

## **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

### **1. Introduction**

Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (hereinafter referred to as "PIT Regulations") requires *inter alia* every listed company to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to the PIT Regulations.

Accordingly, the Board of Directors of Nureca Limited (hereinafter referred to as "the Company") at their meeting held on 3rd September, 2020 has formulated code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to the regulations.

### **2. Objective of the Code of Fair Disclosures**

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

### **3. Prompt disclosure of Unpublished Price Sensitive Information**

The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.

### **4. Uniform and Universal dissemination of Unpublished Price Sensitive Information**

The Company shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

### **5. Chief Investor Relations Officer**

The Company hereby designates the Compliance Officer & Company Secretary as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

### **6. Dissemination of Unpublished Price Sensitive Information disclosed selectively**

The Company shall promptly disseminate the unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

## **7. Overseeing and coordinating disclosure:**

The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and; overseeing and coordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the Company and media.

If the information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered as unpublished price sensitive information. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

## **8. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities**

8.1 Any queries or requests for verification of market rumours by exchanges should be forwarded immediately to the Chief Investor Relations Officer who shall decide on the response / clarification.

8.2 The Chief Investor Relations Officer shall decide whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

8.3 The Company will, subject to non-disclosure obligations, aim to provide appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities.

8.4 As a general practice, if the rumour appears in a responsible media channel which has reasonably wide audience and the rumour can have material impact on pricing of securities, then the Company would immediately make a proper announcement to present the correct position.

## **9. Timely Reporting of shareholdings/ ownership and changes in ownership:**

Disclosure of shareholdings/ ownership by major shareholders and disclosure of changes in ownership as provided under any regulations made under the Act shall be made in a timely and adequate manner.

## **10. Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors**

The guidelines given hereunder shall be followed while dealing with analysts and institutional investors:-

### **(i) Only Public information to be provided**

Only public information should be provided to the analyst/ research persons alternatively, the information given to such persons should be made generally available at the earliest.

### **(ii) Recording of discussion**

In order to avoid misquoting or misrepresentation, it is desirable that at least two representatives of the Company be present at meetings with analysts, brokers or Institutional Investors and the discussions should preferably be recorded.

### **(iii) Handling of unanticipated questions**

Sufficient care should be exercised while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, the same should be promptly made generally available.

### **(iv) Prompt release of Information**

The Company will make transcripts or records of the proceedings of the meetings with Analysts, Investor Relation meetings available on the website of the Company promptly. The Company may also consider live webcasting of analyst meets.

## **11. Medium of disclosure / dissemination**

- (a) Disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- (b) Chief Investor Relations Officer shall ensure that disclosure to stock exchanges is made promptly.
- (c) Company may also facilitate disclosure through the use of their dedicated Internet website.
- (d) Company websites may provide a means of giving investors direct access to analyst briefing material, significant background information and questions and answers.
- (e) The information filed by the Company with stock exchanges under continuous disclosure requirements may be made available on the Company website.

## **12. Unpublished price sensitive information on a Need-to-Know basis**

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e., unpublished price sensitive information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

### **Legitimate Purposes**

"Legitimate Purposes" shall include 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 the Insider Trading Regulations.

### **13. Disclosure of Code on Public Domain**

This Code and any amendment thereof will be published on the Company's website [www.nureca.com](http://www.nureca.com).

### **14. Amendment of the Code**

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.

For and on behalf of  
**NURECA LIMITED**

  
Gurvikram Singh  
[Company Secretary]

Date: 03.09.2020  
Place : Chandigarh

