

**CODE OF INTERNAL PROCEDURES & CONDUCT FOR
PREVENTION OF INSIDER TRADING**

A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

Regd. Office: O-116, First Floor, DLF Shopping Mall, Arjun Marg, DLF City Phase-1, Gurgaon

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A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

CODE OF INTERNAL PROCEDURES & CONDUCT FOR PREVENTION OF INSIDER TRADING

The Policy and Obligations

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every, director, officer, 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 director, officer, 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.

To achieve these objectives, **A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED** (herein after referred to as "the Company") hereby notifies that this code of conduct is to be followed by all directors, officers and designated employees.

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1. This Code of Internal Procedures & Conduct for prevention of Insider Trading may be known as "Code of Internal Procedures & Conduct For Prevention of Insider Trading of **A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED**" hereinafter referred to as the "Code of Conduct", which shall come into effect from 16th December 2010 (i.e., from the date of approval by the Board of Directors) for Prevention of Insider Trading in the company.
 2. This Code of Conduct has been made pursuant to Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended and may be modified by the Board of Directors of the Company from time to time. The code of conduct is in addition to the regulations framed by the Securities & Exchange Board of India (SEBI) in this regard, and accordingly the disclosure requirement contained in the SEBI regulations are not covered herein. For the details of the same, the person may refer to the compliance officer in that regard.

3. Definitions:-

For the purpose of this Code of Conduct:-

- a. "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b. "**Stock Exchange**" means a stock exchange which is recognised by the Central Government or SEBI under Section 4 of Securities Contracts (Regulations) Act, 1956 (42 of 1956).
- c. "**Regulations**" means the SEBI (Prohibition of Insider trading) Regulations, 1992 as amended from time to time.
- d. "**Company**" means 'A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED', having its Registered Office at GURGAON.
- e. "**Board**" means the Board of Directors of 'A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED'.
- f. "**Director**" means Directors on the Board of the Company.
- g. "**Compliance Officer**" means the Company Secretary of the Company.
- h. "**Designated Employees**" mean the following persons of the Company—

1. The Chairman and Managing Director
 2. All the Directors of the Company
 3. All officers in grade Vice President & above
 4. Company Secretary & Compliance Officer
- i. **“Trading Window”** means the period during which the Company's securities can be traded by the designated employees/directors as provided in this Code.”
- j. **“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 the Company or
 - ii) who has received or has had access to such unpublished price sensitive information.
- k. **“Family”** means self and dependent spouse, dependent children, dependent parents, dependent in-laws, dependent brothers & sisters.
- l. **“Dealing in securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the shares of the Company by any person either as principal or agent.
- m. **“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:

- Declaration of Financial Results (quarterly, half-yearly and annual)
 - Declaration of dividends (interim and final)
 - Issue of securities by way of public/rights/bonus etc
 - Any major expansion plans
 - Amalgamation, mergers, takeovers and buy-back
 - Disposal of whole or substantial part of the undertaking
 - Any significant changes in policies, plans or operations of the Company
- n. **“Unpublished”** means information which is not published by the Company, or its agent and is not specific in nature
Explanation: Speculative Reports in print or electronic media shall not be considered as published information.
- o. **“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 & NSE.
- p. **“officer of a company”** means any person as defined in clause (30) of section 2 of the Companies Act
- q. **“Futures”**

A contract entered into between two persons either to sell or buy a specific security on a future pre-determined period who mutually agree for the price of the scrip and upon the compensation / premium agreed to in the contract.

r. **“Derivatives”**

Means buying and selling of securities within the settlement period with a motive of making profits.

t. * **“Promoter/ Part of Promoter Group”**

Promoter or Promoter Group shall have the same meaning as assigned to them in terms of regulations framed under clause (h) of sub-section (2) of section 11 of the Act.

s. All other words and phrases will have the same meaning as defined under the “Regulations” as amended from time to time and also under the “Act”.

4. COMPLIANCE OFFICER

The Company Secretary shall be the Compliance officer of the Company, In his absence any other person duly authorized by the Managing Director shall be the Compliance Officer.

