

ELCID INVESTMENTS LIMITED

**Registered Office: 414 SHAH NAHAR (WORLI) IND ESTB WING DR E MOSES RD
WORLI MUMBAI MH 400018
CIN: L65990MH1981PLC025770**

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE
OF UNPUBLISHED PRICE SENSITIVE INFORMATION
[PURSUANT TO THE PROVISIONS OF THE SEBI (PROHIBITION OF INSIDER
TRADING) REGULATIONS, 2015]**

1. PREAMBLE:

- 1.1 The Code of Fair Disclosure is required for the Company to ensure timely and adequate disclosure of Unpublished Price Sensitive Information which would impact the price of the Company's securities, and to maintain the uniformity, transparency, confidentiality and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.
- 1.2 The Company endeavors to preserve the confidentiality of the Unpublished Price Sensitive Information (UPSI) and to prevent the misuse of such information.
- 1.3 This policy is intended to lay down the principles and practices to be followed by the Company pertaining to universal disclosure of UPSI.

2. LEGAL FRAMEWORK:

- 2.1 The Securities and Exchange Board of India ('SEBI') has, vide its circular no. LAD-NRO/GN/2014-15/21/85 dated January 15, 2015 enacted the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations')
- 2.2 Regulation 8(1) under Chapter - IV of the Regulations provide for the formulation of a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' ('Code of Fair Disclosure').
- 2.3 Schedule A to the regulations enlists the principles of fair disclosure for the purpose of the Code of Fair Disclosure.
- 2.4 Any subsequent modification and / or amendments brought about by the regulations shall automatically apply to the Code of Fair Disclosure.
- 2.5 The Code of Fair Disclosure shall be applicable to all members of the Board of Directors of the Company with effect from May 15, 2015.
- 2.6 SEBI has vide notification dated 31st December, 2018, amended SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 1st April, 2019.
As required under the said regulations, a revised Code of Fair Disclosure has been framed for adoption by the Board of Directors. This code shall supersede the earlier code and shall be effective with immediate effect.

3. DEFINITION:

For the purpose of this Code, the following terms shall have the meanings assigned to them as hereunder:

- a. **"Board/ Board of Directors"** shall mean the Board of Directors (including any Committee(s) thereof) of the Company constituted from time to time.
- b. **"Legitimate Purpose"** means and includes sharing of UPSI in the ordinary course of business by persons authorized to do so, provided that the intent not being to evade or circumvent the prohibitions under the Code and the applicable Regulations.
- c. **"Chief Investor Relations Officer"** means such senior officer of the Company

appointed by the Board of Directors to deal with dissemination of information and Disclosure of UPSI in a fair and unbiased manner.

4. PRINCIPLES OF FAIR DISCLOSURE FOR THE PURPOSE OF THE CODE OF FAIR DISCLOSURE

The Code of Fair Disclosure intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company. To achieve this objective, the members of the Board of Directors of the Company shall adhere to the following principles in letter as well as in spirit:

- 4.1 There shall be prompt public disclosure of UPSI that would impact the price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 4.2 The uniform and universal dissemination of UPSI to avoid selective disclosure, shall be ensured.
- 4.3 Unless otherwise resolved by the Board of Directors of the Company, the Company Secretary shall act as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
- 4.4 There shall be prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise. It shall be ensured that such information is generally available.
- 4.5 Appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 4.6 The Board of Directors of the Company shall ensure that information shared with analysts and research personnel is not UPSI.
- 4.7 Best practices will be followed to make transcripts or records of proceedings of meetings with analysts and investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- 4.8 UPSI shall be followed on a need to know basis.
- 4.9 Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an insider for the purposes of the regulations and due notice shall be given to such person to maintain confidentiality of such UPSI in compliance with the said regulations.
- 4.10 A structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared along with the PAN or any other identifier authorised by law where PAN is not available shall be maintained. 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.

5. CRITERIA FOR DETERMINATION OF LEGITIMATE PURPOSE FOR SHARING OF UPSI

The sharing of UPSI shall be considered as for legitimate purposes, if it is in the ordinary course of business or otherwise in furtherance of such objectives as approved by the Board, 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 or this Code for Fair Disclosure.

When determining whether disclosure of UPSI is towards a Legitimate Purpose, the insider shall assess whether the disclosure of such UPSI is mandatorily required to achieve the intended objective and is in the best interests of the Company. No UPSI shall be disclosed in the event, the intended purpose or objective can be achieved without disclosure of UPSI, and such disclosure is otherwise not required to be disclosed in ordinary course.

Any Insider proposing to disclose any UPSI which is not covered under this Policy, then such disclosure shall necessarily require prior approval of the Board of Directors of the Company. The Chief Investor Relation Officer shall require sufficient details including reasons for such disclosure and the nature of UPSI proposed to be disclosed and if satisfied, shall seek necessary approvals from the Board at the subsequent meeting of Board of Directors of the Company.

Any disclosure of UPSI which is not for Legitimate Purpose will require prior approval of the Board if in the opinion of the Board sharing of such information is in the best interests of the company.

Any disclosure of UPSI towards discharge of legal obligations and performance of duties shall be deemed to be Legitimate Purpose and necessary Confidentiality agreements and non-disclosure agreements will need to be executed before sharing any UPSI. However, this will not be applicable to requisition of information by a statutory authority in exercise of their powers under any law.

6. POWER OF THE BOARD OF DIRECTORS

- 6.1 The Board of Directors of the Company, reserves the right to amend or modify the Code of Fair Disclosure in whole or in part, at any time, without assigning any reason whatsoever.
- 6.2 The Board of Directors of the Company may establish further rules and procedures, from time to time, to give effect to the intent of the Code of Fair Disclosure and to further the objective of good corporate governance.
- 6.3 The decision of the Board of Directors of the Company with regard to any or all matters relating to the Code of Fair Disclosure shall be final and binding on all concerned.

7. DISCLOSURE:

- 7.1 The Code of Fair Disclosure shall be published on the official website of the Company www.elcidinvestments.com.
- 7.2 The Code of Fair Disclosure and every amendment thereto shall be promptly intimated to the BSE Limited, where the securities of the Company are listed.