



Speed post 29260

**पावर फाइनेंस कॉर्पोरेशन लिमिटेड**  
**POWER FINANCE CORPORATION LTD.**  
(भारत सरकार का उपक्रम) (A Govt. of India Undertaking)  
(आई.एस.ओ. 9001:2008 प्रमाणित) (ISO 9001:2008 Certified)

No: 1:05:138:II:CS

Date: May 15, 2015

**National Stock Exchange of India Limited,**  
Listing Department,  
Exchange Plaza,  
Bandra – Kurla Complex,  
Bandra (E)  
**MUMBAI – 400 051**



Kind Attn.: Ms. Rehana Dsouza, Asstt. Vice President.

Sub: Code of Conduct for regulating & reporting trading by insiders and for fair disclosure, 2015

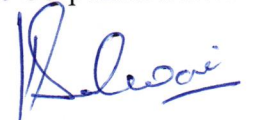
Dear Madam,

In compliance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and SEBI circular no. CIR/ISD/01/2015 dated 11.05.2015, it is informed that the Board of Directors of the Company in its Meeting held today approved the “PFCs Code of Conduct for regulating & reporting trading by insiders and for fair disclosure, 2015”.

A Copy of the said code is enclosed for your information and record.

Thanking You,

Yours faithfully,  
For Power Finance Corporation Ltd.

  
(Manohar Balwani)  
Company Secretary  
mb@pfcindia.com



**POWER FINANCE CORPORATION LIMITED**

**(A Govt. of India Undertaking)**

CIN No: - L65910DL1986GOI024862

"Urjanidhi", 1, Barakhamba Lane,

Connaught Place, New Delhi – 110001, India

Website: [www.pfcindia.com](http://www.pfcindia.com)

**CODE OF CONDUCT FOR REGULATING  
& REPORTING TRADING BY INSIDERS  
AND FOR FAIR DISCLOSURE, 2015**

**PURSUANT TO SEBI (PROHIBITION OF INSIDER TRADING)  
REGULATIONS – 2015**

**(Effective from 15<sup>th</sup> May, 2015)**

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**POWER FINANCE CORPORATION LIMITED**  
**CODE OF CONDUCT FOR REGULATING & REPORTING TRADING BY INSIDERS**  
**AND FOR FAIR DISCLOSURE, 2015**

(As approved by the Board of Directors of the Company  
at its Meeting held on 15<sup>th</sup> May, 2015)

**CHAPTER I**

**1. Introduction**

Pursuant to Securities and Exchange Board of India (Insider Trading) Regulations, 1992, the Company had formulated a comprehensive Code of Insider Trading and the same was approved and adopted in the 223<sup>rd</sup> Meeting of the Board of Directors held on 18.05.2006. Further, in line with the 'SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2008' and 'SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2011', amendments to the said Code were approved by the Board respectively in its 254<sup>th</sup> meeting held on 19.02.2009 and 294<sup>th</sup> meeting held on 23.12.2011.

SEBI has, vide Gazette notification dated 15.01.2015, repealed the SEBI (Prohibition of Insider Trading) Regulations, 1992 and has notified Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 which shall be effective from 15<sup>th</sup> May, 2015.

**2. The Policy and Obligations**

This code of conduct or prevention of Insider trading is framed pursuant to Regulation 9 (1) of Chapter-IV of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, to secure the confidentiality of un-published price sensitive information, ensure transparency and fairness in dealing with all stakeholders in observance to all laws and regulations. Every member of the Board of Directors, connected person, designated employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No member of the Board of Directors, connected person, designated employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

**3. Objective of the Code**

The objective of the Code is to regulate, monitor and report trading by Designated Employees and other Connected Persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code shall also provide for practices and procedures for fair disclosure of unpublished price sensitive information.

**4. Applicability**

This Code shall apply to all Designated Employees and other Connected Persons as mentioned in this Code.

