

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY

[Under Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

INTRODUCTION:

Securities and Exchange Board of India (“SEBI”) vide its Notification dated January 15, 2015 had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015 and further amended the same vide its notification dated December 31, 2018, the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.

Regulation 9 of the Regulations requires that Board of Directors of every listed Company shall ensure that CEO/MD formulates a code of conduct with their approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the Regulations, adopting minimum standards as set out in Schedule B of the Regulations, without diluting the provisions of the Regulations in any manner.

In the above context, Dynamic Products Limited (the “Company”) has formulated this Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and immediate relative of Designated Persons under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015.

1. Definitions

In this Code, unless the context otherwise requires, the following words, expression and derivations therefrom shall have the meanings assigned to them, as under:

- (a) **"Act"** means the Securities and Exchange Board of India Act, 1992 and includes any statutory modifications or amendments thereto from time to time in force.
- (b) **"Board"** means the Board of Directors of the Company.
- (c) **"Code"** means this Code of Conduct for regulating, monitoring and reporting of trades under the Regulations, and any modifications /amendments made thereto from time to time.
- (d) **"Chinese Walls"** shall have the meaning assigned thereto in clause 6(1) of this Code.
- (e) **"Chief Investor Relations Officer"** shall have the meaning assigned to it in paragraph 1(h) of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- (f) **"Company"** means Dynamic Products Limited.
- (g) **"Companies Act"** means the Companies Act, 2013 and the Rules made thereunder and shall include any modifications or amendments thereto from time to time in force.
- (h) **"Compliance Officer"** means the senior officer so designated reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and implementation of the codes specified under the Regulations under the overall supervision of the Board.
- (i) **"Connected Person"** means:
 - (i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

- (a) an immediate relative of connected persons specified in clause (q); or
- (b) a holding company or associate company or subsidiary company; or
- (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the board of directors or an employee of a public financial institution as defined in section 2 (72) of the Companies Act; or
- (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- (i) a banker of the Company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

(j) "**Contra Trade**" shall have the meaning assigned to it in Clause 5(1) of this Code.

(k) "**Dependent**" with respect to any person, means the parents, siblings, spouse, children, children of the spouse (whether minors or adults) of such person who are either financially dependent on such person or consult with such person while taking decisions relating to trading in securities.

(l) "**Designated Person**" shall mean:

- (i) Every Promoter of the Company;
- (ii) Every Director of the Company;
- (iii) Every employee in the grade of Assistant General Managers and above;
- (iv) Employee of material subsidiary of the Company as may determine and informed by the Compliance Officer from time to time.
- (v) Every employee in the finance, accounts, secretarial, IT and legal department as may be determined and informed by the Compliance Officer; and
- (vi) any other employee as may be determined and informed by the Compliance Officer from time to time.

(m) "**Director**" means a member of the Board of Directors of the Company.

(n) "**Employee**" means every employee of the Company, including the Directors who are in employment of the Company.

(o) "**ESOP**" shall have the meaning assigned to it in Clause 7(e) of this Code.

(p) "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis.

- (q) **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- (r) **"Insider"** means any person who is:
- (i) a connected person
 - (j) In possession of or having access to unpublished price sensitive information.
- (s) **"Insider Areas"** and **"Public Areas"** shall have the meanings respectively assigned to them in clause 6(ii) of this Code.
- (t) **"Key Managerial Personnel (KMP)"** means a person as defined so under Section 2(51) of the Companies Act including any amendment or modification made thereto.
- (u) **"Listing Agreement"** means the agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited in connection with the listing of equity shares of the Company.
- (v) **"Need to know"** means Price Sensitive Information 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.
- (w) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modification thereof for the time being in force.
- (x) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof for the time being in force, except units of a mutual fund.
- (y) **"SEBI"** means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992 and any modifications or amendments thereto for the time being in force.
- (aa) **"Stock Exchange"** means Bombay Stock Exchange (BSE Limited) and National Stock Exchange of India Limited.
- (bb) **"Specified"** means specified by the Board of Securities and Exchange Board of India, in writing.
- (cc) **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any modifications or amendments thereto for the time being in force;

- (dd) "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company and 'trade' shall be construed accordingly.
- (ee) "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;
- (ff) "**Trading Window**" shall have the meaning assigned to it in Clause 7(a) of this Code;
- (gg) "**Unpublished Price Sensitive Information**" means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following :
- (i) financial results;
 - (ii) dividends;
 - (iii) **issue of securities or buy-back of securities**
 - (iv) change in capital structure;
 - (v) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (vi) changes in key managerial personnel; and

2. Role of Compliance Officer

- (a) The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
- (b) The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

3. Responsibilities of Designated Persons and Connected Persons

- (a) **Preservation of Unpublished Price Sensitive Information:** The Designated Persons and Connected Persons shall maintain confidentiality of all Unpublished Price Sensitive Information and shall not communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (b) **Need to know:** Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall handle the same on a "**need to know**" basis. Unpublished Price Sensitive Information shall be disclosed only to those persons within the Company who need such information in furtherance of his / her legitimate purposes, performance of duties or discharge of legal obligations.

