

# **PMEA SOLAR TECH SOLUTIONS LIMITED**

**CODE OF CONDUCT FOR BOARD MEMBERS  
AND SENIOR MANAGEMENT PERSONNEL**

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## **1. INTRODUCTION**

PMEA Solar Tech Solutions Limited (Company) commits itself to ethical and lawful business in line with vision that is to:

- To add value to people's lives by creating realty masterpieces.
- The Company's commitment to ethical and lawful business conduct is a fundamental shared value for the board of directors of the Company (Board) and its Management & Employees and is also critical to the success of the Company.

Consistent with its values and beliefs and in compliance with the applicable laws, the Company has formulated the following Code of Conduct as a guide:

- 1.1. This Code of Conduct (Code) shall be called The Code of Conduct for Board Members and Senior Management Personnel of PMEA Solar Tech Solutions Limited.
- 1.2. The Code has been framed specifically in compliance with the provisions of the Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).
- 1.3. The purpose of this Code is to further enhance the ethical and transparent process in managing the affairs of the Company.
- 1.4. The Code has been adopted by the Board through its Board resolution dated July 1, 2024 and has come into force with immediate effect.

## **2. DEFINITIONS & INTERPRETATIONS:**

- 2.1. Board or Board Members shall mean Directors of the Board of Directors of the Company.
- 2.2. Company shall mean PMEA Solar Tech Solutions Limited.
- 2.3. Companies Act shall mean Companies Act, 2013 and rules made thereunder, as amended.
- 2.4. Directors shall mean Directors (both executive and non-executive) of the Company for the time being occupying the position as such.
- 2.5. Executive Director shall mean the whole-time directors of the Board, as defined under the Companies Act.

- 2.6. Non-Executive Director shall mean directors of the Board who are not Executive Directors.
- 2.7. Independent Directors shall have the same meaning as ascribed to it under the Companies Act.
- 2.8. Conflict of Interest means where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.
- 2.9. Senior Management Personnel shall have the same meaning as ascribed to it under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 2.10. SEBI ICDR Regulations shall mean Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- 2.11. SEBI Listing Regulations shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2.12. In this Code, words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

### **3. APPLICABILITY:**

- 3.1. This Code shall be applicable to all the Directors and Senior Management Personnel.
- 3.2. In addition, the Independent Directors of the Company shall abide by the Code for Independent Directors as prescribed under the Companies Act, 2013, as amended, and the Regulations, as amended from time to time.
- 3.3. The Directors and Senior Management Personnel should continue to comply with other applicable / to be applicable policies, rules and procedures of the Company.

### **4. KEY REQUIREMENTS:**

The Directors and Senior Management Personnel must act within the authority conferred upon them and in the best interests of the Company and observe the following Code of Conduct:

- (i). Shall act honestly, diligently and in good faith and integrity in all their dealings with and for the Company.
- (ii). Shall act in accordance with highest standards of integrity, fairness and ethical conduct while working for the Company as well as in representing the Company

without their judgment being subordinated and also to fulfill their fiduciary obligations.

- (iii). Shall not involve themselves in making any decision on a subject matter in which a conflict of interests arises or could arise, between their personal interest and the interests of the Company. In the event of apprehending such conflict of interests the relevant facts shall be disclosed in writing explaining the circumstances that would create or could create the conflicts of interests to the Board for further directions in the matter.
- (iv). Shall avoid having any personal financial interests in works or contracts awarded by the Company.
- (v). Shall avoid any relationship with a contractor or supplier (either directly or indirectly such as through a family member or other person or organization with which they are associated) that could compromise the ability to transact business on a professional, impartial and competitive basis or that may influence decision to be made by the Company.
- (vi). Shall not hold any positions or jobs or engage in outside business or other interests that adversely affect the performance of duties of the Company. Executive Directors and Senior Management Personnel are expected to devote their full attention to the business interests of the Company and as, more particularly, subject to terms and conditions laid down in their respective contracts / appointment letters.
- (vii). Shall not exploit for their own personal gain, the opportunities that are discovered through Company's business, information or position, unless the opportunity is disclosed fully in writing to the Board.
- (viii). Shall not seek to accept directly or indirectly any gifts from anyone having business dealings with the Company.
- (ix). Shall immediately bring to the notice of the Board about any unethical behaviour, suspected fraud or violation of the Company's policies.
- (x). Shall be free to pursue any kind of civil / political activities and can become member or office Bearers of any trade organization so long as it does not adversely affect or is detrimental to the business investors of the Company.
- (xi). Shall comply with all applicable laws, rules and regulations and any violation thereon may make them personally liable. Directors and Senior Management Personnel may be subjected to disciplinary action by the Company for violation of provisions of law.