## 5. Definitions

In this Code, unless the context otherwise requires:

- (i) **"Act"** means the Securities and Exchange Board of India Act, 1992;
- (ii) **"Board"** means the Securities and Exchange Board of India;
- (iii) **"Board of Directors"** means the Board of Directors of Power Finance Corporation Limited;
- (iv) **"Company"** means Power Finance Corporation Limited (PFC);
- (v) **"Code"** means this PFC Code of Conduct for regulating & reporting trading by insiders and for fair disclosure, as modified from time to time;
- (vi) **"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, in any capacity including by reason of frequent communication with its officers or by being in any contractual, 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 between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - (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, -
    - (a) an immediate relative of connected persons specified in clause (i); or
    - (b) a holding company or associate company or subsidiary company; or
    - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
    - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
    - (e) an official of a stock exchange or of clearing house or corporation; or
    - (f) 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
    - (g) 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
    - (h) an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
    - (i) a banker of the company; or

- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;
- (k) Designated Employees;

(vii) **"Designated Employees"** means a person occupying any of the following position in the Company:

- (a) All Directors & Chief Vigilance Officer
- (b) Key Managerial Personnel
- (c) All employees on the rolls of PFC and its Subsidiaries
- (d) Any other employee of PFC and its Subsidiaries whether on temporary, contract or adhoc basis as may be notified from time to time by the Compliance Officer with the approval of CMD of PFC;

(vii) **"Director"** means a member of the Board of Directors of the Company;

(viii) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis;  
(Information published on the website of any stock exchange, would ordinarily be considered generally available)

(ix) **"Key Managerial Personnel" or "KMP"**, shall have the meaning as defined under the Companies Act, 2013;

(x) **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

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

(xii) **"Regulations"** means the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

(xiii) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

(xiv) **"Stock Exchange"** means the recognized stock exchanges on which the securities of the company are listed and includes :  
(a) Bombay Stock Exchange; and  
(b) National Stock Exchange of India Limited;

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

(xvi) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

(xvii) **"Trading Plan"** means a plan formulated and presented to the Compliance Officer by an Insider perpetually in possession of unpublished price sensitive information seeking approval and public disclosure for trading in the securities of the Company;

(xviii) **"Trading Window"** means trading period for trading in the Company's Securities. All days shall be the trading periods except when trading window is closed;

(xix) **"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: -

- (i) Financial results;
- (ii) Dividends including interim dividend;
- (iii) Change in capital structure;
- (iv) Public Issue/Buy Back of Securities
- (v) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (vi) Changes in key managerial personnel; and
- (vii) Material events in accordance with the listing agreement.
- (viii) Any significant changes in policies, Plans or Operations of the Company.
- (ix) Any other event as may be notified by the compliance officer with the approval of CMD, PFC;

All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Words and expressions used and not defined in these regulations but defined in 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 rules & regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

**CHAPTER II**  
**CONFIDENTIALITY & COMMUNICATION OF UNPUBLISHED PRICE SENSITIVE**  
**INFORMATION (UPSI)**

**6. Compliance Officer**

- 6.1 "Compliance Officer" shall mean Company Secretary or any other senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under Securities and Exchange of Board of India. (Prohibition of Insider Trading) Regulations, 2015.
- 6.2 The Compliance Officer 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 Code of Conduct under the overall supervision of the Board of Directors.
- 6.3 A Record of Designated Employees shall be maintained by HR Unit duly updated from time to time. The said record shall be made available to the Compliance officer as and when sought by him/her.

**7. Preservation of "Unpublished Price Sensitive Information"**

- 7.1 All Designated Employees and Connected Persons shall maintain the confidentiality of price sensitive information. 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.
- 7.2 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a 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.
- 7.3 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 7.4 Notwithstanding anything contained in the Code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
- (i) 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;

(ii) 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 interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available atleast two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

- 7.5 For the purpose of the above clause, the parties shall be required 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 Clause 7.4 and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
- 7.6 For the purpose of prompt public disclosure of UPSI, the Company also adopts the Code regarding practice & procedure for Fair Disclosure of UPSI set out at Annexure-I.

