

Elpro International Limited

**Code of Conduct and Procedures
For Fair Disclosure of Unpublished Price Sensitive Information**

**Pursuant to Securities and Exchange Board of India (Prohibition of
Insider Trading) Regulations, 2015**

Regd. Office: Elpro International Limited, 'Nirmal', 17th Floor,
Nariman Point, Mumbai 400021

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Code for Fair Disclosure of Unpublished Price Sensitive Information

Pursuant to Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

The Securities and Exchange Board of India (SEBI) has notified SEBI (Prohibition of Insider Trading) Regulations, 2015 on January 15, 2015 to be effective from May 15, 2015.

Pursuant to Regulation 8 of the aforesaid Regulations, Company is required to formulate a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

CODE FOR FAIR DISCLOSURE AND CONDUCT

A Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering each of the principles is set out below:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

***POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

The unpublished price sensitive information can be shared as an exception by an insider for legitimate purposes as per its "Policy for determination of legitimate purposes" provided it is not shared to evade or circumvent the prohibitions under these regulations.

The said policy forms part of this code as Annexure — I.

*effective from April 01, 2019.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

1. PREFACE

This Policy, forming part of " Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

This Policy is effective from 1st April, 2019 and shall be strictly adhered to by every Insider of the Company.

2. Communication of UPSI pursuant to Legitimate Purpose

"Legitimate Purpose" shall include sharing of UPSI in the ordinary course of business, on a need-to-know basis, by an Insider with:

- (i) Designated persons;
- (ii) Partners;
- (iii) Collaborators;
- (iv) Lenders;
- (iv) Customers;
- (v) Suppliers;
- (vi) Merchant bankers;
- (vii) Legal advisors;
- (ix) Auditors;
- (x) Insolvency professionals;
- (xi) Other advisors or consultants;
- (xii) Credit rating agencies;
- (xiii) Bankers;
- (xiv) Such other person as may be decided by the Compliance Officer from time to time; provided that such sharing has not been carried out to evade or circumvent the prohibition of the PIT Regulations.

To illustrate, procuring /sharing of information in the ordinary course of business for the purpose of consolidation of accounts would be considered as Legitimate Purpose.

3. Conditions for sharing of UPSI

Any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons which would, inter alia, include the following: -

- (i) The information shared is in the nature of UPSI.
- (ii) To maintain confidentiality of such UPSI and not to disclose such UPSI except in compliance with Insider Trading Regulations.

- (iii) Not to trade in securities of the Company while in possession of UPSI.
- (iv) The recipient shall obtain the Company's prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate Purpose for which the Company had provided the UPSI and such other purpose is also a Legitimate Purpose.

4. Trading when in possession of UPSI

When a person who has traded in securities has been in possession of UPSI, his trade(s) would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

5. Digital Database

The Board of Directors shall ensure that a structured digital database is maintained containing *the nature of Unpublished Price Sensitive Information and the names of such persons who have shared the information and also the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 of SEBI PIT Regulations along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. *Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

The Board of Directors may authorize any executive of the Company to develop and maintain a structured digital database.

6. Penalties and Fines applicable in case of violation of the Policy

Any sharing of UPSI, other than in compliance with the Policy and the PIT Regulations, would be construed as a violation. The onus lies on the insider to prove to the contrary. In case of any violation of this Policy, disciplinary action would be taken by the Company. *The Company shall promptly inform about the violation to the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by SEBI from time to time.

*Further, pursuant to the disciplinary action taken by the Company, if any amount is collected, then the same be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by it under the Securities and Exchange Board of India Act, 1992.

7. Policy Adherence Responsibility:

The responsibility for adherence to this Policy vests entirely with the person who is sharing the UPSI as well as the recipient of the UPSI.

*amended w.e.f. 27th August, 2020