5. DUTIES OF COMPLIANCE OFFICER

1. He shall maintain a record of designated employees and any changes made therein.
2. He shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Price-Sensitive Information', 'pre-clearing of Designated Employees' and their dependents' trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of the Company.
3. He shall place before the Chairman/Managing Director on a monthly basis all the details of the dealing in the securities by Designated Employees, Directors, Officers of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in the code.
4. He shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Company's code of conduct.
5. He shall maintain records of all the declarations submitted in the appropriate form given by the Promoter/ Part of Promoter Group/Directors, Officers and Designated Employees for a minimum period of three years.
6. He shall from time to time inform the Stock Exchanges any price sensitive information on immediate basis.

6. PRESERVATION OF “PRICE SENSITIVE INFORMATION”

All Designated Employees/Directors/Officers shall maintain the confidentiality of all Price Sensitive Information. No Employee/Director/Officer shall pass on any price sensitive information to any person directly or indirectly by way of making a recommendation for the purchase or sale of shares of the Company.

** Inserted wherever appears in this code by the Board of Directors at its meeting held on 29-08-2011 in pursuance to amendment made under SEBI (Prohibition of Insider Trading)(Amendment)Regulations 2011 Issued on 16th August, 2011.*

7. NEED TO KNOW BASIS

No Employee/Director / Officer shall communicate any unpublished price sensitive information to any person except those within the Company who need the information to discharge their duty.

8. PROHIBITION ON COMMUNICATION OR COUNSELING ON MATTERS RELATING TO INSIDER TRADING

No Employee/Director / Officer shall communicate or counsel any unpublished price sensitive information to any person. Further, no employee /Director/Officer, who while in possession of such unpublished price sensitive information shall not deal in the shares of the Company.

9. PREVENTION OF MISUSE OF “PRICE SENSITIVE INFORMATION”

All the Designated Employees/Directors will have to keep the files containing confidential material relating to price sensitive information fully secured. Computer files must be kept with adequate security of login and password, etc.

10. TRADING RESTRICTIONS

All directors/officers and designated employees of the company shall be subject to trading restrictions as enumerated below:

A. Trading Window

Trading Window refers to the period during which the directors, designated employees of the Company can deal in the securities of the Company.

The Trading window will be closed on the happening of the following events:

- i. Declaration of Financial results (quarterly, half-yearly and annually)
- ii. Declaration of dividends (interim and final)
- iii. Issue of securities by way of public/rights/bonus etc.
- iv. Any major expansion plans or execution of new projects
- v. Amalgamation, mergers, takeovers and buy-back
- vi. Disposal of whole or substantially whole of the undertaking
- vii. Any changes in policies, plans or operations of the Company

When the trading Window is closed the all the Designated Employees/Directors/Officers shall not trade in the company's securities in such period.

B. Closing Period of Trading Window

The period of closure of trading window, in case of quarterly / yearly financial results and price sensitive information like declaration of dividend, issue of securities, any major expansion plans, amalgamation/mergers etc., will be 7 (Seven)¹ days prior (as far as practically possible) to and 24 hours after the public disclosure of the price sensitive information.

1. Substituted for “3 (three)” by the Board of Directors at its meeting held on 12-08-2011

C. Prohibition on trading at the time of closure of Trading Window

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.

D. ESOPs

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.

E. Futures & Derivatives

All the directors / officers / designated employees are strictly prohibited from involving in the Futures & derivatives.

11. PRE-CLEARANCE OF TRADES

The Designated Employee/Directors/officers and their dependants intending to deal in the shares of the Company exceeding the threshold limit **of 25,000 shares or Rs. 2,000,000 in value or 1% of the total shareholding or voting rights, whichever is lower**; in the Company in a calendar year (hereinafter referred to as 'threshold limit') will have to make:

- i. An application as per **Annexure '1'** to the Compliance Officer for pre-clearance of the transaction along with the following undertaking:
 - a. that the Director/Officer/Designated Employee does not have any access or has not received "price sensitive information" upto the time of signing the undertaking.
 - b. that in case the Director/Officer/Designated Employee has access to or receives "price sensitive information" after signing of the undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - c. that he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - d. that he/she has made a full and true disclosure in the matter.
- ii. Only after receiving the clearance, the transaction should be carried out.
- iii. All Directors/Officers/Designated Employees and their dependants 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 employee/ director / officer must pre-clear the transaction again
- iv. **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(6) months following the prior transaction. All**

directors/designated employees shall also not take positions in derivatives transactions in the shares of the Company at any time.