### CHAPTER III TRADING RESTRICTIONS

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.

#### 8. Prohibition on forward dealings in securities by Designated Employees

No Designated Employees of the company shall buy in the company or in its subsidiary or associate company or joint venture company—

- (a) a right to call for delivery or a right to make delivery at a specified price and within a specified time, of a specified number of relevant securities; or
- (b) a right, as he/ she may elect, to call for delivery or to make delivery at a specified price and within a specified time, of a specified number of relevant securities or a specified amount of relevant securities.

Explanation—For the purposes of this clause, “relevant securities” mean securities of the company in which the concerned person is a Designated employees or securities of its subsidiary or associate or joint venture company.

#### 9. Trading Window

9.1 The trading window shall be closed during the restricted period referred to in clause 9.2. The Compliance Officer shall maintain a register of the periods of “Closed Trading Window” in Form I, wherein record of date of closure and opening of the trading window and the purpose for which trading window is closed shall be maintained.

9.2 The Trading Window shall be *inter-alia* closed as under:

| SL. No. | Events/Particulars                                                                                              | Restricted Period                                                                                                                                                                                                                                               |
|---------|-----------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)     | Declaration of financial results (quarterly, half-yearly and annually)                                          | Period beginning with 7 clear days prior to the date of meeting in which the Board of Directors or its committee are to consider any Unpublished Price Sensitive Information and ending with forty eight (48) hours after the UPSI becomes generally available. |
| (ii)    | Intended declaration of dividends (both interim and final)                                                      |                                                                                                                                                                                                                                                                 |
| (iii)   | Change in capital structure;                                                                                    |                                                                                                                                                                                                                                                                 |
| (iv)    | Public Issue of Securities or buy-back of Securities                                                            |                                                                                                                                                                                                                                                                 |
| (v)     | Mergers, De-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; |                                                                                                                                                                                                                                                                 |
| (vi)    | Material events in accordance with the listing agreement.                                                       | In cases where Unpublished Price Sensitive Information is not to be considered by the Board of Directors or its committee, the restricted period shall be reckoned with reference to the date of such event instead of date of meeting.                         |
| (vii)   | Any significant changes in policies, plans or operations of the Company                                         |                                                                                                                                                                                                                                                                 |
| (viii)  | Any other event as may be notified by the Compliance officer from time to time with the approval of CMD, PFC    |                                                                                                                                                                                                                                                                 |

✓ However if the circumstances so warrants the time for closing the window may be increased or decreased with the approval of Chairman of the Board of Directors for the reasons to be recorded in writing.

9.3 The Compliance Officer shall notify the closure of trading window on the website of the company.

9.4 All Designated Employees and their immediate relatives shall conduct all their trading in the securities of the company only in a valid trading window and shall not trade in company's securities during the periods when trading window is closed, as referred to in clause 9.2 or during any other period as may be specified from time to time.

9.5 The trading window restrictions shall also be applicable to any person having contractual or fiduciary relation with the company e.g. auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

9.6 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

## **10, Pre-clearance of Trades**

10.1 All Designated Employees and their immediate relatives who intend to trade in the securities of the company above a minimum of 2500 securities of the company per transaction should pre-clear the transactions as per the pre-trading procedure as described hereunder. However, no designated employee shall apply for pre-clearance of any proposed trade if such designated employee is in possession of unpublished price sensitive information even if the trading window is not closed.

10.2 An application shall be made in Form 'II' to the Compliance Officer indicating the estimated number of securities that the Designated Employees or their immediate relatives intends to trade in, the details as to the depository with which he has a Demat account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

10.3 All Designated Employees and their immediate relatives shall execute their order in respect of securities of the company within seven trading days after the approval of pre-clearance is given. If the order is not executed within the aforementioned specified period, the Designated Employee must pre-clear the transaction again.

