



POWER MECH®

Growth Unlimited

Date: 03.04.2019

To,
Corporate Relations Department.
BSE Limited,
PJ Towers, Dalal Street,
Fort, Mumbai – 400001

To, National Stock Exchange of India Limited,
Exchange Plaza,
BandraKurla Complex,
Bandra (E), Mumbai - 400051

Sub: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

Ref: BSE Scrip Code: 539302 NSE Symbol: POWERMECH

Dear Sir/Madam,

Please find enclosed herewith revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) as amended as per the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Kindly take the same on record.

Yours sincerely,
For Power Mech Projects Limited

R. Tibrewal

Rohit Tibrewal
Company Secretary

POWER MECH PROJECTS LIMITED

AN ISO 9001, ISO 14001 & OHSAS 18001 CERTIFIED COMPANY

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JAS-ANZ



Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

*Pursuant to sub-regulation (1) of Regulation 8 of Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015*

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1. Introduction:

- The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) on January 15, 2015, which is effective from May 15, 2015.
- Pursuant to Regulation 8 of the Regulations, Power Mech Projects Limited (PMPL) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”).
- Accordingly the Board of Directors of PMPL has formulated the Fair Disclosure Code.

2. Scope:

- PMPL endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, PMPL has adopted this Fair Disclosure Code.
- This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
- PMPL is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. Terms and Definition:

- Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made there under, as the case may be or in any amendment thereto.

4. Principles of Fair Disclosure:

To adhere to the principles as mentioned in *Schedule A* to the Regulations, PMPL shall ensure the following:

- Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.
- Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website; (Note: Under certain circumstances, the Company may keep material information as stipulated under Clause 36 of the Listing Agreement confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or

may not be disclosable due to third party confidentiality restrictions or uncertainty of event. The CFO of the Company shall determine when to disclose such material information).

- Disclose press releases issued by it from time to time which are considered to be important for the general public besides putting the same on Company's website;
- Put on Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.
- Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the Chief Investor Relations Officer (CIRO) or by the Chief Financial Officer (CFO) of the Company.
- Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, etc.
(Note: The Company shall not comment on every market rumor. If Stock Exchange requests, the Company shall submit its response to the market rumor).
- Ensure that information shared with analysts and research personnel is not UPSI.
- The Company communicates with its Institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminative basis.
- Details relating to quarterly performance and financial results are disseminated to the shareholders through the press releases and uploaded on the Company's website.
- Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.
- Sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants shall be considered as "legitimate purposes" provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.
- Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI PIT Regulations and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations. Such person is also required to ensure the confidentiality

of unpublished price sensitive information shared with him I her, in compliance with the SEBI PIT Regulations

- A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc

The Board of Directors of PMPL has designated CS as CIRO who will be reporting to the CFO of the Company to deal with dissemination of information and disclosure of UPSI. The CIRO may be contacted by e-mail at: **cs@powermech.net**.

The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.

As amended in line with the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from 01.04.2019.