- v. 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 30 days following the prior transaction in the primary market (IPO). In the case of IPOs, the holding period would commence when the securities are actually allotted.

In case the sale of Securities is necessitated by personal emergency of the Director/designated employee, such Director/designated employee may seek the waiver of the holding period of said 30 days by making an application to the Compliance Officer (or the Chairman and Managing Director, as the case may be) as per **Annexure '1'**. The Compliance Officer (or the Chairman and Managing Director, as the case may be) may waive the holding period after recording in writing, the reasons in this regard.

An undertaking shall be executed by the director / officer / designated employee as per the format annexed herewith as per **Annexure – '2'** stating the following:

- i. That the director / officer / designated employee does not have any access or has not received any price sensitive information.
- ii. That in case the director / officer / designated employee has access to or receives any price sensitive information after signing the declaration but before the execution of the transaction, he/she shall inform the compliance officer of the change in the position and that he/she would completely refrain from dealing in the securities of the company till such time the information becomes public.
- iii. That he/she has not contravened the code of conduct for prevention of insider trading.
- iv. That he/she has made a full and true disclosure in the matter.

12. REPORTING REQUIREMENT

• Initial Disclosure

Pursuant to Regulation 13 (1) any person who holds more than 5% shares or voting rights in any listed company shall disclose to the company in **Form-A** the number of shares or voting rights held by such person on becoming such holder within 2 working days of receipt of intimation of allotment of shares or acquisition of shares or voting rights as the case may be.

Pursuant to Regulation 13 (2) and 13 (2A) any person who is a director or officer or Promoter or Part of Promoter Group of a listed 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 a director or officer or Promoter or Part of Promoter Group of the company.

• Continual Disclosure

Pursuant to Regulation 13 (3) any person who holds more than 5% shares or voting rights in any listed company shall disclose within two working days of receipt of intimation of allotment of shares or the acquisition or sale of shares or voting rights to the company in **Form-C** the number of shares or voting rights held and change in shareholding or 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 and such change exceeds 2% of total shareholding or voting rights in the company.

Pursuant to Regulation 13 (4) and 13 (4A) any person who is a director or officer or Promoter or Part of Promoter Group of a listed company shall disclose within two working days of receipt of intimation of allotment of shares or the acquisition or sale of shares or voting rights to the company in **Form-D**, the total number of shares or voting rights held and change in shareholding or voting rights, if there has been a change in such holdings from the last disclosure made under this regulation and the change exceeds **Rs.5 lakhs in value or 25000 shares or 1% of total shareholding** or voting rights, whichever is lower.

Pursuant to Regulation 13 (6), the above disclosures have to be given by the company to the stock exchanges within two days of receipt of the information from the aforesaid persons

- **Yearly Disclosure:**

All Directors/Officers/Designated Employees/ Promoter/ Person who is a Part of Promoter Group / shall submit to the Company Yearly statement, indicating the details of the all holdings in the securities held by him and his dependents, as at the end of every calendar year within one month from the date of completion of each calendar year as per **Annexure '3'**.

13. INTERPRETATION

In case any difficulty or doubt arises in the interpretation of this 'Code of Conduct', the decision of the Chairman and Managing Director/Executive Director shall be final.

14. PENALTY/PUNISHMENT

1. Any Director/Officer/Designated Employee who trades in securities or communicates any information for trading in securities in contravention of this Code of Conduct are liable for disciplinary action by the Company based on a report submitted by the 'Compliance Officer' to the Chairman. The disciplinary action may include Wage freeze. Suspension, ineligible for future participation in employee stock option program etc. or as the Company deems fit.
2. 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.

15. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1999

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 1992. SEBI shall be informed by the company.

