

IL&FS | Transportation



**Insider Trading Code &
Compliance**

- 1. What** is this policy? : **Code of** Conduct for Prevention of Insider Trading
- 2. Why** this policy : **For ensuring** compliance of the applicable provisions of the SEBI (Insider Trading) Regulations, 1992, amended from time to time
- 3. Who** are covered/Insider :
i) All Directors on the Board of the Company
ii) Designated Employees of the Company i.e.
(a) Managing Director and Executive Director
(b) All officials at the level of Manager and above including the Chief Executives, Sr. Vice Presidents, Vice Presidents, Associate Vice Presidents, Assistant Vice Presidents and Sr. Managers

(c) All employees in the Accounts & Finance, Bidding & Marketing, Legal & Secretarial Departments
- 4. What** is our concern : **As an Insider** and Designated Employee of the Company having access to Unpublished Price Sensitive Information, maintain confidentiality and not use such information for personal interests/gains arising from trading in shares of the Company
- 5. When** is it applicable : **Applicable for** dealing in shares of the Company while in possession of Unpublished Price Sensitive Information (either buy / sell or otherwise deal in any manner as principal or agent including making a recommendation to any person for purchase or sale of the shares of the Company)
- 6. How** to comply : **Adherence to** do's and don'ts /
Check with the Company Secretary in case you require any clarifications

Do's

- 1 All Directors/Officers and Designated Employees who are allotted shares under the IPO should not sell/transfer the same until 30 days from the date of allotment i.e. upto April 24, 2010
- 2 All Directors/Officers and Designated Employees covered under this Code should submit the initial disclosure in Form I duly filled in & signed to the Company Secretary immediately upon receipt of confirmation of allotment of shares
- 3 On joining the services of the Company, the employee should submit the initial disclosure in Form I to the Company Secretary providing details of shares held in the Company (including by dependant family members)
- 4 Maintain confidentiality of any Unpublished Price Sensitive Information in his/her possession
- 5 Deal in shares of the Company only when trading window is open
- 6 Obtain pre-clearance for transactions exceeding 25000 shares of the Company in the aggregate in a calendar month (either by self/ dependent family members) by submitting Form-IV to the Company Secretary
- 7 Disclose on continuous basis any change in your / dependent family members shareholding in the Company (exceeding 25000 shares in number or Rs.5 Lakhs of the value of the shares traded or 1% of the paid up share capital the Company (whichever is lower) within 2 days of such transaction / change by submitting Form-IV to the Company Secretary and the BSE/NSE
- 8 Submit annual disclosures in Form-III to the Company Secretary on or before 30th April each year.

Don'ts

- 1 Un-published Price Sensitive Information is to be handled on a need-to-know basis, and do not disclose or pass on such information available with you to any person except to the extent of official use within the Company to discharge your duties.
- 2 Do not deal in shares of the Company when trading window is closed
- 3 All Directors / Officers / 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. For example, if you buy shares of the Company on April 1, 2010, you shall not sell such shares on or before October 1, 2010 and vice versa if you sell the shares
- 4 Do not hold/take positions in Futures & Options/ Derivative transactions in the shares of the Company at any time
