

CENTURY ENKA LIMITED

Ref : MD/LS/002

21.05.2019

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Policy for determination of Legitimate Business Purpose

(Amended on 21.05.2019)

Objective

It has been the constant endeavour of the Company to uniformly share relevant information with all its stakeholders to promote and protect their interest and to ensure that a procedure for fair disclosure of information needs to be laid down . Further, at some time it become necessary in the course of business to share information which may include unpublished price sensitive information, ahead of being generally made available, which upon becoming available, is likely to materially affect the price of the securities of the Company and need guidelines for share of such information.

I. Practices and Procedures for fair disclosure of Unpublished Price Sensitive information

- i) The Company shall made prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
- ii) Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- iii) Company Secretary as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- iv) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- v) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- vi) Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- vii) 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.
- viii) Handling of all unpublished price sensitive information on a need-to-know basis.



II. Policy for Determination of Legitimate Business Purpose

Legitimate Purpose shall mean sharing of UPSI in furtherance of the Company and its stakeholders interest and shall inter-alia include sharing of UPSI on need to know basis by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, professional advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

i. Process for sharing UPSI

The insider shall conduct the following steps while sharing UPSI :

- (a) Satisfy that information is UPSI and sharing is for legitimate purpose
- (b) Identify the persons with whom the information is to be shared
- (c) Notify the recipient that UPSI is being shared and enter into a confidentiality / non- disclosure agreement.
- (d) Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, server with acknowledgement.
- (e) Maintain names of the persons alongwith PAN (or any other identifier where PAN is not available) with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential.

ii. System Audit

There should be periodic audit to ensure the integrity of the system and data maintained.

iii. Term defined

The term used in this Policy shall be as defined in the 'Code of Conduct for Dealing in Equity Shares and other listed securities of Century Enka Limited'.

In the event of any amendment in the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 applicable to this Code, the same shall get substituted to read in line with amendment in the said Regulation.


(O.R. CHITLANGE)
MANAGING DIRECTOR