

INDO TECH

INDO-TECH TRANSFORMERS LIMITED

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unpublished price sensitive information**

1. Table of Contents

Contents

I. Introduction	3
II. Title, Commencement & Extent.....	3
III. Definitions	3
IV. Appointment of Chief Investor Relations Officer.....	5
V. Disclosures under this Code	5
VI. Handling Unpublished Price Sensitive Information.....	5
VII. Policy for determination of legitimate purposes	6
VIII. Issue of Notice to the recipient of UPSI	6
IX. Interaction with Research Analysts	7
X. Responses to Queries on News Reports	7
XI. Digital Database of recipient of UPSI	7
XII. Restriction on Trading in Securities while in possession of UPSI	8
XIII. Amendment	8

I. Introduction

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI PIT Regulations**”) require the Board of Directors of every company, whose securities are listed on a stock exchange, to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in line with the principles set out in Schedule A to the SEBI PIT Regulations and also have a policy in place for determination of “legitimate purposes” forming part of the said Code.

In view of the above, this Code has been formulated in compliance with the requirements of the SEBI PIT Regulations, as amended from time to time.

II. Title, Commencement & Extent

This Code is called the “ITTL’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” and in short be called as “Code on Fair Disclosure of UPSI”.

III. Definitions

In this Code, unless the context otherwise requires,

- 1) **“Chief Investor Relations Officer”** shall mean the officer appointed by Indo-Tech Transformers Limited (“ITTL” or the “Company”) as chief investor relations officer pursuant to Schedule A read with Regulation 8(1) of the SEBI PIT Regulations.
- 2) **“Code”** means this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as may be modified from time to time.
- 3) **“Designated Person”** shall have the meaning as specified in the Code of Conduct to Regulate, Monitor and Report Trading by Insiders in the Securities of ITTL.
- 4) **“Generally available information”** shall have the meaning as defined in the SEBI PIT Regulations, as per which, it means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media. For avoidance of doubt, it is clarified that information is considered to be generally available if it is published on the website of National Stock Exchange of India Limited / BSE Limited and / or the Company’s website.
- 5) **“SEBI”** means the Securities and Exchange Board of India.
- 6) **“SEBI Listing Regulations”** mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- 7) **“SEBI PIT Regulations”** mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- 8) **“Unpublished price sensitive information OR UPSI”** shall have the meaning as defined in the SEBI PIT Regulations, as per which, it 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 include but not be restricted to, information relating to the following:
 - (i) financial results;
 - (ii) dividends;

- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- (vi) change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
- (xvii) such other matters as may be specified under the SEBI Regulations or decided by the Company from time to time.

Explanation 1- For the purpose of sub-clause (ix):

- a. ‘Fraud’ shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. ‘Default’ shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

Explanation 2- For identification of events enumerated in this clause as UPSI, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the SEBI Listing Regulations as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the SEBI Listing Regulations shall be applicable.

Words and expressions used and not defined in the Code but defined in the SEBI PIT Regulations, the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013, and rules and regulations made thereunder, shall have the same meanings respectively assigned to them in those legislations.

IV. Appointment of Chief Investor Relations Officer

1. The Company shall designate Executive Director or Chief Financial Officer or Company Secretary or Senior Officer of the Company as Chief Investor Relations Officer (“CIRO”) for the purpose of this Code.
2. The Chief Investor Relations Officer shall deal with dissemination of information and disclosure of UPSI under the SEBI PIT Regulations.

V. Disclosures under this Code

The Chief Investor Relations Officer shall ensure:

- (i) prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. For the purpose of this Code, the term ‘credible and concrete information’ shall mean such information that is definitive and which binds ITTL;
- (ii) uniform and universal dissemination of UPSI to avoid selective disclosure; and
- (iii) prompt dissemination of UPSI that may, inadvertently or otherwise, get disclosed selectively, to ensure that such information generally available.

VI. Handling Unpublished Price Sensitive Information

1. UPSI shall be disclosed only to those persons where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations. Handling of all UPSI is to be done strictly on a need-to-know basis and in line with any other applicable codes, policies and procedures of ITTL, including the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons in the Securities of ITTL.

Explanation: The term “*need-to-know basis*” shall mean that UPSI should only be disclosed to/procured by such persons who need to share/need access to the UPSI in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and whose possession of such UPSI will not give rise to a conflict of interest or amount to the misuse of such UPSI.