10.4 In case the Designated Employee or his/ her immediate relative decides not to execute the trade after securing pre-clearance, he/ she shall inform the Compliance Officer of such decision along with reasons thereof immediately.

10.5 No Designated Employee or his/ her immediate relative shall apply for pre-clearance of any proposed trade when the trading window is closed or if he/ she is in possession of unpublished price sensitive information. Any such application if submitted to compliance officer shall be *void-ab-initio*.

- 10.6 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. The Compliance officer shall communicate the pre-clearance in Form-III.
- 10.7 The details of such trades shall be intimated to the compliance officer within two (2) days of transaction in Form-IV.
- 10.8 It shall be the responsibility of Designated Employees to ensure compliance of clauses 10.1 to 10.4 above in case of their immediate relatives also.
- 10.9 All Designated Employees who buy or sell any number of shares of the company shall not execute a contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction.
- 10.10 The Compliance Officer with the approval of Chairman of Board of Directors may grant relaxation in Form-V from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.
- 10.11 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- 10.12 The Compliance Officer shall maintain record of "Pre-Clearance of Trade in Securities" in Form VI.

## **11. Trading Plans**

- 11.1 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.
- 11.2 Such trading plan shall:-
- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - (ii) 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 Company and the second trading day after the disclosure of such financial results;
  - (iii) entail trading for a period of not less than twelve months;
  - (iv) not entail overlap of any period for which another trading plan is already in existence;
  - (v) 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 trades shall be effected; and
  - (vi) not entail trading in securities for market abuse.

11.3 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 such assessment and to approve and monitor the implementation of the plan.

11.4 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.

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.

11.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

## CHAPTER IV REPORTING AND DISCLOSURE REQUIREMENTS

### 12.1 Disclosure Requirements

#### 12.1.1 Initial Disclosures

| By Whom                                                       | What to be disclosed                                                                           | When to be disclosed                                          | Form     |
|---------------------------------------------------------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------------|----------|
| Promoter/<br>Director/ KMP<br>to the<br>Compliance<br>Officer | Holding of securities of the Company as on the date of this Code taking effect i.e. 15.05.2015 | Within thirty days of this Code taking effect i.e. 15.05.2015 | FORM "A" |
| Promoter/<br>Director/ KMP<br>to the<br>Compliance<br>Officer | Holding of securities of the Company as on date of appointment or becoming Promoter            | Within seven days of such appointment or of becoming Promoter | FORM "B" |

#### 12.1.2 Continual Disclosures

| By Whom                                                               | What to be disclosed                           | When to be disclosed                                                                                                                                                                                                                                                                                                                                                                                                               | Form                                                |
|-----------------------------------------------------------------------|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Promoter/<br>Director/<br>Employee<br>to the<br>Compliance<br>Officer | Number of such securities acquired or disposed | Within two trading days of such transaction 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 Rs. 10 lakh.<br><i>*disclosure of incremental transactions during a quarter shall also be made when transactions effected after the prior disclosure cross the threshold limits of Rs. 10 Lakh specified above.</i> | FORM "C"                                            |
| Transaction by other connected persons                                | Number of such securities acquired or disposed | Within two trading days of such transaction 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 Rs. 10 lakh.<br><i>*disclosure of incremental transactions during a quarter shall also be made when transactions effected after the prior disclosure cross the threshold limits of Rs. 10 Lakh specified above.</i> | FORM "D"                                            |
| Company                                                               | Details of above disclosure                    | Within two trading days of receipt of disclosure or becoming aware of such disclosure                                                                                                                                                                                                                                                                                                                                              | FORM "C" or FORM "D" to be sent to stock exchanges. |

12.2 The disclosures to be made by any person under clause 12.1 shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

12.3 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purpose of clause 12.1.