(c) **Limited access to confidential information:** Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall ensure that :

- (i) files containing Unpublished Price Sensitive Information are kept secure;
- (ii) computer files have adequate security of login through a password; and
- (iii) follow the guidelines for maintenance of electronic records and systems as prescribed within the Company from time to time in consultation with the person in charge of the information technology function.

(d) **Communication to Media / Public :** The Compliance Officer shall be consulted in advance, before any communication is made to the media / public on behalf the Company, which may have impact on the price movement in the Company's scrip.

4. Restrictions on Designated Persons & Connected Persons

(a) No Designated Person, their immediate relatives and Connected Person shall –

(i) either on his own behalf, or on behalf of any other person, trade when in possession of any Unpublished Price Sensitive Information unless made in accordance with the Trading Plan as enumerated in this Code;

(ii) advice any person to trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that “advice” shall mean to include recommendations, communications or counseling.

(b) Each Designated Person and Connected Person shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the Securities of the Company on behalf of any Designated Person or Connected Person, unless such Designated Person or Connected Person is permitted to trade in the Securities of the Company in accordance with this Code.

5. Restrictions on opposite transactions and short selling

Contra Trade

(i) All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction (“**Contra Trade**”). All Designated Persons shall also not take positions in derivative transactions – if any, in the Securities [of the Company] at any time. This restriction on opposite trade shall not apply to ESOPs – if any, allotted to the Designated Persons provided the minimum period of holding is complied.

(ii) If a Designated Person intends to enter into a Contra Trade, such Contra Trade may be made only with prior approval of the Compliance Officer. The Compliance Officer while approving such exception, shall record in writing the reasons for which such

exception was granted and why such exception would not be in violation of the Code or the Regulations.

- (iii) In the event that a Contra Trade has been executed without prior approval of the Compliance Officer, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Short Selling

No Designated Person shall directly or indirectly sell any Security if such Designated Person (i) does not own the Security sold; or (2) owns the Security but does not deliver such Security against such sale within the acceptable settlement cycle ("short sale").

6. Chinese Walls

- (i) Additionally, while dealing with or handling Unpublished Price Sensitive Information within the Company, the Company shall establish policies, procedures and physical arrangements (collectively "**Chinese Walls**") designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information, or the appearance thereof.
- (ii) Chinese Walls shall be used to separate areas that have access to Unpublished Price Sensitive Information ("Insider Areas") from those who do not have such access ("Public Areas") within the Company.
- (iii) Where Chinese Walls arrangements are in place Designated Persons working within an Insider Area are prohibited from communicating any confidential or Unpublished Price Sensitive Information to anyone in Public Areas without the prior approval of the Compliance Officer.
- (iv) Designated Persons within a Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.
- (v) A Designated Person may cross the Chinese Wall to enter the Insider Areas only with the prior approval of the Compliance Officer, and would be subject to all restrictions that apply to such areas.
- (vi) The establishment of Chinese Walls does not mean or imply that Unpublished Price Sensitive Information can circulate freely within Insider Areas.

7. Trading Window and Window Closure

- (a) (i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- (ii) In respect of declaration of financial results, the Trading Window shall be closed at least 7 days prior to the date of Board Meeting wherein the quarterly or annual standalone / consolidated financial results, as the case may be, are declared. The closure of Trading Window for purposes other than declaration of financial results and for which a specific notice/intimation is required to be given to stock exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any such Price Sensitive Information is given to

Stock Exchange. However, if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance Officer with the approval of Chairman / Managing Director.

- (iii) When the trading window is closed, the Designated Persons and their immediate relatives shall not trade in the Company's securities in such period.
- (iv) All Designated Persons 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 the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.
- (v) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
- (b) The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- (c) The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- (d) The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

8 Pre-clearance of trades

All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 50,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (Annexure 1) to the Compliance officer indicating the estimated number of securities that the

Designated Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

- (ii) An undertaking (Annexure 2) shall be executed in favour of the Company by such Designated Employee incorporating, inter alia, the following clauses, as may be applicable:
 - (a) That the designated person does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
 - (b) That in case the Designated Persons has access to or receives “Price Sensitive Information” after the 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.
- (iii) All Designated Persons and their shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 3).

