

Insilco Limited

CIN – L34102UP1988PLC010141

Regd. Office : A-5, UPSIDC Industrial Estate, Bhartiagram, Gajraula – 244223

Ph. (0) 9837823893, 9837923893; Fax. (05924) 252348, www.insilcoindia.com

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION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]

The Board of Directors of Insilco Limited (hereinafter referred to as “the Company”) has adopted the following Principles of Fair Disclosure for purposes of ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information’.

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Company Secretary & Compliance Officer of the Company shall act as the Chief Investor Relations Officer of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015 to deal with dissemination of information and disclosure of UPSI.
4. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
7. The Company shall develop and follow 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.
8. The Company shall handle all UPSI on a need to know basis.
9. Legitimate Purpose: The UPSI can be shared as an exception by an Insider for Legitimate purposes as per its "Policy for determination of Legitimate Purposes" (Annexure A), provided it is not shared to evade or circumvent the prohibition under this Regulation.

Annexure-A
POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

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

1. PREFACE

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. OBJECTIVE

The objective of this Policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as an exception for the purpose to communicate, provide, or allow access to UPSI or procuring UPSI relating to the Company or its listed securities or proposed to be listed securities, if any.

3. DEFINITION

(a) "**Legitimate Purposes**"

shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Cost, Secretarial, GST, Group, Transfer pricing and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Merchant bankers
9. Bankers
10. Legal Advisors
11. Insolvency Professionals
12. Consultants
13. Any other advisors/partners

(b) "**INSIDER**"

Shall have same meaning as defined under "Code of Conduct to Regulate, Monitor and Report Trading by Insiders and include any person in receipt of UPSI pursuant to a "legitimate purpose" for the purpose of these regulations.

Such Insider shall ensure to maintain confidentiality of such UPSI in compliance with these regulations.