12.4 The Compliance Officer shall maintain records of all the disclosures/ declarations/undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.

12.5 The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board annually.

## **CHAPTER V MISCELLANEOUS**

### **13. Penalty for Contravention of the Code**

- 13.1 All Designated Employees and Connected Persons who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company. Such persons shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her immediate relatives).
- 13.2 The Employees who violate this Code shall be subject to disciplinary action by the Competent Authority as defined in the Employee (Conduct, Discipline and Appeal) Rules of the Company including wage, salary freeze, suspension or any other action etc.
- 13.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.
- 13.4 In case it is observed by the Company and/or Compliance Officer that there has been violation of the Regulations, SEBI shall be informed by the Company.

### **14. Uploading of Code on PFC Website**

This Code and any amendments thereto shall be available on the website of the Company.

**POWER FINANCE CORPORATION LIMITED**  
**New Delhi**

FORM - I

**REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW**

| Sl.<br>No. | PURPOSE FOR<br>WHICH TRADING<br>WINDOW<br>CLOSED | START DATE<br>OF CLOSURE<br>OF TRADING<br>WINDOW | DATE OF<br>NOTIFYING<br>CLOSURE OF<br>TRADING<br>WINDOW,<br>IF ANY | DATE OF<br>OPENING OF<br>TRADING<br>WINDOW | REMARKS |
|------------|--------------------------------------------------|--------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------|---------|
|            |                                                  |                                                  |                                                                    |                                            |         |
|            |                                                  |                                                  |                                                                    |                                            |         |
|            |                                                  |                                                  |                                                                    |                                            |         |
|            |                                                  |                                                  |                                                                    |                                            |         |
|            |                                                  |                                                  |                                                                    |                                            |         |
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|            |                                                  |                                                  |                                                                    |                                            |         |
|            |                                                  |                                                  |                                                                    |                                            |         |
|            |                                                  |                                                  |                                                                    |                                            |         |

POWER FINANCE CORPORATION LIMITED  
New Delhi

FORM-II  
APPLICATION FOR PRE-CLEARANCE OF TRADES IN SECURITIES

To

The Compliance officer,  
Power Finance Corporation Limited  
New Delhi

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for regulating & reporting trading by insiders and for fair disclosure, I seek approval for purchase/sale/subscription of the Securities (give description) as per the details given below:

Name, Designation & Emp. No.:

Unit:

Date of joining/ becoming the Designated Employee:

| Sl. NO.                       | No. of Securities held (including those held by immediate relatives) as on the date of application | Folio No. / DP ID & Client ID & PAN                                                                 | Nature of new transaction for which approval is sought (i.e Purchase or Sale or subscription of the Securities) | Estimated number of Securities to be dealt               |
|-------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|
| 1                             | 2                                                                                                  | 3                                                                                                   | 4                                                                                                               | 5                                                        |
|                               |                                                                                                    |                                                                                                     |                                                                                                                 |                                                          |
|                               |                                                                                                    |                                                                                                     |                                                                                                                 |                                                          |
| Estimated consideration value | Whether proposed transaction is in the self-name or in the name of immediate relatives             | Name & PAN of the immediate relatives, if the transaction is in the name of the immediate relatives | Date of Transaction                                                                                             | Previous approval number and date of purchase/ allotment |
| 6                             | 7                                                                                                  | 8                                                                                                   | 9                                                                                                               | 10                                                       |
|                               |                                                                                                    |                                                                                                     |                                                                                                                 |                                                          |
|                               |                                                                                                    |                                                                                                     |                                                                                                                 |                                                          |

## UNDERTAKING

In this connection I solemnly confirm and declare:

