities, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.


- b) Any person in receipt of the UPSI for a “legitimate purpose” pursuant to the Fair Disclosure Code shall be considered an ‘Insider’ and shall be governed by the applicable provisions of the Company’s Insider Trading Policies
- c) Such persons shall also not pass such information to any person directly or indirectly by any means such as making a recommendation for the purchase or sale of Securities etc.
- d) Unpublished Price Sensitive Information is to be communicated only on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those who need such information to discharge their duties or legal obligations.
- e) All files, whether electronic or manual, containing confidential information shall be kept secure.
- f) All Unpublished Price Sensitive Information received by any Employee should be reported, communicated, provided, allowed access to or procured to the head of his/her department.

Section IV: Administration of Code by Compliance Officer

- a) The Company has appointed Company Secretary, as the Compliance Officer under this Code, who shall report to the Board.

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- b) The Compliance Officer shall be responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of “Unpublished Price Sensitive Information”, pre-clearing of Designated Employees’ and their dependents’ trades (directly or through respective department heads as decided by the Company), monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.
- c) The Compliance Officer shall maintain a record of the Designated Employees and any changes therein.
- d) The Compliance Officer shall assist all the Designated Employees’ in addressing any clarifications regarding the Regulations and the Company’s Code of Conduct.
- e) The Compliance Officer may in consultation with the Authorized Representative and shall as directed by the Board, specify period for closure of Trading Window from time to time and immediately make an announcement thereof. In this regard, Compliance Officer is required to ensure that the trading window shall not be re-opened earlier than forty-eight hours from the date of dissemination of information to the public.
- f) The Compliance Officer shall place report in respect of dealings in the Securities by Designated Employees and deemed to be Connected Persons (in the format prescribed) before the Chairman of the Board and Audit Committee on a quarterly basis.
- g) The Compliance Officer shall maintain a proper record of the deemed to be connected persons and any changes therein.

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h) The Compliance Officer shall obtain requisite declarations from the connected and deemed to be connected persons to prevent the acts of insider trading.

Section V: Repealing Provision

Upon coming into effect of this code, all the policies framed under the erstwhile provisions for Insider Trading shall stand redundant.

Section VI: Applicability of Code

The ambit of Code is broadly classified as follows:

Part A of the Code is applicable on the persons enumerated as below:

- (a) Promoters of the Company;
- (b) Directors of the Company;
- (c) Employees/ Designated Employees of the Company;
- (d) Ex-Employees of the Company who have been associated with the Company during six months prior to an act of Insider Trading;

Part B of the Code is applicable on “**deemed to be connected persons**”.

PART A OF CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. Chinese Wall

The Company shall adopt a Chinese Wall policy to prevent the misuse of confidential information, which separates those areas of the Company which routinely have access to confidential information.

All information shall be handled within the organisation on a need-to know basis.

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To implement the same, the following procedure shall be followed:

- a. All physical files containing confidential information shall be kept secure under lock and key in custody of officials designated by the Compliance Officer. Files containing confidential information should be deleted/destroyed after its use, unless they are required for future purposes or as per law.
- b. All computer files shall have adequate security of login and passwords. Files containing confidential information should be deleted/destroyed after its use, unless they are required for future purposes or as per law.
- c. Monitoring by Compliance Officer of the effectiveness of the Chinese wall; and
- d. Disciplinary sanctions where there has been a breach of the wall.


2. Restrictions and Procedure While Dealing in Company's Securities

2.1 Insider Trading

- a) An Insider, including a Designated Person, shall not, directly or indirectly:
 - (i) Trade in Securities of the Company, except when the Trading Window is open and he / she is not in possession of UPSI, and such Trade is in accordance with the Regulations.
 - (ii) Provide advice/ tips to any third party in relation to the Company's Securities while in possession of UPSI.