If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

9. Minimum Period for holding of Securities

- (i) All Designated Persons 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. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

- (ii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency with the approval of Chairman & Managing Director after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

10. Trading Plan

- (a) **Designated Persons and Connected Persons** shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out in accordance with such plan.
- (b) The trading plan shall:–
 - (i) not entail commencement of **trading earlier than six (6) months** from the public disclosure of the plan;
 - (ii) not entail trading for the period between **the twentieth(20) trading day prior** to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of **not less than twelve(12) months**;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- (c) The Compliance Officer upon receipt of such trading plan, shall review the same to assess whether the plan would have any potential for violation of the Regulations. The Compliance Officer shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the trading plan.
- (d) The Compliance officer will endeavor to approve the trading plan within seven (7) working days of receipt of the trading plan together with necessary undertakings and declarations.
- (e) The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- (f) The implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Designated Person / Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such an event, the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid violation of the Regulations.
- (g) Upon approval of the trading plan, the Compliance Officer shall notify it to the stock exchanges on which the Securities of the Company are listed.

11. Disclosure of Interest and Declaration by Designated Persons / Connected Persons

(a) Initial Disclosure

- Every Promoter, Director, KMP and all Designated Persons shall disclose his / her holding of Securities of the Company **within thirty (30) days of this regulations taking effect,** shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed **Form – A.**

- Every Designated person and member of promoter group of the Company shall disclose his / her holding of securities of the Company as on the date of appointment or becoming a Promoter to the Company within seven (7) days of such appointment or becoming a Promoter as per **Form - B.**

(b) Continual Disclosure

- Every Designated Person and member of Promoter group of the Company shall disclose to the Company the number of the Securities of the Company acquired or disposed off, within 2 Trading Days of such transactions if the value of the Securities traded whether in one transaction or a series of transactions, over any calendar quarter, aggregates to a traded value in excess of Rs.10 Lacs or such other value as may be specified as per **Form –C.**

- Additionally, all Designated Persons shall furnish the following declarations, from time to time, as detailed below:
 - (i) all holdings in Securities of the Company by Designated Persons at the time of joining the Company as per Form B.
 - (ii) quarterly statements of any transactions in Securities of the Company (including trades where pre-clearance is required and those made in accordance with the Trading Plan) as per Annexure 5; and
 - (iii) annual statement of all holdings in Securities of the Company as prescribed as per Annexure -6.

Note: The disclosures required to be made by any person under this Clause shall extend to such person's Dependants or any other person financially dependent on such person or any person who consults with such person while taking trading decisions. Additionally the disclosures requirements under this Clause would require to be made irrespective of the transaction being pre-approved or not.

(c) Disclosures by other Connected Persons

The Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations as per **Form –D.**

(d) Disclosure by Company to Stock Exchanges

The Company shall notify the particulars of such trading in Securities of the Company to the stock exchanges on which they are listed, within 2 Trading Days of receipt of the disclosure or from becoming aware of such information.

12. Penalty for Contravention

- (a) Every Designated Person shall comply with, and cause his Dependant to comply with, the provisions of this Code.
- (b) A Designated Person who violates this Code shall, in addition to any other action that may be taken by the Company under law, be subject to appropriate sanctions and disciplinary action by the Company, which may include freezing of wages / salary, suspension and termination of employment.
- (c) The action taken by the Company against any Designated Person pursuant to subparagraph (b) above shall not preclude SEBI from taking any action for violation of this Code.
- (d) In case it is observed by the Compliance Officer that there has been a violation of this Code by any Designated Person, the Compliance Officer shall forthwith inform the Board about the violation. The Compliance Officer shall also simultaneously inform SEBI about such violation.

13. Clarifications

For any queries concerning this Code, the Designated Persons may contact the Compliance Officer.

14. Amendments

The Board may, at any time, modify, alter or amend the provisions of this Code by giving notice of such modification, alteration or amendment to the Designated Persons.

15. Others

- (a) Any two Directors and the Compliance Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. However, any major modification to the Code will require authorization by the Board.
- (b) Where the Company engages a service provider who is a Connected Person, the head of the department of the Company which engages such Connected Person is responsible for communicating the requirements of this Code to such Connected Person & verify whether such Connected Person has a similar code of conduct applicable to its employees to prevent such persons from misusing Unpublished Price Sensitive Information of the Company , as well as the efficacy of implementation of such code by those Connected Persons.