- a) that I do not have access and/or have not received any " Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- b) that in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall refrain from Dealing in Securities till the time such information becomes public;
- c) that I have not contravened the PFC Code of Conduct for regulating & reporting trading by insiders and for fair disclosure, as notified by the Company from time to time.
- d) that I shall hold the Securities for a minimum period of six months from the date of purchase/ that I have complied with the requirement of the minimum holding period of six months with respect to the Securities sold. (applicable only in respect of sale transaction).
- e) that I undertake to submit the necessary report within two trading days of execution of the transaction/a 'Nil' report, if the transaction is not undertaken.
- f) that I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action, wage freeze, suspension etc. under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) that I hereby undertake not to transact in Securities in the sanctioned period in case trading window is declared closed subsequently.
- (h) that I hereby made a full and true disclosure in the matter.

Pre-clearance may kindly be accorded in terms of provisions of the "CODE OF CONDUCT FOR REGULATING & REPORTING TRADING BY INSIDERS AND FOR FAIR DISCLOSURE, 2015" of Power Finance Corporation Limited.

Signature:.....  
Name & Designation:.....  
Employee No.....  
Unit:.....

Date.....  
Place.....

FOR OFFICE USE

Serial number of the application received:

Date & time of receipt of the Application:

Date & time of communication of the pre-clearance or otherwise:

Reasons for not giving pre-clearance:

Signature of the Compliance Officer/ Authorised Officer

POWER FINANCE CORPORATION LIMITED  
New Delhi

FORM-III  
Letter of intimation of pre-clearance

Name.....  
Employee No.....  
Designation.....

Dear Sir,

With reference to your application dated .....seeking approval for undertaking transactions in Securities detailed therein please be informed that you are hereby authorized / not authorized to undertake the transaction(s) as detailed in your said application.

Kindly note that in terms of the "CODE OF CONDUCT FOR REGULATING & REPORTING TRADING BY INSIDERS AND FOR FAIR DISCLOSURE, 2015" of POWER FINANCE CORPORATION LIMITED, the above mentioned transaction is to be completed within i.e. within seven trading days of the pre-clearance.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till \_\_\_\_\_ (i.e. for seven trading days). If you do not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities. Further, you are required to file the details of the executed transactions in the attached format (Form V) within two trading days from the date of transaction/deal. In case the transaction is not undertaken, a "Nil" report shall be given.

Kindly also note that in terms of the "CODE OF CONDUCT FOR REGULATING & REPORTING TRADING BY INSIDERS AND FOR FAIR DISCLOSURE, 2015" of POWER FINANCE CORPORATION LIMITED, the Securities to be bought shall be held for a minimum period of six months from the date of the purchase.  
(applicable only in respect of purchase transaction).

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For & on behalf of  
Power Finance Corporation Limited

Compliance Officer/Authorised Officer

POWER FINANCE CORPORATION LIMITED  
New Delhi

FORM IV.

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within two trading days of transaction/dealing in Securities of the Company)

Date: \_\_\_\_\_

To,  
The Compliance officer  
Power Finance Corporation Limited  
New Delhi

SUBJECT:- DETAILS OF PRE-APPROVED TRANSACTION

Ref: Your Approval letter No. \_\_\_\_\_ dated \_\_\_\_\_

Dear Sir,

With reference to above it is to inform that I

- have not bought/sold/subscribed any Securities
- have bought/sold/subscribed to the \_\_\_\_\_ (no. ) of Securities (give description) as mentioned below on \_\_\_\_\_ (insert date) on my behalf / on behalf of immediate relative

| Name of holder or Name of Immediate Relative if transaction is in the name of immediate relative | First or joint holder ** | No. of Securities dealt with | Bought / Sold/ Subscribed | DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited | PAN | Price (Rs) |
|--------------------------------------------------------------------------------------------------|--------------------------|------------------------------|---------------------------|--------------------------------------------------------------------------------------------------------|-----|------------|
|                                                                                                  |                          |                              |                           |                                                                                                        |     |            |
|                                                                                                  |                          |                              |                           |                                                                                                        |     |            |

\*\* "F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any or all of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).
5. Any other document in connection with the transaction.