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- (iii) Enter into speculative trading (e.g. intraday trading) in the Securities of the Company.
 - (iv) Trade in the Securities of the Company for short term considerations.
 - (v) Enter into derivative transactions related to the Securities of the Company at any time because of the speculative nature of the instruments. However, he / she may deal in Index Futures.
 - (vi) Trade in Securities of the Company through portfolio management schemes, whether discretionary or non-discretionary.
 - (vii) Advise any person to trade or not to trade in the Securities of the Company.
- b) Further, no Insider, including a Designated Person, may, while in possession of UPSI about any other listed or proposed to be listed company, gained in the course of employment with the Company:
- (i) trade in the Securities of such other company;
 - (ii) “tip” or disclose such material non-public information concerning such company to anyone; or
 - (iii) give trading advice of any kind to anyone concerning such company.
- c) When a person who has traded in Securities of the Company has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. This presumption may be rebutted by demonstrating the circumstances including as provided in Regulation 4 of the Regulations including the following circumstances:
- (i) The transaction is an off-market inter-se transfer between Insiders, including Designated Persons, who were in possession of the same UPSI without being in breach of this Code and the Regulations, and both parties had made a conscious and informed trade decision, provided that such UPSI was not obtained under Regulation 3(3) of the Regulations and such off market trade shall be reported by such persons to the Company within 2 (two) working days;
 - (ii) Trade is pursuant to a Trading Plan (as defined below) set up in accordance with this Code and the Regulations;
 - (iii) The transaction is carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation

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3 of the Regulations and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these Regulations.

- (iv) The transaction is carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction; or
- (v) The transaction is undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- (vi) in the case of non-individual insiders (company, firm etc.): –
 - 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; and
 - appropriate and adequate arrangements were in place to ensure that these 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;
 - The trades were made pursuant to the trading plan as set up under these Regulations

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 Board. The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

2.2. Trading Window:

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All Designated Employees along with their relatives and any other employee as the Board may deem fit, shall conduct all their dealings in the securities of the Company only in a Trading Window within the threshold limit prescribed hereunder and shall not deal in any transactions involving the purchase or sale of the Company's securities during the period when the Trading Window is closed.

(i) The following restrictions being put forth on the Designated Employees (along with their relatives) and any other employee as the Board may deem fit:

a. The Company has designated a 'Trading Window ' period being the period during which transactions in the shares of the Company can be effected by the said Designated Employees' (hereinafter referred to as 'Trading Window') for trading in the Company's securities;

b. The **TRADING WINDOW** shall remain **closed** from the date of notice given to Stock Exchanges for convening the meeting of the Board of Directors of the Company to consider:

- Declaration of Financial results (quarterly and annual)*;
- Declaration of dividends (interim and final);
- Issue of securities by way of public/rights/bonus 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;
- Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc..;
- Consolidation / splitting of shares;
- Voluntary de-listing of shares by the company;
- Forfeiture of shares;
- ADR / GDR or any other class of securities to be issued abroad; &
- Cancellation of dividend/right etc.
- Change in Key Managerial Personnel

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- Material events in accordance with the listing regulations
- Any other material events that may have material affect on the price of the securities of the Company.

**With regard to declaration of financial results, the trading window shall remain closed from the next day after the end of the quarter/period in respect of which the Financial Results are to be declared.*

- c. The **TRADING WINDOW** shall be **opened not later than 48 hours** after the dissemination of information (as referred to in Clause (b)) to the public.
- d. Subscription of shares from the primary market shall be allowed during closure of Trading Window subject to receipt of clearance from the Compliance Officer, as per the prescribed format. However, sale of shares, so acquired shall not be allowed when Trading Window is closed.


2.3. **Notional Trading Window:**

To ensure that no fraudulent dealing in securities takes place, the Notional Trading Window may be created from time to time.

“Notional Trading Window” means a temporary restriction on the trading by the Designated persons and any other person as the Compliance Officer deems fit in consultation with the Chairman, during the period when the discussions pertaining to policy decisions/ any proposed corporate action are being made within the Company but formal decision for the same is yet to be taken.

Notional Trading Window may generally take place prior to the communication of following special events to the public:

- Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc.;

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- Consolidation / splitting of shares;
- Voluntary de-listing of shares by the company;
- Forfeiture of shares;
- ADR / GDR or any other class of securities to be issued abroad;
- Declaration of dividends (interim and final);
- Issue of securities by way of public/rights/bonus etc.;
- Any major expansion plans or execution of new projects;
- Amalgamation, mergers, takeovers and buy-back;
- Any other event as may be deemed fit by the Compliance Officer.
- Change in Key Managerial Personnel
- Material events in accordance with the listing agreements
- Any other material events that may have material affect on the price of the securities of the Company.

**With regard to declaration of financial results, the trading window shall remain closed from the next day after the end of the quarter/period in respect of which the Financial Results are to be declared.*

2.4. Procedure for obtaining Pre clearance for dealing in the securities of the Company

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.

