

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPS) OF PRIMA PLASTICS LIMITED**

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

**This Policy shall come into effect from April 1, 2019**

### **Background:**

Regulation (8) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations") requires a listed company to formulate *a code of practice and procedure for fair disclosure of Unpublished Price Sensitive Information and disclosure of events and occurrences that could impact price discovery in the market for its securities.*

*According to the Board of Directors has laid down the Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information" in adherence to the principles set out in Schedule A to the said Regulations.*

### **Objective:**

The objective of this code is to formulate a framework and code for fair disclosure of events and occurrence that could impact price discovery in the market for its securities.

### **Definition:**

**Unpublished price sensitive information**" ("UPS") means any information, relating to a company or its securities, directly or indirectly, that is not generally available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 is not restricted to, information relating to: –

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel; and
- vi. Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

*Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) (including amendments thereof) and the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislation.*

### **Principles of Fair Disclosure**

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Code") for **Prima Plastics Limited** (the "Company") is hereby framed as under and shall be strictly followed by the Company:

1. The Company shall ensure prompt public disclosure of Unpublished Price Sensitive Information (UPS) that would impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available', i.e. to make the information accessible to the public on a non-discriminatory basis.

2. The Company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.
4. The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
6. The Company shall develop 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.
7. The Company shall ensure the handling of all UPSI on a need-to-know basis.

#### **Chief Investor Relations Officer (CIRO)**

Mr. Dharmesh Sachade, Chief Financial Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.

#### ***Legitimate purpose:***

As an exception, the Company can share the UPSI to any other person for legitimate purposes as define under "Policy for determining of Legitimate Purposes" (Annexure 1), provided it should not be shared to evade or circumvent the prohibition of insider trading Regulation.

However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

#### **Amendment to the Code**

The Board of Directors of the Company shall review the code from time to time and, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code

## Annexure A

### **POLICY FOR DETERMINING OF LEGITIMATE PURPOSES**

[Under Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

**This Policy shall come into effect from April 1, 2019**

#### **Background:**

Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations") requires a listed company to formulate a *Policy for determining of "legit imitate Purpose" as a part of Code of Fair Disclosure and Conduct. Formulated under Regulaltion 8 of the Regulation.*

#### **Objective:**

*The objective of this policy is to identify Legitimate Purposes, which will be considered as an exceptions for the purpose of procuring UPSI relating to the Company.*

#### **Definition:**

**(a) Legitimate Purposes:** *Legitimate purpose shall include the following:*

(i) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.

(ii) Sharing of UPSI where such communication is in furtherance of performance of duty (ies);

(iii) Sharing of UPSI for discharge of legal obligation(s).

(iv) Sharing of UPSI as may be prescribed under ant law for time being in force as amended from time to time or any other genuine or reasonable purpose as may be determined by the CISO or Managing Director of the Company.

**(b) Insider:** *In addition to definition given under this regulation any new person who is in receipt of UPSI pursuant to legitimate purposes shall be considered as Insider for the purpose of this regulation and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.*

#### **Digital Database**

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom UPSI is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

#### **Restriction on Communication and trading**

The board of directors shall require that the parties who have received such UPSI shall execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

#### **Amendment:**

The Board of Directors of the Company shall review the Policy from time to time and, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.