

Genus Prime Infra Limited

(Formerly Gulshan Chemfill Limited)

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CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

[Under Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 1992]

I. INTRODUCTION

Insider trading means buying or selling of securities of a company by its Directors, Employees or other Insiders on the basis of price sensitive information that is not available to public. It is detrimental to the interest of bona fide investors of a company and also threatens investor confidence in the capital market.

In order to protect the interests of investors, the Securities and Exchange Board of India (SEBI), formulated the SEBI (Insider Trading) Regulations, 1992. In line with the SEBI (Prohibition of Insider Trading) Regulations, 1992 (amended from time to time) and to prevent dealing in securities of the Company by an Insider on the basis of unpublished price sensitive information, the following revised Code of Conduct (hereinafter referred to as the 'Code') have been adopted by the Board of Directors of the Company.

II. DEFINITIONS

For the purpose of this Code of Conduct:-

1. **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
2. **"Regulations"** mean the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.
3. **"Stock Exchange"** means a stock exchange which is recognized by the Central Government or SEBI under Section 4 of Securities Contracts (Regulations) Act, 1956 (42 of 1956).
4. **"Company"** means 'Genus Prime Infra Limited (Formerly Gulshan Chemfill Limited)'.
5. **"Board"** means the Board of Directors of the Company.
6. **"Director"** means a Director on the Board of the Company.
7. **"Compliance Officer"** means the Company Secretary of the Company.
8. **"Officer of a company"** means any person as defined in clause (59) of section 2 of the Companies Act, 2013 including an auditor of the Company.
9. **"Designated Employees"** means:-
 - (i) All the Directors of the Company
 - (ii) All officers in the grade Asst. General Manager & above
 - (iii) All officers and employees of Finance & Accounts Department
 - (iv) All officers and employees of Corporate Secretarial Department
 - (v) Company Secretary & Compliance Officer
 - (vi) Any other key person, who in the opinion of Compliance Officer be covered in the "designated employee".

10. **“Trading Window”** means the period during which the Company's securities can be traded by the designated employees as mentioned in this Code.”
11. **“Insider”** means any person who,
 - (i) is or was connected with the company or is deemed to have been connected with the company and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of a company, or
 - (ii) has received or has had access to such unpublished price sensitive information.
12. **“Family”** means self and dependent spouse, dependent children, dependent parents, dependent in-laws, dependent brothers & sisters.
13. **“Dealing in Securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company by any person either as principal or agent.
14. **“Price Sensitive Information”** means any information which relates directly or indirectly to the Company and which if published is likely to materially affect the price of the shares of the Company.

Explanation: The following shall be deemed to be price sensitive information:

- (i) periodical audited/un-audited financial results of the Company);
 - (ii) intended declaration of dividends (both interim and final);
 - (iii) issue of Securities or buy-back of Securities;
 - (iv) any major expansion plans or initiation/execution of new projects;
 - (v) amalgamation, mergers, demerger, takeovers, joint venture or foreign collaboration;
 - (vi) disposal of the whole or a substantial part of the undertaking; and
 - (vii) significant changes in policies, plans or operations of the Company.
15. **“Unpublished Information”** means information which is not published by the Company, or its agent and is not specific in nature. Speculative Reports in print or electronic media shall not be considered as published information.
 16. **“Working day”** means the working day when the regular trading is permitted on the stock exchanges, where securities of the Company are listed i.e. BSE .
 17. **“Derivatives”** means buying and selling of securities within the settlement period with a motive of making profits.
 18. For any ambiguity or clarification on matters concerning meaning of words used hereinabove and persons other than designated employees, the SEBI (Prohibition of Insider Trading) Regulations, 1992 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), shall be referred to which shall be followed under all circumstances.

III. PROHIBITION ON DEALING, COMMUNICATING OR COUNSELING ON MATTERS RELATING TO INSIDER TRADING

“No Insider shall –

- (a) either on his own behalf or on behalf of any other person, deal in securities of a company listed on any stock exchange when in possession of any unpublished price sensitive information; or

- (b) communicate or counsel or procure, directly or indirectly, any unpublished price sensitive information to any person who while in possession of such unpublished price sensitive information shall not deal in securities

Provided that nothing contained above, shall be applicable to any communication required in the ordinary course of business or under any law.