ANNEXURE '1'

APPLICATION FOR PRE CLEARANCE OF TRADE IN SECURITIES OF THE COMPANY

(UNDER CODE OF INTERNAL PROCEDURES & CONDUCT FOR PREVENTION OF INSIDER TRADING
OF A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)

Date: _____

The Compliance Officer

A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

**O-116, 1st Floor,
DLF Shopping Mall,
Arjun Marg, DLF Phase-I,
Gurgaon, Haryana- 122002**

Sub: Application for Pre Clearance of trade in terms of SEBI (Prohibition of Insider Trading) Regulations, 2002.

Dear Sir,

I _____ S/D/W/o _____, being a Director /Officer / Designated Employee of Company hereby seek your approval for:

- a. buying _____ (number) of _____ (type of security) of the company in my/dependent family members' name;
- b. Selling _____ (number) of _____ (type of security) of the company in my/ dependent family members' name;

Through Stock Exchange / private arrangement with M/s /Mr. / Mrs. _____ having Folio no. / DP & Client ID No. _____.

As on date I/my dependent family members hold the under mentioned securities of the company:

Name of Holder	Folio No./DP & Client ID No.	Type of Securities	No. of Securities.	Nature of Transaction (i.e. Purchase/Sell)

I further I undertake and confirm that:

- a. I do not have any access to nor in receipt of any "Price Sensitive Information" upto the time of signing this undertaking.

Signature with date:

- b. In case I get access to or receive any "Price Sensitive Information" subsequent to the signing of this undertaking but prior to the execution of the transaction I shall inform you of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
- c. I have not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
- d. I have made a full and true disclosure in the matter.
- e. I/ my dependent family shall execute the transaction in respect of the proposed securities of the company within one week after the approval of pre-clearance is obtained. In the event of the transaction not being executed within one week from the said approval, I shall again apply for pre clearance approval for the transaction.
- f. I/ my dependent family members undertake to hold the said securities for a minimum period of 180 days.

Yours Faithfully

Name

Designation

Date

Signature

Annexure - 2

UNDERTAKING

(To be given by directors / officers / designated employees)

To
The Compliance Officer
A2Z Group

Dear Sir

I _____, designated as _____ in A2Z Maintenance & Engineering Services Limited (hereinafter referred to as “the company”) hereby undertake and solemnly affirm the following:

- (a) I / we do not have any access or has not received any price sensitive information.
- (b) If I/we has/have access to or receive any price sensitive information after signing the declaration but before the execution of the transaction, I/we shall inform the compliance officer of the change in the position and that I/we would completely refrain from dealing in the securities of the company till such time the information becomes public.
- (c) That I/we have not contravened the code of conduct for prevention of insider trading regulations.
- (d) That I/we have made a full and true disclosure in the matter.

Place

Date

Signature(s)

Note: In case of joint holder(s)/relatives, this undertaking has to be signed by all individually.

ANNEXURE '3'

FORM FOR YEARLY DISCLOSURE OF PARTICULARS BY PROMOTER/PART OF PROMOTER GROUP/ DIRECTOR/OFFICER /DESIGNATED EMPLOYEES

(UNDER CODE OF INTERNAL PROCEDURES & CONDUCT FOR PREVENTION OF INSIDER TRADING
OF A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED)

Date: _____

The Compliance Officer

A2Z MAINTENANCE & ENGINEERING SERVICES LIMITED

**O-116, 1st Floor,
DLF Shopping Mall,
Arjun Marg, DLF Phase-I,
Gurgaon, Haryana- 122002**

From:

Name	
Employee No.	
Designation/Capacity	
Department	

I further declare that I and my dependents collectively hold following securities as on 31st March _____:

Sr. No	Name of Holder	Name of the company	No. of Securities	Type Of Security (Equity/Preference/Debentures)
1				
2				
3				
4				
5				

(Please attach additional sheet(s) if required)

Sign: _____

Place: _____

Date: _____

FORM 'A'

[Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992]

[Regulation 13(1) and (6)]

Details of acquisition of 5% or more shares in a listed company

1.	Name, Pan & Address of shareholder with telephone number	
2.	Shareholding prior to acquisition	
3.	Number and percentage of shares / voting rights acquired	
4.	Date of receipt of allotment / advice. Date of acquisition (specify)	
5.	Date of intimation to company	
6.	Mode of acquisition (market purchase/public/rights/preferential offer) etc.	
7.	Shareholding subsequent to acquisition	
8.	Trading Member through whom the trade was executed along with SEBI Registration number of the Trading Member	
9.	Exchange on which the trade was executed	
10.	Buy quantity	
11.	Buy value	

I hereby confirm that none of the above dealings by me / my dependant family members were done while in possession of unpublished price sensitive information.