2. To prevent leakage of UPSI it is advised that all employees, directors and connected person of the Company shall: a) Not discuss UPSI in public places where such Unpublished Price Sensitive Information may be overheard (for example, elevators, restaurants, airplanes, taxis, etc.) or participate in, host or link to internet chat rooms, online social networking sites, newsgroup discussions or bulletin boards which discuss matters pertaining to the Company’s activities or its securities;

- b) Not carry, read or discard UPSI in an exposed manner in public places;
- c) Not discuss UPSI with any other persons, except as required in furtherance of legitimate purposes, performance of his/ her duties or discharge of legal obligations;
- d) Advise, at the commencement of any meeting where UPSI is likely to be discussed, the other attendees of such meeting, that they must not divulge the UPSI;
- e) Ensure that the sharing of UPSI, wherever required, is done by way of the Company's email system on a secured file-sharing platform within the Company's internal network. The passwords of protected files shall be sent via a separate official email or SMS to safeguard the confidentiality of the information.
- f) Ensure that subsequent queries/ clarifications shall be responded to by way of official e-mail, meetings, over the phone (including SMS) but shall be addressed only to concerned persons. Communication which entails UPSI via social networking applications shall not be used, unless authorised.

3. The Company shall ensure that all employees and directors handling UPSI are cautioned to share such UPSI with other persons only on a need-to-know basis.

VII. Policy for determination of legitimate purposes

Any UPSI shall only be shared in furtherance of legitimate purpose(s), performance of duties or discharge of legal obligations. The term "legitimate purposes" shall be construed in accordance with the following principles:

- a) Sharing of UPSI in the ordinary course with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors/ consultants;
- b) Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CIRO of the Company;
- c) Sharing of UPSI for any other purpose as may be prescribed under the SEBI PIT Regulations or Companies Act, 2013 or any other law for the time being in force, in this behalf, as may be amended from time to time;
- d) Sharing of UPSI with any regulatory body, judicial or quasi – judicial authority, pursuant to an order and / or direction as may be issued to the Company;

Provided that sharing of UPSI is in accordance with law and has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

VIII. Issue of Notice to the recipient 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:

- a) To make aware that the information shared is or would be UPSI.
- b) To make aware the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
- c) To maintain confidentiality of such UPSI in compliance with the SEBI PIT Regulations.

It shall be the responsibility of the person sharing UPSI to give said notice to the recipient of said UPSI through appropriate means.

IX. Interaction with Research Analysts

1. The Chief Investor Relations Officer will identify the specific set of employees, directors, Designated Persons or other insiders who can interact with research analysts and stock brokers on behalf of ITTL.
2. Any person not a part of this identified list will need to be pre-authorised by the Chief Investor Relations Officer before they interact with such research analysts or stock brokers on behalf of ITTL.
3. All such persons shall ensure that any information shared with analysts, research personnel and stock brokers is not UPSI.
4. In order to avoid any misrepresentation or misquoting, at least two ITTL representatives shall try to be present at all such meetings with analysts and stock brokers. However, in case of unplanned or unscheduled meetings, presence of two ITTL representatives though desirable, shall not be mandatory.
5. Where queries are raised outside the intended scope of discussion and the ITTL representative is of the view that certain responses could lead to disclosure (directly or indirectly) of UPSI, it is advisable to refrain from providing a response, taking note of the query and providing a considered response, if appropriate, at a later stage, after internal consultations.
6. All of the above principles apply to investor conferences, management meetings as well as one-on-one meetings with institutional investors.
7. The Company shall endeavor to develop best practices to make audio/ video recordings, transcripts or written records of meetings with analysts and other investor relation conferences on the official website, wherever possible, to ensure official confirmation and documentation of disclosures made.

X. Responses to Queries on News Reports

The Chief Investors Relations Officer shall ensure that appropriate and fair responses are provided to queries on news reports and requests for verification of market rumours by regulatory authorities, in a timely manner.

All such responses on behalf of the Company shall require prior approval of the Chief Investors Relations Officer.

XI. Digital Database of recipient of UPSI

A structured digital database of such persons or entities as the case may be, with whom UPSI is shared shall be maintained by the Company in line with the SEBI PIT Regulations, which shall, *inter alia*, contain the names of the persons or entities with whom the UPSI is shared along with the Permanent Account Number (“PAN”) or any other identifier authorized by law where PAN is not available.

Entry of information, not emanating from within the Company, in SDD may be done not later than two calendar days from the receipt of such information.

The SDD 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 proceeding.

XII. Restriction on Trading in Securities while in possession of UPSI

Where any such Investors Communication is likely to be a Material Information, all persons who are involved in the preparation of or are privy to such Investors Communication, shall not trade in the securities of the Company until the expiry of 48 hours after the same is released to the Stock Exchanges or as the case may be, until the expiry of 48 hours after the transaction is cancelled or indefinitely postponed, whether or not the Trading Window is closed during such period in terms of the Code.

XIII. Amendment

The Audit Committee authorised by the Board reserve the power to review and amend this Code from time to time at its sole discretion and/or in pursuance of any amendments made in the SEBI PIT Regulations.

In case of inconsistency between Code and the SEBI PIT Regulations, the provisions of the SEBI PIT Regulations shall prevail over this Code and the provisions in this Code shall be deemed to be accordingly modified.