IV. COMPLIANCE OFFICER:

1. The Company Secretary of the Company shall be the Compliance Officer for the purpose of this Code, who shall report to the Chairman of the Company.
2. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of directors, officers and designated employees, and their dependents' trades (directly or through respective department heads as decided by the Company) monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of the Company.
3. The Compliance Officer shall maintain a record of the directors, officers and designated employees and any changes made in the list of directors, officers and designated employees as defined above.
4. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Regulations and this Code.

V. PRESERVATION OF "PRICE SENSITIVE INFORMATION":

1. Directors, officers and designated employees shall maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
2. *Need to know:* Unpublished price sensitive information is to be handled on a "need to know" basis, *i.e.*, Unpublished price sensitive information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. The directors, officers and designated employees in the inside area shall not communicate any price sensitive information to any one in public area. All non-public information directly received by any employee should immediately be reported to the head of the department and the compliance officer.
3. *Limited access to confidential information:* Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

VI. PREVENTION OF MISUSE OF "PRICE SENSITIVE INFORMATION":

1. All directors, officers and designated employees of the Company shall be subject to trading restrictions as enumerated below.
2. **Trading Window:**

- a) The Company shall specify a trading period, to be called “trading window”, for trading in the Company’s securities. The trading window shall be closed during the time the information referred to in sub-para (c) is unpublished.
- b) When the trading window is closed, the directors, officers and designated employees shall not trade in the Company’s securities in such period.
- c) The trading window shall be, inter alia, closed at the time of:
 - (i) Declaration of financial results (quarterly, half-yearly and annually);
 - (ii) Declaration of dividends (interim and final);
 - (iii) Issue of securities or buy-back of securities;
 - (iv) Any major expansion plans or execution of new projects;
 - (v) Amalgamation, mergers, demergers, takeovers joint venture or foreign collaboration;
 - (vi) Disposal of whole or substantially whole of the undertaking (company); and
 - (vii) Any changes in policies, plans or operations of the company.
- d) The time for commencement of closing of trading window shall be decided by the Company.
- e) The trading window shall be opened 24 hours after the information referred to in sub-para (c) is made public.
- f) All directors/ officers/designated employees of the company shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the company’s securities during the periods when trading window is closed, or during any other period as may be specified by the Company from time to time.
- g) In case of ESOPs exercise of option may be allowed during the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

3. Pre Clearance of Trades:

- a) All directors, officers and designated employees of the Company and their dependents, who intend to deal in the securities of the Company exceeding the threshold limit of **50000 equity shares**, in a calendar year, should pre-clear the transaction as per the pre-dealing procedure as described hereunder.
 - b) An application shall be made in the Form at **Annexure-I** to the Compliance Officer seeking approval for pre-clearance of trade.
 - c) An undertaking shall be executed in favour of the Company by such directors, officers and designated employees in the form at **Annexure-II**.
4. Analyst, if any, employed by the Company while preparing research report of the Company, shall disclose his shareholding/interest in the Company, to the compliance officer. He shall not trade in securities of the Company for 30 days from preparation of such report.

5. The market intermediaries listed with SEBI which come to know of any such price sensitive information of the Company while rendering the services to the Company, shall also comply with this code of conduct.

VII. OTHER RESTRICTIONS

1. All directors, officers and designated employees and their dependents, shall execute their order in respect of securities of the company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the directors/officers/designated employees must pre-clear the transaction again.
2. All directors, officers and 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 during the next six months following the prior transaction. In the case of subscription in the primary market (Initial Public Offers) the above mentioned entities, shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
3. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard.
4. All directors/officers/designated employees shall not take positions in derivative transactions in the securities of the Company at any time.