I do hereby declare that the information stated above is true to the best of my knowledge and belief.

Yours truly

Signature :

Name of shareholder :

FORM 'B'

[Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992]

[Regulation 13(2), 13 (2A) and 13(6)]

Details of shares or voting rights held by Director or Officer and his dependents or Promoter or Person who is a Part of Promoter Group of a Listed Company, or positions taken in derivative by Director or Officer of a Listed Company and his dependents.

1.	Name, Pan & Address of Promoter/ Person who is a Part of Promoter Group/ Director / Officer	
2.	Date of assuming office of Director / Officer/Promoter/Part of Promoter Group	
3.	Number & percentage of shares / voting rights held at the time of becoming Promoter/ Part of Promoter Group/ director / officer	
4.	Date of intimation to company	
5.	Mode of acquisition market purchase / public / rights / preferential offer etc.	
6.	Trading Member through whom the trade was executed along with SEBI Registration number of the Trading Member	
7.	Exchange on which the trade was executed	
8.	Buy quantity	
9.	Buy value	

I hereby confirm that none of the above dealings by me / my dependant family members were done while in possession of unpublished price sensitive information.

I do hereby declare that the information stated above is true to the best of my knowledge and belief.

Yours truly

Signature :

Name of Promoter/Part of Promoter Group/ Director / Officer :

FORM 'C'

[Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992]

[Regulation 13(3) and (6)]

Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

1.	Name, Pan and Address of shareholders	
2.	Shareholding prior to acquisition / sale	
3.	Number & percentage of shares / voting rights acquired / sold	
4.	Receipt of allotment advice / acquisition of shares/ sale of shares – specify	
5.	Date of intimation to company	
6.	Mode of acquisition – market purchase / public / rights / preferential offer etc.	
7.	Number & percentage of shares / voting rights post acquisition / sale	
8.	Trading Member through whom the trade was executed along with SEBI Registration number of the Trading Member	
9.	Exchange on which the trade was executed	
10.	Buy quantity	
11.	Buy value	
12.	Sell quantity	
13.	Sell Value	

I hereby confirm that none of the above dealings by me / my dependant family members were done while in possession of unpublished price sensitive information.

I do hereby declare that the information stated above is true to the best of my knowledge and belief.

Yours truly

Signature :

Name of shareholder :

FORM 'D'

[Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992] [Regulation 13(4), 13(4A) and 13 (6)]

Details of change in shareholding or voting rights held by director or officer and his dependents or Promoter or Person who is Part of Promoter Group of a listed company

1.	Name, PAN No. & Address of Promoter/ Person who is Part of Promoter Group/Director / Officer	
2.	Number & percentage of shares / voting rights held by the Promoter/Person who is Part of Promoter Group/ Director / Officer	
3.	Date of receipt of allotment advice / acquisition / sale of shares / voting rights	
4.	Date of intimation to company	
5.	Mode of acquisition – market purchase / public /rights / preferential offer etc.	
6.	Number & percentage of shares / post acquisition voting rights sale	
7.	Trading Member through whom the trade was executed along with SEBI Registration number of the Trading Member	
8.	Exchange on which the trade was executed	
9.	Buy quantity	
10.	Buy value	
11.	Sell quantity	
12.	Sell Value	

I hereby confirm that none of the above dealings by me / my dependant family members were done while in possession of unpublished price sensitive information.

I do hereby declare that the information stated above is true to the best of my knowledge and belief.

Yours truly

Signature :

Name of Promoter/Part of Promoter Group/ Director / Officer :