16. Disclaimer

The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be Insiders for the purposes of this Code and the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of this Code or the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any

Designated Person or Connected Person, of this Code and the Regulations or other related laws.

(Approved by the Board of Directors on 30th May, 2015, wef May 15, 2015 and further revised on 9th February, 2019)

(Approved by the Board of Directors on 30th May, 2015, wef May 15, 2015 and further revised on 9th February, 2019)

Code of practices and procedures for fair disclosure of unpublished price sensitive information

[Pursuant to Regulation 8(1), Chapter-IV of the SEBI (Prohibition of Insider trading) Regulations, 2015]

1. Overseeing and co-coordinating disclosure:

- (a) The Board shall identify a Senior Officer who would be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information (“Chief Investor Relations Officer”) pursuant to this Code as required under the Regulations. In case no Chief Investor Relations Officer is appointed by the Board, the Compliance Officer shall be the Chief Investor Relations Officer and shall discharge and perform the relevant powers, duties and responsibilities of the Chief Investor Relations Officer hereunder.
- (b) In case the Chief Investor Relations Officer is not the Compliance Officer, he shall report to, and abide by the directions and instructions issued by, the Managing Director and shall also co-ordinate with the Compliance Officer.
- (c) The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating employees on disclosure policies & procedures.
- (d) All disclosure/dissemination whatsoever of any information (save and except disclosure required to be made under any law (including the Regulations) or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Managing Director before disclosure / dissemination of such information.
- (e) Should any disclosure / dissemination of information on behalf of the Company take place accidentally without the prior approval referred to above, the person responsible for such disclosure / dissemination shall forthwith inform the Chief Investor Relations Officer about such disclosure / dissemination, irrespective of whether such information is Price Sensitive Information or not.

2. Responding to Market Rumors

- (a) The employees, officers and Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from Stock Exchanges or any regulatory authorities or from the press or media or from any other source to the Chief Investor Relations Officer.
- (b) The Chief Investor Relations Officer shall, on receipt of requests as aforesaid, consult the Managing Director and respond to the same without any delay.
- (c) The Chief Investor Relations Officer shall be responsible for deciding, in consultation with the Managing Director, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures PROVIDED THAT no disclosure in response to the queries/request shall be made by the Chief Investor Relations Officer when the Managing Director does not approve the same.

3. Timely reporting of shareholdings / ownership and changes in ownership

The Chief Investor Relations Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Listing Agreements and/or the Regulations and / or any other rules/regulations made under the Securities and Exchange Board of India Act, 1992 are made in a timely and adequate manner.

4. Disclosure / dissemination of Unpublished Price Sensitive Information with special reference to analysts and institutional investors:

- (a) No person, except those authorised by the Chief Investor Relations Officer / Compliance Officer or the Managing Director, shall disclose any information relating to the business activities of the Company to analysts and institutional investors.
- (b) All Directors, officers and employees of the Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors: -

Sharing of information: The Directors, officers and employees of the Company, shall provide only public information to analysts and institutional investors. In case nonpublic information is proposed to be provided, the person proposing to provide such information shall consult the Chief Investor Relations Officer in advance. The Chief Investor Relations Officer shall, in such cases, ensure that that the information provided to the analyst or institutional investor as above is made public simultaneously with such disclosure.

The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

Unanticipated questions may be noted and a considered response given later. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, a public announcement should be made before responding to the same.

(c) Recording of discussion:

All analyst or institutional investor meetings shall be attended by the Chief Investor Relations Officer, and another senior employee of the Company. The Chief Investor Relations Officer shall, in order to avoid misquoting or misrepresentation, arrange for recording the discussions at the meeting.

(d) Simultaneous release of information:

Whenever the Company proposes to organize meetings with analysts, the Company shall issue a press release or post relevant information on its web site after every such meeting. The Company may also consider live web casting of analyst meets.

The Chief Investor Relations Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site, in consultation with the Managing Director.

(e) Medium of disclosure/dissemination:

The Company shall disclose / disseminate all Unpublished Price Sensitive Information on a continuous and in a timely manner to Stock Exchanges where its Securities are listed and thereafter to the press.

As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the press may also be supplemented by prompt updates on the Company's web site. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

5. Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT regulations.
6. A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.
7. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered as "insider" for purposes of SEBI PIT regulations and such

persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI PIT Regulations.

8. All Independent Director shall ensure at all times compliance with the Code of Conduct of the Company and Code for Independent Directors as per Schedule IV of the Companies Act, 2013.

This code is amended from point 5 to 8 incorporating SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which shall come into effect from 1st April, 2019).