

Purpose- The purpose of this code is to set out practices and procedures for fair disclosure of unpublished price sensitive information relating to the company and thereby adhere to the SEBI Insider Trading Regulations, 2015.

Unpublished Price Sensitive Information (UPSI) - means information about the company not generally available and which if available will materially affect the price of the company's securities, including but not limited to, financial results, dividends, changes in capital structure, mergers, de-mergers, acquisitions, de-listings, disposals, expansion of business, changes in key management personnel, details of production, quality aspects of company's products, outcome of litigations, introduction of new products, significant breakthrough in R&D/Technology.

The Code

- a. No sooner than the company is able to obtain prompt and credible information that could be shared publicly, the company will promptly disclose UPSI that would affect the price of its securities.
- b. The company will not selectively disclose UPSI. When UPSI is disclosed, the disclosure shall be made to everyone without any discrimination or bias and the information shared will not be altered or changed for some persons alone.

c. Determination of Legitimate Purposes

The Board of Directors has determined that generally the following may be considered as "Legitimate Purposes" for disclosure of UPSI:

- i. In response to specific queries of shareholders, analysts and investors during quarterly calls on results, e-mails and annual analyst and investor meet;
- ii. In connection with obtaining a rating from agencies like ICRA, CRISIL etc;
- iii. In response to specific queries of statutory auditors, statutory authorities, regulators and judicial and quasi -judicial bodies;
- iv. To protect company's interests in a judicial, arbitral, mediation or conciliation proceeding;
- v. Disclosure required by law;
- vi. Disclosure in connection with a proposal for tender for supply of goods and services;
- vii. Disclosure to critical suppliers to consider supplying specific components to company;

- viii. Disclosure to key business partners and collaborators in connection with the negotiation, finalisation and signing of a dealership/distributorship/collaboration/technology transfer agreement;
- ix. Disclosure to certifying agencies like BvQi, ISO etc;
- x. Disclosure to service providers in connection with implementation of security systems for the company;
- xi. Disclosure in connection with a takeover, merger, amalgamation or any other corporate action;
- xii. Disclosure of company's bi-monthly performance to the employees in the Employee Communication Meetings;
- xiii. Disclosure as determined necessary by the Board of Directors in the overall interests of the company and/or its shareholders.

The Board of Directors have weighed, and shall in future weigh, the following factors before deciding whether disclosure of UPSI by company will constitute Legitimate Purpose or not.

- i. Whether the disclosure is in company's interest?
- ii. Whether the disclosure is in shareholders' interest?
- iii. Whether the disclosure will violate any applicable laws?
- iv. Whether the disclosure is being unfair to a section of shareholders?

The precautions to be taken before disclosing UPSI in connection with a legitimate purpose shall include but not be limited to signing non-disclosure agreements with such persons before the UPSI is disclosed, warning them in advance that any disclosure, inadvertent or otherwise will invite legal action, blacklisting and initiating appropriate legal action against persons who have violated the non-disclosure agreements and/or who have traded in company's securities having been in possession of UPSI. Trades in company's securities while in possession of UPSI by such persons would be presumed to have been motivated by the knowledge and awareness of such information in their possession.

This is electronic approved documents, Hence physical signature not required

- d.** The chief financial officer shall act as the chief investor relations officer and he/she shall be responsible for disseminating and disclosing the UPSI uniformly. In this connection, Head of Legal & Secretarial, and the company secretary shall ensure that the UPSI is correct in all respects, does not contain any false or misleading statements, is approved by all concerned within the company. The Head of Legal & Secretarial and the company secretary shall ensure to disclose UPSI as is only necessary.
- e.** If the company discovers at any point of time that the UPSI was selectively or inadvertently disclosed other than for legitimate purposes, at the earliest opportunity, he/she shall cause the UPSI to be disseminated promptly to the general public.
- f.** It is the company's policy to provide an appropriate, prompt and fair response to news reports and requests for verification of market rumours by regulatory authorities. The company will not inordinately delay in responding to such reports and requests but volunteer adequate information to provide a satisfactory response. The company shall provide a response within seven days of receiving a request unless the response requires professional advice.
- g.** The company regularly meets with analysts and research personnel who track the company's performance. The company will exercise caution while sharing information about its financials, business outlook, and other information that could impact the price of its securities. No UPSI shall be shared with analysts and research personnel. The managing director and chief financial officer alone are authorised to speak to the analysts and research personnel.
- h.** The company shall adhere to the following practices when dealing with analysts and other investor relations conferences: -
The company engages with investors and analysts through three methods: -
- Through quarterly conference calls after announcement of financial results
 - A. the Managing Director and Chief Financial Officer will host the con call and answer queries from the con call participants;
 - B. the con call will be recorded and the transcript of the recording will be posted on the company's website.
 - C. no UPSI shall be shared with the con call participants. If any UPSI is shared, it shall be made public simultaneously.

- D. no futuristic statements will be issued by the company in its con call with analysts.
- Through annual analysts meet
- A. all such meetings /proceedings shall be addressed by the managing director;
- B. the analysts and/or other participants shall be informed well in advance of the conference;
- C. duration of all such meetings/conferences shall not exceed 60 minutes, unless a longer duration is approved by the managing director of the company;
- D. the managing director will make a power point presentation on the company's performance and answer queries from the analysts on any points in the presentation;
- E. analysts will be permitted to freely air their views.
- F. every analyst shall be given an equal opportunity to present their views or pose question.
- G. no futuristic statements will be issued by the company in any analysts' conference
- H. no UPSI shall be shared with analysts. If any UPSI is shared, it shall be made public simultaneously
- I. the power point presentation shall be posted on the official web site of the company and the fact of the same shall be informed to the analysts/participants;
- J. the power point presentation shall not be tampered with and in order to ensure the same, the technology dept of the company will ensure the participation of one senior officer when the same is uploaded in the company's web site.
- K. The head of technology dept shall be responsible for maintaining the web site.
- Through written correspondence via e-mails
- A. individual queries from analysts before or after the conference calls/meetings shall be handled only through e-mails.
- B. no UPSI shall be shared in reply towards the queries received in emails / written communications. If any UPSI is shared, it shall be made public simultaneously
- C. no futuristic statements will be issued by the company in its reply communication.

- i. UPSI shall generally be made available only to the following persons: -
- i.the managing director;
 - ii.board of directors
 - iii. key managerial personnel
 - iv. senior management; i.e, one level below the managing director
 - v. head of internal audit and head-legal & secretarial
 - vi. to persons/entities in connection with a "Legitimate Purpose"

The company shall ensure that all employees in the above list have signed an employee proprietary and inventions agreement, and all other persons/entities sign a non-disclosure agreement, with the company before any UPSI is shared with them. In the rare instance where the UPSI has to be disclosed to any other employee within the company, the company shall ensure that responsibility for dissemination and protecting confidentiality rests with the employees in the above list who desire the disclosure to such other employees and such employees too have signed the employee proprietary and inventions agreement. Employees who handle UPSI shall be informed of its confidential and sensitive nature and cautioned against any disclosure. Employees should be educated to hand over immediately to any of the persons in the above list any UPSI that comes into their possession inadvertently.