



# **PRABHA ENERGY LIMITED**

**CODE OF CONDUCT FOR THE MEMBERS OF BOARD AND SENIOR  
MANAGEMENT OF THE COMPANY**



# CODE OF BUSINESS CONDUCT AND ETHICS

## 1. INTRODUCTION

The Board of Directors (The “Board”) of Prabha Energy Limited (the “Company”) has adopted the following Code of Conduct for Members of Board and Senior Management. The Board may review and amend this Code of Conduct from time to time.

This Code is formulated in line with the requirement of Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule IV of Companies Act, 2013 on Code for Independent Directors.

All members of the Board of Directors and Senior Management of the Company are committed to comply with all those acts, rules and regulations that govern the conduct of the Company.

## 2. POLICY OBJECTIVE

To determine the Code of Conduct for members of Board and Senior Management of Prabha Energy Limited and to maintain standards of Business Conduct of the Company and ensure compliance with Applicable Laws.

## 3. INTERPRETATION OF THE POLICY

All the Words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

## 4. DEFINITIONS

**“Act”** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications, circulars, notification, orders to remove difficulties or re-enactment thereof from time to time.

**“SEBI Listing Regulations”** means SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended time to time.

**“Members of Board”** or **“Board of Directors”** or **“Board”** means the Board of Directors of Prabha Energy Limited, as constituted from time to time.

**“Code of Conduct”** or **“Code”** means Code of Conduct for Board of Directors and Senior Management and Independent Directors of the Company and as may be amended from time to time.

**“Senior Management”** shall mean officers/personnel of the Company who are members of its core management team, excluding the board of directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or



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Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the Company.

### 5. GUIDELINES FOR BOARD MEMBERS

Every member of the Board of Directors of the Company should –

- Act in accordance with the Articles of Association of the Company.
- Act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interests of the Company, its Employees, the Shareholders, the Community and for the protection of Environment.
- Exercise his / her duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- Not achieve or attempt to achieve any undue gain or advantage either to himself/herself or to his/her relatives, partners, or associates and if such Director is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Company.
- Not assign his/her office and any assignment so made shall be void.
- Act in a manner to enhance and maintain the reputation of the Company.
- The Board Members should disclose following information to the Board on regular basis:-
  - a. Details of any legal proceedings and decrees passed against them in personal capacity.
  - b. Disclosures under Companies u/s 164 (2) (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013.
  - c. Changes in Directorship and Members of Committees of Board of Other Companies.
  - d. Such other disclosures as may be required under various acts, rules and regulations.

### 6. DUTIES OF INDEPENDENT DIRECTOR

The Independent Directors shall—

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;



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2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
14. In addition, the Independent Directors shall also abide by the provisions of the “Code for Independent Directors” as provided in Schedule IV of the Companies Act, 2013.



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### **7. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

The Board members should ensure that the Company complies with various rules and regulations governing the affairs of the Company and should carry out a periodic review of the same.

### **8. INSIDER TRADING**

The Board members would ensure strict observance of the Code of Conduct for dealing in shares/securities of the Company in compliance with SEBI (Prohibition of Insider Trading Regulations, 2015 as amended from time to time. Associates are prohibited from providing family members, friends, or any other persons with material non public information.

The Board members would need to disclose all the information to the Board about their relatives like spouse, children, parents, etc., if any, employed in the Company.

### **9. CONFIDENTIALITY**

The Board members should ensure strict secrecy of all the confidential information acquired due to long association with the Company. Confidential information includes all non-public information that might be of use to competitors or harmful if disclosed to any person other than the member receiving it. The obligation to preserve the confidential information is desired to continue even after ceasing to be a member.

### **10. CONFLICT OF INTEREST**

All the members of the Board of Directors and Senior Management of the Company are expected to dedicate their best efforts to advance the Company's interests and to make decisions that affect the Company based on the Company's best interests and independent of outside influences.

A conflict of interest occurs when a director's/member's of Senior Management private interest interferes in any way, or even appears to interfere, with the interest of the Company as a whole.

No associate of any Director should own any interest in or have any personal contract or agreement of any nature with any suppliers, contractors or others doing business with the company.

### **11. CERTIFICATION OF COMPLIANCE OF CODE OF CONDUCT**

The members of the Board and the Senior Management shall affirm the compliance with the Code on annual basis. The Annual Compliance Report shall be forwarded to the Chairman of the Company, in the form annexed hereto as Annexure – A. The Annual Report of the Company shall carry a declaration to this effect duly signed by the Managing Director or Chief Financial Officer of the Company.

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## 12. REVIEW

The Code of Business Conduct may be reviewed by the Board of Directors and necessary amendments may be incorporated therein. Further, all the provisions of the Code of Business Conduct shall be subject to any amendments or modifications made in the applicable rules and regulations from time to time.

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## ANNEXURE - A

### Affirmation by Director

*[Pursuant to Regulation 26 (3) of Securities exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015]*

To,  
**The Compliance Officer,**  
**Prabha Energy Limited**  
12A, Abhishree Corporate Park,  
Opp. Swagat BRTS Bus Stop  
Ambli Bopal Road, Ambli,  
Ahmedabad - 380058, Gujarat, India

**Sub: AFFIRMATION OF COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT AND ETHICS**

Dear Sir/Ma'am,

I, \_\_\_\_\_ (Name), \_\_\_\_\_ (Designation), resident of \_\_\_\_\_, hereby confirm that I have read and understood the Code of Conduct applicable to Board of Directors and Senior Management of the Company, state for the financial year ended on 31<sup>st</sup> March, 20\_\_\_\_\_, to the best of my knowledge and belief that:-

- a) I understand that the Code of Business Conduct and Ethics cannot be an inclusive one and hence there can be additional roles, responsibilities, rules and regulations applicable to my work;
- b) I affirm that I have complied with the Code of Business Conduct and Ethics throughout the financial year.

Signature : \_\_\_\_\_  
Name : \_\_\_\_\_  
Designation : \_\_\_\_\_

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