

Code of practices and procedures for fair disclosure of unpublished price sensitive information [Sub-regulation (1) of Regulation 8, of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

PURPOSE:

The Board of Directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a Code of practices and procedures for fair disclosure ("the Code") of unpublished price sensitive information that it would follow in order to adhere to each of the principles as stated in Schedule A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations").

The Board of Directors of Pace Automation Limited ("the Company") is expected to manage the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interests of all the stakeholders and to further the objective of good corporate governance.

The Board of Directors of the Company resolves to adopt the Code in furtherance of the long-time commitment of the Company to transparency and fairness in dealing with all stakeholders and in consonance with the mandate of the Regulations.

PREAMBLE:

The Board of Directors of the Company, at its meeting held on May ---, 2015, formulated and adopted the Code for the Company in compliance with Chapter IV read with Schedule A of the Regulations. The Code has been intimated to the Stock Exchanges and is also published on the official website of the Company www.paceautomation.com.

The Equity Shares of the Company are listed on the Metropolitan Stock Exchange of India Limited, collectively referred to as the Stock Exchanges.

CODE OF FAIR DISCLOSURE OF THE COMPANY

- 1) The Company shall promptly disclose to the public all the Unpublished Price Sensitive Information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2) The Company shall follow uniform and universal dissemination of UPSI to avoid selective disclosure.
- 3) The Board of Directors of the Company designated Mr. S Arvind IAS (Retd), Director and Mr. V Raman, Director as Chief Investor Relations Officer of the Company to deal with dissemination of information and disclosure of UPSI.
- 4) In the event of any UPSI getting disclosed selectively either inadvertently or otherwise, the Company shall ensure prompt dissemination of UPSI as generally available, by publishing the same on Company's website www.paceautomation.com.



- 5) The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 6) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- 7) The Company shall develop best practices to make transcripts or record of proceedings of meetings with analysts and conference calls with investors/analysts on the official website of the Company to ensure official confirmation and documentation of disclosures made.
- 8) The Company shall handle all UPSI on a need-to-know basis.

"Need-to-know" basis means that UPSI 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.

9) Powers of the Board of Directors

The Board of Directors reserves the right to amend or modify the Code in whole or in part, at any time without assigning any reason whatsoever and to establish further rules and procedures, from time to time, to give effect to the intent of the Code.

The decision of the Board of Directors of the Company with regard to any or all matters relating to the Code shall be final and binding on all concerned.

10) Disclosure of the Code on Public Domain

The Code shall be published on the official website of the Company.

Any amendment(s) to the Code, duly approved by the Board of Directors of the Company, shall be promptly intimated to the Stock Exchanges and shall also be updated on the official website of the Company.

The Code has been adopted by the Board of Directors of the Company in its meeting held on May, 28, 2015 and shall be deemed to have come into force on May 15, 2015.

Subsequent modification (s) / amendment (s) to the Regulations shall automatically apply to the Code.

DATE: MAY 28, 2015



For PACE AUTOMATION LIMITED

[Signature]
Director