

## **CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

UJAAS ENERGY LIMITED (Formerly Known as M AND B Switchgears Limited) (UJAAS), believes in transparent policies, appropriate disclosures, best in class Board practices and consistently high standards of corporate conduct towards its stakeholders which are essential for maximizing shareholders' value and sustained corporate growth. UJAAS is, therefore, committed to maintain high standards of corporate governance. To strengthen this commitment further, the Board of Directors of the Company has approved and adopted the following Code of Conduct for Directors and Senior Management of the Company.

This Code of Conduct comes into force with immediate effect

For the purpose of the Code:

- a. **'Securities'** shall include shares of the Company and related stock market derivatives.
  - b. **'Designated Employees'** shall cover the following:
    - Directors, Executive and Non-Executive;
    - CEOs, Key Managerial Personnel (KMP);
    - Such other officers / employees as may be determined by the Board of Directors from time to time.
  - c. **'Dependant'** mean dependant parents, dependent children under the age of 21 years, dependant spouse and any other person(s) dependant on the Designated Employee.
1. **Prohibition to Buy / Sell Securities of The Company By Employees Including Directors**
  2. **Restriction to Buy / Sell Securities by Designated Employees and / or Their Dependants**
  3. **Disclosures**
  4. **Penalties for Contravention**
  5. **General**

## **1. Prohibition to Buy / Sell Securities of The Company By Employees Including Directors**

Employees, including Directors, when in possession of any unpublished price sensitive information, as defined in the Regulations, pertaining to the Company, shall not:

- Buy / sell securities of the Company, either on their own behalf or on behalf of any other person.
- Communicate, counsel or procure any unpublished price sensitive information to / from any person

## **2. Restriction to Buy / Sell Securities by Designated Employees and / or Their Dependants**

**2.1 Designated Employees shall not** enter into derivative transaction(s) at any time with respect to the securities of the Company.

**2.2 Designated Employees shall not** buy / sell securities of the Company during Closure of the 'Trading Window', i.e. the period during which trading in the securities of the Company is prohibited.

Trading Window shall be closed during the following periods:

- a. Two days before the Audit Committee meeting for consideration of the financial Results and up to twenty-four hours after communication of the annual / fourth quarter financial results to the Stock Exchanges\*.
- b. Two days before the Audit Committee meeting for consideration of the financial Results and up to twenty-four hours after communication of the first quarter financial results to the Stock Exchanges\*.
- c. Two days before the Audit Committee meeting for consideration of the financial Results and up to twenty-four hours after communication of the second quarter and half-yearly financial results to the Stock Exchanges\*.
- d. Two days before the Audit Committee meeting for consideration of the financial Results and up to twenty-four hours after communication of the third quarter financial results to the Stock Exchanges\*.

\* where the Company's securities are listed.

- e. From the date of circulation of the agenda for the meeting of the Board of Directors, in which any material, price sensitive and unpublished event, including the following, are proposed. The closure of the Trading Window for

these events will be advised by the Compliance Officer appointed by the Board of Directors for the purpose of this Code:

- Proposal in respect of interim / final dividend;
- Proposal in respect of issue of securities by way of public/ rights/ bonus etc.;
- Proposal in respect of significant expansion plans or execution of new large projects;
- Proposal in respect of amalgamation, mergers, takeovers;
- Proposal in respect of disposal of whole or substantially the whole of the undertaking of the Company.

The Trading Window shall open 24 hours after communication of the decision of the Board of Directors in respect of the above events to the Stock Exchanges where the Company's securities are listed;

- f. For such period and for any such other event as may be deemed fit by the Compliance Officer.

However if the circumstances so warrants the time for closing the window may be increased or decreased with the approval of Chairman or Managing Director.

**2.3 Designated Employees shall require prior clearance**, as specified in Clause 2.6, for purchase of securities of the Company, exceeding 2500 shares in a calendar month (either in one transaction or in a series of transactions). Such prior clearance shall be required also for sale of securities of the Company in a calendar month (either in one transaction or in a series of transactions) exceeding 2500 shares.

**Dependants of Designated Employees shall require such prior clearance** for purchase / sale of securities of the Company, exceeding 2500 shares in a calendar month (either in one transaction or in a series of transactions).

**2.4 Designated Employees shall hold the shares** purchased for a minimum period of 30 days from the date of acquisition ('Minimum Holding Period'). In case of personal emergency, prior clearance shall be required as specified in Clause 2.6, for relaxation of the provision relating to the Minimum Holding Period.

**2.5 Designated Employees** who buy or sell any number of shares of the Company **shall not enter into an opposite transaction** i.e. sell or buy any number of shares **within 6 months following a prior transaction**.

In case of personal emergency, prior clearance shall be required as specified in Clause 2.6, for relaxation of the provision relating to sale of shares.

**2.6 Prior clearance**, referred to in Clauses 2.3 to 2.5, is required to be taken by Designated Employees from the Compliance Officer. In respect of the Compliance Officer, prior clearance is required to be taken from the Chairman of the Company.

**2.7 Purchase / sale transactions** for which prior clearance has been obtained by Designated Employees shall be executed within seven days of such clearance, failing which fresh sanction will be required to be taken, as specified in Clause 2.6.

### **3. Disclosures**

**Designated Employees shall make the following disclosures** of shares and other securities held in the Company by them and their Dependants, to the Compliance Officer:

3.1 Annual disclosure of number of shares and other securities held as on 31st March each year, including details of purchase / sale of shares and other securities during the financial year. This disclosure shall be made within 30 days from the close of each financial year.

3.2 Changes in shareholding of Directors and Company Secretary and their Dependants, when such change exceeds Rs. 5 lakhs in value or 2500 shares or 1% of total shareholding or voting rights, whichever is lower or such other limit as may be prescribed under the Regulations. This disclosure shall be made within 2 working days of such change to the Company and to the Stock Exchanges where the Company's securities are listed.

Changes in shareholding of Designated Employees (other than Directors or Company Secretary), when such change exceeds Rs. 5 lakhs in value or 2500 shares or 1% of total shareholding or voting rights, whichever is lower or such other limit as may be prescribed under the Regulations. This disclosure shall be made to the Company within 4 working days of such change.

3.3 Disclosure shall be required to be made to the Company by persons upon becoming Directors or Company Secretary within 4 working days in respect of–

- their shareholding in the Company and that of their Dependants
- their own and their Dependants' position in derivatives with respect to the securities of the Company.

Disclosure shall also be required to be made to the Company by persons, upon becoming Designated Employees (other than Directors or Company Secretary), of the number of shares and other securities held in the Company, within 4 working days of becoming Designated Employees.

### **4. Penalties for Contravention**

Violation of this Code will invite severe disciplinary action. Such disciplinary action will be irrespective of action that may be taken by SEBI under the Regulations.

## **5. General**

A copy of the Regulations is enclosed. Employees are advised to peruse the Regulations carefully and acquaint themselves with all the provisions contained therein. Clarification / assistance as necessary may be sought from the Compliance Officer.

Place: Indore

Date: 01<sup>st</sup> November, 2011

**By Order of the Board  
Compliance Officer**