Any Employees/ Directors/Promoters/ Designated Persons who intend to deal in the Securities of the Company, to the tune of 15000 shares or where the transaction value of the Securities intend to be Traded exceeds Rs. 7,00,000/- (Rupees Seven Lacs) (market Value) whichever is less, shall get their proposed transactions pre-cleared as per the pre-clearance procedure as mentioned below:

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- a. For pre-clearance of trade, an application in the **prescribed form** shall be made to the Compliance Officer by the concerned person indicating the estimated value that such person or their Dependents intends to deal in, details of depository and such other information as may be prescribed by the Company
- b. On receipt of such request, the Compliance Officer shall obtain an undertaking from such person, as follows:
 - i. That the concerned person does not have any access or has not received “Price Sensitive Information” up to the time of signing of undertaking;
 - ii. That in case the concerned person has access to or receives Price Sensitive Information” after the signing of the undertaking but before the execution of transaction, he/she shall inform the Compliance Officer of the change in his position and he/she would completely refrain from dealing in the securities of the Company.; and
 - iii. That he/she has made a full and true disclosure in the matter.

c. Validity of Pre-clearance period

Such persons shall execute their orders in respect of securities of the Company within 7 trading days after the approval of pre-clearance is given. The date on which the order is executed shall be intimated forthwith to the Compliance Officer in the prescribed format. If the order is not executed within 7 trading days after the approval of pre-clearance is given, he/she must get the transaction pre-cleared again.

3. Trading Plan


3.1. Importance of Trading Plan:

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- a. All Designated Persons and any other persons as the Board may deems fit in terms of the Regulations, that may perpetually be in possession of Unpublished Price Sensitive information, may formulate a Trading Plan ('TP') and the same is required to be approved by the Compliance Officer after reviewing the said plan in terms of the regulations;
- b. By virtue of the pre-planned trading plan, an insider can plan for trades to be executed by him/ her in future.
- c. By doing so, the possession of Unpublished Price Sensitive Information when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he had pre-decided even before the Unpublished Price Sensitive Information came into being.
- d. Further, no pre-clearance would be required for dealing in the securities of the Company once the Trading Plan gets approved.

3.2. Requisites of Trading Plan:

- a. **Effective date for commencement of Trading Plan:** Any trading (as per the trading plan) shall only be executed on expiry of one hundred and twenty days from the date of public disclosure of the said plan. For instance, if any designated employee submits its trading plan on May 30 which gets approved and publicly circulated on June 20 then such Designated Employee can commence trading under the said plan only upon expiry of one hundred and twenty days from June 20 i.e. trading can be initiated with effect from December 21.
- b. **Tenure of Trading Plan:** Insider can give one trading plan at a time and the same should not be for less than six months and there cannot be any overlapping of trading plans.

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c. **Disclosures to be made under the Trading Plan:** Any Trading Plan should set out either the value of trades or the number of securities to be traded, along with specific dates and time intervals.

d. **Liability on the Insider:** Trading on the basis of such a Trading Plan shall not lead to market abuse. If any manipulative activity is detected, it would be open to initiate proceedings for alleged breach of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities market) Regulations, 2003.

3.3. **Approval of Trading Plan:**

a. The Designated Persons shall present the Trading Plan to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out on his behalf in accordance with such plan.


b. The Compliance Officer shall review the Trading Pla.

c. The Compliance officer shall within two trading from the date of receipt of trading plan, assess the trading plan to ensure that it is not in violation of the said regulations.

d. For doing so, the Compliance Officer may seek requisite Declarations from the concerned Designated Persons.

3.4 **Notification to Stock Exchange(s):**

The Compliance Officer shall notify the particulars of the Trading Plan to the Stock Exchange(s) where its securities are listed for public disclosure.


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3.5 Execution of Trading Plan:

- a. The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan without being entitled to either execute any trade in the Securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.
- b. The commencement of the Trading Plan shall be deferred if any unpublished price sensitive information in possession of the Insider at the time of formulation of the Trading Plan has not become generally available.
- c. The Insider shall furnish the details of the transactions undertaken in terms of the plan to the compliance officer within 2 trading days from the date of execution as per the format prescribed
- d. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- e. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- f. 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 preclearance.

4. Holding Period of the securities

All Designated Persons/Non-Executive Directors (including Independent Directors) who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy, as the case may be, any number of shares during the next six months following the prior transaction. For instance, if any designated person has subscribed to Rights Issue of the Company then he is ineligible

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to sell its entire holding (pre-preferential plus shares subscribed under preferential issue) for a period of six months from the date of acquisition. If any 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 the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

In case, the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing the reasons for the same provided that such relaxation does not violate these Regulations.. An application in this regard shall be made to the Compliance Officer in the prescribed format.

