

**INDUSTRIAL AND PRUDENTIAL INVESTMENT COMPANY LIMITED**

**CIN: L65990WB1913PLC218486**

**FAIR PRACTICE CODE**

**1. BACKGROUND**

The Company had formulated a Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015. With the recent changes in SEBI (Prohibition of Insider Trading) Regulations, 2015, (PIT) the Company has revised the existing Code which has been approved by the Board of Directors at its meeting held on 12<sup>th</sup> August, 2022. This Code supersedes any other earlier Code under PIT.

**2. OBJECTIVE**

The Objective of formulation of the Fair Practice Code is to comply with the Regulations 8 read with Schedule A of the PIT.

The legitimate purpose of this code is sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

As per PIT the same is placed on the website of the Company.

### 3. DEFINITIONS

- a. **"Act"** means the Companies Act, 2013 (and the Rules) and the Companies Act, 1956 to the extent applicable.
- b. **"Board"** means the Board of Directors of the Company.
- c. **"Chief Investor Relations Officer"** means Managing Director and Chief Financial Officer.
- d. **"Company"** means Industrial & Prudential Investment Co. Ltd.
- e. **"Compliance Officer"** means a company secretary of the Company who shall act as the same under the Listing Regulations and PIT.
- f. **"Fair Practice Code"** means any code formulated under SEBI (Prohibition of Insider Trading) Regulations, 2015, (PIT) and includes any subsequent amendments
- g. **"Listing Regulations"** means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes other regulations, guidelines, circulars, orders and rules issued by SEBI/BSE to the listed companies .
- h. **"PIT"** means SEBI (Prohibition of Insider Trading) Regulations, 2015
- i. **"SEBI"** means the Securities and Exchange Board of India.
- j. **"Rules"** means the rules made under the Companies Act, 2013.
- k. **"Stock Exchange(s)"** means BSE Limited where the equity shares of the Company are listed.
- l. **"unpublished price sensitive information" (UPIS)** means any information, relating to a company or its securities, directly or indirectly, that is not generally available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 including but not 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 and such other transactions;
- v. changes in key managerial personnel.

#### **4. FAIR PRACTICE CODE**

This Code is as near as to principles laid down in Regulation 8 read with Schedule A of the PIT. This Code aims at fair disclosure of events and occurrences that could impact price discovery in the market for its securities based on the principles of equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, and publication of transcripts of such calls and meetings.

In terms of this Code the Company will ensure that:

- a. Prompt public disclosure of unpublished price sensitive information ('UPSI') that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available i.e. make the information available to the public on a non-discriminatory basis.
- b. Uniform and universal dissemination of UPSI to avoid selective disclosure.
- c. Prompt dissemination of UPSI that may get disclosed selectively, inadvertently or otherwise, to make such information generally available.

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**PROHIBITION OF INSIDER TRADING**

- d. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, other than news reports motivated by vested interests, the clarification of which is likely to be detrimental to the interests of the Company and the shareholders or to the advantage of the Company's competitors, existing or potential.
- e. That information shared with analysts and research personnel is not UPSI
- f. During interactions with the investor community, no UPSI is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders.
- g. In the unlikely event of any UPSI being disclosed selectively, inadvertently or otherwise, at a meeting with analysts or at any investor relations conference, such UPSI would be promptly communicated to the Stock Exchanges where the Company's securities are listed.
- h. material content of communication shared with analysts and at investor relations conferences will be put up on the Company's website.
- i. handling of all UPSI is on a need-to-know basis. UPSI may however be disclosed to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

**Communication of UPSI for legitimate purpose**

UPSI shall be considered to be communicated for legitimate purpose when any employee or any other insider (who is in possession of such information):

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**REGULATION 8**  
**PROHIBITION OF INSIDER TRADING**

- I. communicates such information, in the ordinary course of business, to the auditors, lenders, customers, suppliers, legal advisers, merchant bankers, partners, collaborators, insolvency professionals or any other advisers or consultants as may be considered necessary
- II. submits or provides such information to a court of law or any governmental or regulatory authority;
- III. communicates or shares such information for any other genuine or reasonable purpose as may be determined jointly by the Compliance Officer and the Chief Investor Relations Officer appointed by the Board of Directors of the Company ('the Board') under the Regulations

Any person or entity in receipt of UPSI pursuant to 'legitimate purpose', as stated above, shall be considered an 'Insider' for the purpose of the Regulations and due notice shall be given to such person or entity to maintain confidentiality of the UPSI.

Chief Investor Relations Officer shall be in charge of dealing with dissemination of information and disclosure of UPSI relating to the Company to the investors, analysts, press and electronic / social media.

## **5. AMENDMENTS**

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force. Any such amendments shall be intimated to the Stock Exchange and placed on the Website of the Company.

## **6. SCOPE AND LIMITATIONS**

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or PIT or any other statutory enactments or rules, the provisions of Listing Regulations/Act/PIT or statutory enactments or rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.