I declare that the above information is correct and that no provisions of the "CODE OF CONDUCT FOR REGULATING & REPORTING TRADING BY INSIDERS AND FOR FAIR DISCLOSURE, 2015" of POWER FINANCE CORPORATION LIMITED and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

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

Yours truly,

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Emp No: \_\_\_\_\_

POWER FINANCE CORPORATION LIMITED  
New Delhi

FORM-V

REGISTER OF WAIVER OF RESTRICTION FOR DISPOSAL OF SECURITIES WITHIN SIX  
MONTHS OF ACQUISITION

| Sl. No. | NAME | DESIGNATION,<br>EMPLOYEE<br>NO., PAN | UNIT | NAME & PAN OF THE<br>IMMEDIATE RELATIVES, IF<br>THE SECURITIES HELD IN<br>THE NAME OF IMMEDIATE<br>RELATIVES | NUMBER OF<br>SECURITIES |
|---------|------|--------------------------------------|------|--------------------------------------------------------------------------------------------------------------|-------------------------|
| 1       | 2    | 3                                    | 4    | 5                                                                                                            | 6                       |
|         |      |                                      |      |                                                                                                              |                         |
|         |      |                                      |      |                                                                                                              |                         |

| CONSIDERATION VALUE | REASONS FOR<br>WAIVER | DATE OF WAIVER | REMARKS |
|---------------------|-----------------------|----------------|---------|
| 7                   | 8                     | 9              | 10      |
|                     |                       |                |         |
|                     |                       |                |         |

POWER FINANCE CORPORATION LIMITED  
New Delhi

FORM-VI

REGISTER OF PRE-CLEARANCE FOR TRADE IN SECURITIES

| Sl. No | NAME | DESIGNATION & EMPLOYEE NO. | UNIT | DATE & TIME OF RECEIPT OF PRE-CLEARANCE APPLICATION | NATURE OF TRANSACTION (PURCHASE OR SALE or SUBSCRIPTION OF THE SECURITIES) | ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION |
|--------|------|----------------------------|------|-----------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------|
| 1      | 2    | 3                          | 4    | 5                                                   | 6                                                                          | 7                                                           |
|        |      |                            |      |                                                     |                                                                            |                                                             |
|        |      |                            |      |                                                     |                                                                            |                                                             |

| ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION | NAME OF THE IMMEDIATE RELATIVES IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVES | DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER | REASONS FOR NON CLEARANCE, IF NOT CLEARED | NUMBER OF SECURITIES ACTUALLY TRADED, IF INTIMATED | REMARKS |
|------------------------------------------------------------|----------------------------------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------|----------------------------------------------------|---------|
| 8                                                          | 9                                                                                            | 10                                                               | 11                                        | 12                                                 | 13      |
|                                                            |                                                                                              |                                                                  |                                           |                                                    |         |
|                                                            |                                                                                              |                                                                  |                                           |                                                    |         |

POWER FINANCE CORPORATION LIMITED  
New Delhi

FORM-VII

REGISTER OF DISCLOSURE OF SHAREHOLDINGS

| NAME, | DESIGNATION<br>& EMPLOYEE<br>No. | DATE OF<br>APPOINTMENT AS<br>KMP / DIRECTOR<br>/BECOMING<br>PROMOTER | DATE OF<br>RECEIPT OF<br>INFORMATION | NUMBER OF<br>SECURITIES | NAME (IF SECURITIES HELD IN<br>THE NAME OF<br>IMMEDIATE RELATIVES |
|-------|----------------------------------|----------------------------------------------------------------------|--------------------------------------|-------------------------|-------------------------------------------------------------------|
|       |                                  |                                                                      |                                      |                         |                                                                   |
|       |                                  |                                                                      |                                      |                         |                                                                   |