5. Reporting and Disclosure Requirements

5.1. Disclosure by the Internal Employees:


a. Initial Disclosure

i. All Directors and/or Key Managerial Personnel/ Promoter or a part of Promoter Group of the Company shall disclose to the Company, the number of shares held by such person or his/her Dependents within seven days of him/her becoming a Director and/or Key Managerial Personnel/ Promoter or a part of Promoter Group as per the format prescribed.

ii. All Designated Person shall disclose to the Company, the number of shares held by such person or his/her Relatives within seven days thereof as per the format prescribed

b. Continual Disclosures

i. Every Person on becoming Designated Person within 7 (seven) days thereof, shall disclose to the Company, the number of Securities of the Company held by such Designated Person along with the Immediate Relatives as on the date of becoming the Designated Person.

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- ii. Every Employee/ Promoter/ Director/ member of Promoter Group/ Designated Person shall disclose within 2 trading days, to the Compliance officer if the number of securities being acquired or disposed of by them, whether in one transaction or in series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 Lacs as per the format prescribed.
- iii. All Designated Persons shall submit to the Company, an annual statement of details of Securities of the Company transacted by them along with their Relatives.
- iv. All Designated Persons shall also be required to submit an annual declaration as of 31st March, within 15 (fifteen) days from the expiry of each year, in the prescribed form to the Company along with the details as specified in such form. Further, whenever there is any change in the disclosure last submitted by a Designated Person to the Company, the Designated Person shall intimate the same to the Company within a period of 7 (seven) days from such change in disclosures already submitted to the Company.


Note: It is intended that disclosure of trades would need to be of not only those executed by the person concerned but also by the Immediate Relatives/Relatives including any other persons for whom the person concerned takes trading decisions. This Code is primarily aimed at preventing abuse by trading when in possession of Unpublished Price Sensitive Information and therefore, what matters is whether the person who takes trading decisions is in possession of such information rather than whether the person who has title to the trades is in such possession.

5.2. Disclosure by the Company to the Stock Exchange

Wherever mandated by the Regulations, the Compliance Officer within the mandated time frame shall disclose the information received to the Stock Exchanges in the format prescribed.

6. Confidentiality Agreement

All Employees (on behalf of self & their Immediate Relatives) would have to sign a confidentiality agreement undertaking an obligation to protect the confidentiality of information obtained by him/her while working with the Company. The obligation would continue for six months after the said Employee leaves the Company.

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7. Penalty for Contravention of the Code

1. Any person who trades in securities or communicates any information for trading in securities in contravention of the Code of Conduct may be penalized by SEBI as they may deem fit and appropriate action would be taken.
2. Such persons who violate the Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension for future participation in employee stock option plan etc.
3. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulation, 2015 and any other applicable laws, rules and regulations made thereto.


PART B: CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING BY DEEMED TO BE CONNECTED PERSONS

Any person/entities getting associated with the company and falling within the ambit of the 'Deemed to be Connected Persons' are themselves required to make sure that their concerned employees/associates shall not execute any trading activity pertaining to the shares of the Company during the period they are in possession of Unpublished Price sensitive information and/or in contrary to the provisions of the said regulations.

1. Requirement to seek Declarations from the Deemed to be Connected Persons:

1.1. Declaration from the Persons dealing in their Professional Capacity and having direct or indirect access to price sensitive information:

- (a) For carrying day to day business operations, the Company appoints varied professionals (viz. Freelance Journalists, Contractual Employees, Legal Consultants, Internal and External Auditor, RTA, Merchant Banker, Trustee or other Intermediaries) who generally have access to the price sensitive information of the Company and any misuse of such information by them or their associates/employees would badly hamper the market sentiments. Therefore, it is required

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to be ensured that such information be carefully handled by such professionals/ agencies. Accordingly, the Compliance Officer shall obtain a declaration to this effect at the time of entering into an Agreement with the said Professionals in the format prescribed.


- (b) Further, such Professionals/Agencies, who are in relationship with the Company, as on date this Code of Conduct coming into effect, have to sign the said Declaration and return the same to the Compliance Officer within a period of 30 days of the said effective date.

1.2. Disclosure of information to the Investor Associations/ Publication Houses & persons/ Research Agencies and similar agencies (hereinafter referred as “Association” or “Agencies”) who are not expected to be perpetually in possession of unpublished price sensitive information, but may have access to event based unpublished price sensitive information:

The Compliance Officer or any other authorized representative of the Company shall take all necessary measures to ensure that unpublished price sensitive information is being disclosed to any such Agency, only on a “Need to know basis”, to perform their legitimate duties.