VIII. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

1. Initial Disclosure:
 - a) Every person holding more than 5% shares/voting rights in Company shall disclose to the Company in **Form A**, the number of shares/voting rights on becoming such holder **within 2 working days** of (i) receipt of intimation of allotment of shares; or (ii) acquisition of shares/voting rights, as the case may be, after issuance of this code of conduct.
 - b) Every directors, officers and designated employees of the Company shall disclose to the Company in **Form B**, the number of shares or voting rights held and positions taken in derivatives by such person and his dependents (as defined by the company) **within 2 working days** of becoming director or officer or designated employee of the Company, after issuance of this code of conduct.
 - c) Any person who is a promoter or part of promoter group of the Company shall disclose to the Company in **Form B**, the number of shares or voting rights held by such person, **within 2 working days** of becoming promoter or part of promoter group of the Company.
2. Continual Disclosure:
 - a) Every person holding more than 5% shares/voting rights in Company shall disclose to the Company in **Form C**, the number of shares/voting rights held and change in shareholding/voting rights, even if such change results in shareholding falling below 5%, if there has been change in such holdings from the last disclosure made under para 1(a) above or under this sub-para; and such change exceed 2% of total shareholding or voting right in the Company.

- b) Every directors, officers and designated employees of the Company shall disclose to the Company in **Form D**, the number of shares/voting rights held and change in shareholding/voting rights, if there has been change in such holdings of such person and his dependents from the last disclosure made under para 1(b) above or under this sub-para; and such change exceed Rs.5 lakhs in value or 25000 shares or 1 percent of total shareholding/voting rights, whichever is lower.
 - c) Any person who is a promoter or part of promoter group of the Company shall disclose to the Company and Stock Exchange, where the securities are listed in **Form D**, the total number of shares/voting rights held and change in shareholding/voting rights, if there has been change in such holdings of such person and his dependents from the last disclosure made under Listing Agreement or para 1(c) above or under this sub-para; and such change exceed Rs.5 lakhs in value or 25000 shares or 1 percent of total shareholding/voting rights, whichever is lower.
 - d) The disclosure mentioned in sub-paragraphs (a), (b) & (c) above shall be made **within 2 working days** of (i) receipt of intimation of allotment of shares; or (ii) acquisition or sale of shares/voting rights, as the case may be, after issuance of this code of conduct.
3. Disclosure by Company to Stock Exchanges: The Company shall, **within 2 working days** of receipt of the information under paragraph 1 and 2 above, disclose to the concerned stock exchanges, the said information received in **Annexure-IV**.

IX. REPORTING REQUIREMENTS:

1. All directors/officers/designated employees of the Company shall be required to forward following details of their securities transactions including the statement of dependent family members (as defined by the Company) to the Compliance Officer:
 - a) all holdings in securities of the Company in aforesaid manner (in Annexure-III) at the time of joining the company or upon issuance of this code of conduct, whichever is later;
 - b) periodic statement of any transactions in securities of the Company (if prescribe by the Company); and
 - c) annual statement of all holdings in securities of the Company (in Annexure-III) within 2 working days after close of the financial year.
2. The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors/officers/designated employees for a minimum period of three years.
3. The Compliance Officer shall place before the Chairman of the Company, on a monthly basis all the details of the dealing in the securities by employees/director/officer of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code of conduct.

X. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT:

1. Any directors, officers and designated employees 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.

2. Directors, officers and designated employees of the Company who violate the code of conduct shall also be subject to disciplinary action by the Company, which may include warning, wage/salary freeze, suspension, ineligibility for future participation in employee stock option/plans, 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) Regulations, 1992. In case of contravention of said Regulations by directors, officers or designated employees and any other person, as may be observed by the Company, SEBI shall be informed by the Company thereof in the manner required for taking action.

XI. REGISTERS:

Register of Pre-clearance of trades as mentioned above shall be maintained in Form at Annexure-V. Similarly, a Register of Disclosure made and received under the Code shall be maintained in Form at Annexure-V

To,
The Compliance Officer,
Genus Prime Infra Limited
(Formerly Gulshan Chemfill Limited)

Dear Sir,

I have read the aforementioned Code of Conduct of the Company for prevention of Insider Trading under Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and agree to comply with the same.

Signature.....

Name.....

Designation.....

Date.....

(Please sign and return this document to Company Secretary.)