- (xii). Shall become and remain familiar with Company's business and the economic and competitive environment in which the Company operates and understands Company's business plan, strategies and objectives.
- (xiii). Shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitute unpublished price sensitive information. The Board and Senior Management Personnel shall make timely disclosures of (a) trading in the shares of the Company, (b) transactions having personal interest and (c) related party transactions that are required to be made under laws, rules and regulations and code of conduct / internal procedure for prevention of Insider Trading in the Securities of the Company.
- (xiv). Any information concerning the Company's business, its customers, suppliers, etc, which is not in the public domain and to which the Board Members and Senior Management Personnel have access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Board Members and Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized.
- (xv). Shall not encourage any activity which would result in misusing the Company's assets. This would include both tangible and intangible assets.
- (xvi). Shall be committed to shareholders' worth value and shall strictly comply with all regulations and laws that govern shareholders' right. The shareholders shall be informed about all relevant aspects about the Company's business and disclose such information as may be required from time to time, in accordance with applicable rules and regulations.
- (xvii). Independent Directors shall inform the Board in case of changes in their interest which impacts their independence as a Board Member or of any conditions which may interfere with their ability to perform their duties on the Board or any committees of the Board.

**5. Code of Conduct for Independent Directors:**

Code of conduct applicable to the Independent Directors shall be as prescribed under Companies Act.

## **6. Enforcement of Code of Conduct**

- a) Company Secretary shall be the Compliance Officer for the purpose of this Code.
- b) Each Board Member and Senior Management Personnel shall be accountable for fully complying with this Code.
- c) Compliance Officer shall report breach of this Code, if any, which comes to his notice to the Board.
- d) The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or as suspected violation of law, of this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation.
- e) Penalty for breach of this Code by Directors and, or Senior Management Personnel shall be in accordance with the provisions of the Companies Act and other applicable laws.

## **7. Waiver and Amendments of the Code**

- 7.1. No waiver of any of the provisions of this Code shall be valid unless the Board of Directors of the Company approves such waiver.
- 7.2. The provisions of this Code can be amended by the Board of Directors of the Company from time to time.

## **8. Insertion of the Code in website.**

As required by the Regulation 46 of SEBI Listing Regulations, this code and any amendments thereto shall be posted on the website of the Company.

## **9. Affirmation of compliance of the Code**

Subject to applicable laws, all Board Members and Senior Management Personnel shall within 30 days of close of every financial year affirm compliance with the Code. A proforma of Annual Compliance Report is annexed to this Code as **Appendix I**. The Annual Compliance Report shall be forwarded to the Compliance Officer of the Company.

## **10. Acknowledgement of receipt of the Code**

Any amendments/revision made to this Code shall be sent via e-mail to all the Board Members and Senior Management Personnel or uploaded on the Website of the Company.

## **11. Conclusion**

This Code embodies the belief that acting always with the Company's legitimate interests in mind and being aware of the Company's responsibility towards its stakeholders is an essential element of its long-term growth and excellence.

**APPENDIX – I**

**PMEA Solar Tech Solutions Limited  
ANNUAL COMPLIANCE REPORT**

**CODE OF CONDUCT FOR  
BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL**

**To**

**The Compliance Officer,**

PMEA Solar Tech Solutions Limited,  
406, Western Edge II, A Wing, Western Express Highway, CCI Compound,  
Borivali East, Mumbai – 400066, Maharashtra, India

I \_\_\_\_\_ do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS / SENIOR MANAGEMENT PERSONNEL during the financial year ending 31<sup>st</sup> March, 202\_\_.

Signature:.....

Name:.....

Designation :.....

Date: .....

Place: .....

**\* To be submitted by 30<sup>th</sup> April each year.**