- (a) Whenever any such Agency will approach the Company for seeking financial or any price sensitive information, the Compliance Officer or any other authorized representative of the Company shall obtain a Declaration to the effect that such Association/Agency is seeking information for the sole purpose of educating investors and neither the said Association/Agency nor its Employees shall use the information for their personal gain as per format prescribed
- (b) Further, such Agencies, who are in relationship with the Company, as on date this Code of Conduct coming into effect, have to sign the said Declaration and return the same to the Compliance Officer within a period of 30 days of the said effective date.

1.3. Letter to the Stock Exchanges to seek assurance for adhering of insider trading provisions by their officials:

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In the routine channel of business communication, for disseminating any information to the public at large and to comply with the Listing Regulations, the Company intimates the Stock Exchanges about the Price Sensitive Information. Since Stock Exchanges and their Employees fall within the ambit of Deemed to be connected persons, so to protect the interest of investors, the Compliance Officer shall dispatch a letter and e-mail the scan copy of the said letter to the Stock Exchange(s) where its securities are listed, informing them of the Effective Date of this Code of Conduct, as per the format prescribed


1.4. Declaration from the Operational and Lender Banks who are directly or indirectly having access to price sensitive information:

Since the Company shares a lot of financial information with the Banks for seeking Loans & Advances etc. Accordingly, a Declaration from the authorized representative of the Bankers is required to be obtained that such information will not be utilized in a manner that would impact the interest of varied stakeholders.

2. Requirement to seek disclosures upon dealing in the Securities of the Company:

2.1 On acquiring 5% or more shares or shares aggregating to a traded value of Rs. 10 Lacs or more, whichever is lower, whether in one transaction or a series of transactions over any calendar quarter, by Deemed to be Connected Persons and/ or their employees, the said deemed to be connected persons are required to give disclosure to the Company within 2 trading days from the date of reaching the above mentioned thresholds in the format prescribed.

2.2. Any Investment Company or Asset Management Company of the Mutual Fund who subscribes the shares of the Company shall also be required to give disclosure within 2 trading days from the date of receipt of intimation of acquisition of shares in the format prescribed.

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3. Penalty for Contravention of the code

3.1. Any person who falls under the ambit of deemed to be connected persons, trades in the securities or communicates any information for trading in securities in contravention of the Code of Conduct may be penalized by SEBI as they may deem fit and appropriate action would be taken.

3.2. Persons falling under the ambit of deemed to be connected persons shall also be subject to disciplinary action by the Company upon violating the Code of Conduct.

3.3. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulation, 2015. However, penalty for contravention has been prescribed as:

- Any Designated Person or Insider who trades in Securities or communicates, provides or allows access to any information for Trading in Securities in contravention of the Code, shall be penalized and appropriate action taken shall be taken against him/her by the Company basis his/ her seniority, number and nature of contraventions.
- The penalty imposed/action by the Company may include but shall not be restricted to:
 1. Reprimanding of defaulting Designated Person/Insider;
 2. Ban from engaging in any trade of the securities of the Company (including exercise of stock options);
 3. Suspension from employment;
 4. Ban from participating in all future employee stock option schemes including lapse of all existing options;
 5. No increment and/or bonus payment; and/or
 6. Termination from employment;
 7. Disgorgement of the gain accrued through the transactions in violation of the Code.
- In addition to the action which may be taken by the Company, the persons violating the Regulations and/ or this Code shall also be subject to actions, under Section 15G of the Act pursuant to which they may be liable to penalty which shall not be less than Rs. 10 lakhs and which may extend to Rs. 25 crores or 3 times the amount of the profits made out of insider trading, whichever is higher; under Section 24 of the Act pursuant to which they

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may be liable to imprisonment for a term which may extend to 10 years and/or fine which may extend to Rs. 25 Crores; and other applicable laws.

- If it is observed by the Board that there has been violation of SEBI Regulations, it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the SEBI from time to time.
- The penal consequences which may be imposed for violation on the complaineo shall include (but not limited to) wage freeze, suspension or termination from employment, recovery etc.
-
- Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.


4.REPORTING OF ALLEGED VIOLATIONS

Retaliation for reporting suspected violations is strictly prohibited under this Code.

Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17 September 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

5.Amendment to the code

Any new instruction/guidelines/regulations issued by Government /SEBI and similar bodies will become effective as directed in these instructions etc. and accordingly, the provisions of this Code shall stand modified. All such modifications, will be placed before the Board of Directors of the company for necessary information.