| NAME,<br>DESIGNATION<br>& EMP. NO | UNIT | DATE OF<br>APPOINTMENT<br>AS EMPLOYEE /<br>KMP /<br>DIRECTOR<br>/BECOMING<br>PROMOTER | DATE OF<br>RECEIPT OF<br>INFORMATION | NUMBER<br>OF<br>SECURITIES<br>(Sold or<br>Purchase or.<br>Trading in<br>derivatives<br>of<br>securities) | VALUE | NAME (IF SECURITIES HELD IN<br>THE NAME OF<br>IMMEDIATE RELATIVES |
|-----------------------------------|------|---------------------------------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------------------------------------|-------|-------------------------------------------------------------------|
|                                   |      |                                                                                       |                                      |                                                                                                          |       |                                                                   |
|                                   |      |                                                                                       |                                      |                                                                                                          |       |                                                                   |

# FORM A

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and  
other such persons

Name of the company \_\_\_\_\_

ISIN of the company \_\_\_\_\_

| 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 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 eg - Shares, Warrants, Convertible Debentures etc.) | No. |                   | Number of units (contracts * lot size)                                                    | Notional value in Rupee terms | Number of units (contracts * lot size)                                                    | Notional value in Rupee terms |
| 1                                                 | 2                                                                              | 3                                                                         | 4   | 5                 | 6                                                                                         |                               | 7                                                                                         |                               |

*Note: "Securities" shall have the meaning as defined under regulation 2(4)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Signature \_\_\_\_\_

Designation \_\_\_\_\_

Date \_\_\_\_\_

Place \_\_\_\_\_

# FORM B

## Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter and other such persons

Name of the company \_\_\_\_\_

ISIN of the company \_\_\_\_\_

| Name, PAN No.,<br>CIN/DIN &<br>Address with<br>contact nos | Category of Person<br>(Promoters/ KMP /<br>Directors immediate<br>relatives others etc ) | Date of<br>appointment of<br>Director /KMP<br>OR Date of<br>becoming<br>Promoter | Securities held at the time of becoming<br>Promoter/appointment of<br>Director/KMP     |    | % of<br>Shareholding | Open Interest of the<br>Future contracts held<br>at the time of<br>becoming<br>Promoter/appointme<br>nt of Director/KMP |                                        | Open Interest of the<br>Option Contracts<br>held at the time of<br>becoming<br>Promoter/appointme<br>nt of Director/KMP |                                        |
|------------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|----|----------------------|-------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
|                                                            |                                                                                          |                                                                                  | Type of security<br>(For eg. – Shares,<br>Warrants,<br>Convertible<br>Debentures etc ) | No |                      | Number<br>of units<br>(contracts<br>* lot size)                                                                         | Notional<br>value in<br>Rupee<br>terms | Number<br>of units<br>(contracts<br>* lot size)                                                                         | Notional<br>value in<br>Rupee<br>terms |
| 1                                                          | 2                                                                                        | 3                                                                                | 4                                                                                      | 5  | 5                    | 6                                                                                                                       | 7                                      | 7                                                                                                                       | 7                                      |

*Note: "Securities" shall have the meaning as defined under regulation 241(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Signature \_\_\_\_\_

Designation \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

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# FORM C

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

| Name, PAN No., CIN, DIN, & address of Promoter/Employee/Director with contact nos | Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.) | 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 eg – Shares, Warrants, Convertible Debenture etc.) | No. | Type of security (For eg – Shares, Warrants, Convertible Debenture 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                                       |

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: \_\_\_\_\_

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Form D

Transactions by Other connected persons

| Name, PAN No., CIN/DIN & address of connected persons | Connection with 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 eg. – Shares, Warrants, Convertible Debenture s etc.) | No | Type of security (For eg. – Shares, Warrants, Convertible Debenture s 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                                       |      |  |

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

Name

Signature

Date

Place

\*\*\*\*\*

## ANNEXURE-I

### **Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

1. 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. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.