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FORM B

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

[Regulation 7 (1) (b) read with Regulation 6(2)]

Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group

To,

The Compliance Officer

PTC India Limited

2nd Floor, NBCC Tower

15, Bhikaji Cama Place

New Delhi-110066


I,____, in my capacity as ____of the Company hereby submit the following details of securities held in the Company as on____.

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 or member of the promoter group of the Company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN,	Category of person (KMP / Director or Promoter or member of the promoter	Date of appointment of KMP/ Director / OR Date of becoming Promoter /	Securities held at the time of appointment of KMP/ Director or upon becoming promoter or member of the promoter group	% of shareholding
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and address with contact nos.	group/ Immediate relative to/ others, etc.)	member of the promoter group	Type of securities (For eg – shares, warrants, convertible debentures, rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the Company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of the Company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter /member of the promoter group			Open Interest of the Option contracts held at the time of appointment of Director/KMP or upon becoming Promoter /member of the promoter group		
Contract specifications	Number of units (contracts lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

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FORM C

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

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

To,

The Compliance Officer

PTC India Limited

2nd Floor, NBCC Tower

15, Bhikaji Cama Place

New Delhi-110066

I,____, in my capacity as____of the Company hereby submit the following details of change in holding of securities of the Company:

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Name of the company:

ISIN of the company:

Name, PAN, CIN/ DIN, & addr	Category of Person (Promoter/ member of the promot	Securities held prior to acquisition/disposal	Securities acquired/Disposed	Securities held post acquisition/ disposal	Date of allotment advice/ acquisition of shares/ disposal of shares, specify	Date of intimation to company	Mode of acquisition/ disposal (on market/ public/	Exchange on which the trade

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ess with conta ct nos.	er group/ designa ted person/ Director s / immedi ate relative to/ others etc.)	Type of securitie s (For eg.– Shares, Warrant s, Converti ble Debentu res, Rights Entitlem ent, etc.)	No. and % of sharehol ding	Type of securitie s (For eg.– Shares, Warrant s, Converti ble Debentu res, Rights Entitlem ent, etc.)	N o.	Val ue	Transact ion type (Purchas e/ sale Pledge / Revocati on/ Invocati on / Others - please specify)	Type of securitie s (For eg.– Shares, Warrant s, Converti ble Debentu res, Rights Entitlem ent, etc.)	No. and % of sharehol ding	Fro m	To		rights/ preferen tial offer / off market/ Inter-se transfer, ESOPs, etc.)	was execut ed
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note:

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the Company by Promoter, member of promoter group, designated person or Director of a listed Company and immediate relatives of such persons 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)	
16	17	18	19	20	21	22

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

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I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.


Name & Signature:

Designation:

Date:

Place:

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Form D (Indicative format)

Trading) Regulations, 2015

Securities and Exchange Board of India (Prohibition of Insider

identified by the company

Regulation 7(3) – Transactions by Other connected persons as

Date: [●]

To,

The Compliance Officer

PTC India Limited

2nd Floor, NBCC Tower

15, Bhikaji Cama Place

New Delhi-110066

I,____, in my capacity as____of the Company hereby submit the following details of trading in securities of the Company:

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

Name, PAN, CIN/ DIN, & addresses	Connection with Company	Securities held prior to acquisition/disposal	Securities acquired/Disposed	Securities held post acquisition/ disposal	Date of allotment advice/ acquisition of shares/ disposal of shares, specify	Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/	Exchange on which the trade was

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with contact nos. of other connec ted person s as identi fied by the compa ny		Type of securitie s (For eg.– Shares, Warrant s, Converti ble Debentu res, Rights Entitlem ent, etc.)	No. and % of sharehol ding	Type of securitie s (For eg.– Shares, Warrant s, Converti ble Debentu res, Rights Entitlem ent, etc.)	N o.	Val ue	Transact ion type (Purchas e/ Sale Pledge / Revocati on/ Invocati on / Others - please specify)	Type of securitie s (For eg.– Shares, Warrant s, Converti ble Debentu res, Rights Entitlem ent, etc.)	No. and % of sharehol ding	Fro m	To		preferen tial offer / off market/ Inter-se transfer, ESOPs, etc.)	execut ed
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note:

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


(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the Company 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)	
16	17	18	19	20	21	22

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

I hereby declare that the above details are true, correct and complete in all respects.


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Name:

Signature:

Place:

Date:

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