



# CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Approved on: January 11, 2021

**Registered Office: INDIGO Paints Limited (Formerly INDIGO Paints Pvt Ltd)**

Indigo Tower, Street-S, Pallod Farm-2, Baner Road, Pune - 411045

T: +91 20 6681 4300, Email: [info@indigopaints.com](mailto:info@indigopaints.com), Website: [www.indigopaints.com](http://www.indigopaints.com), CIN: L24114PN2000PLC014669





## CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

*Under Regulation 8(1) of the Securities and Exchange Board of India  
(Prohibition of Insider Trading) Regulations, 2015]*

### 1) Preface:

In an endeavor to prevent the misuse of unpublished price sensitive information in the day-to-day business affairs and to promote the culture of fair disclosure of information in due compliance with the Principles of Fair Disclosures as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as "Regulations"), the Board of Directors of the Company, Indigo Paints Limited have formulated a Code of Conduct to be known as "Indigo Paints Code of Conduct for fair disclosure of unpublished price sensitive information" (hereinafter referred as "Code for fair disclosure of UPSI" or "Code").

### 2) Objects of the Code:

The Code aims at:

- i. Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public;
- ii. Acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

### 3) Chief Investor Relations Officer:

The Company Secretary and Compliance Officer shall act as the Chief Investor Relations Officer, who would be responsible for satisfactory discharge of the duties and responsibilities laid down under this Code.

### 4) Procedural aspects involved in complying with the principles of fair disclosure of information:

Sl. No.	Principle	Procedure
a.	Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such	In this regard, to ensure fair and timely disclosure of information that would have direct impact on the market price of the securities,

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	information generally available.	<p>the Company generally follows the below-mentioned procedure:</p> <p>(i) Intimates the Stock Exchange(s) well in advance about the Board Meeting in which any such proposal is to be considered;</p> <p>(ii) Intimates the outcome of the said Board Meeting within, stipulated time periods;</p> <p>(iii) Updates the Stock Exchange(s) about the current happenings in respect of the events that have direct bearing on the market sentiments for onward dissemination to the public at large.</p>
b.	Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure except in case of disclosure for legitimate purposes.	<p>To ensure that the unpublished price sensitive information is evenly and properly disseminated, the Company generally, in compliance with the provisions of applicable statutes, follows the following procedure &amp; practices:</p> <ul style="list-style-type: none"> <li>• Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period;</li> <li>• If necessary, publicize the said information in the Newspapers;</li> <li>• Uploading the said information on the official website under investor's section as early as possible or as is stipulated under various statutes.</li> </ul>
c.	Sharing of unpublished price sensitive information for legitimate purposes.	<p>Company can share unpublished price sensitive information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants where such communication is in furtherance of legitimate purpose(s). Following factors must be satisfied while determining what constitutes a legitimate purpose.</p> <p>(i) Must be shared in the ordinary of course of business or for</p>



		<p>corporate purpose;</p> <p>(ii) Required to be done in furtherance of fiduciary duties or in fulfilment of any statutory obligation; and;</p> <p>(iii) Information shared is in the interest of shareholders/stakeholders.</p> <p>Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered as an "insider" for purposes of Regulations, and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with the Regulations.</p>
d.	Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.	<p>To ensure authentication of the information to be disclosed to the stakeholders, the said information is generally cross verified by the Chief Investor Relations Officer.</p> <p>However, if any information gets disclosed selectively, inadvertently or otherwise, the Company (i) intimates the facts and rectified information to the Stock Exchange(s), where the securities of the Company are listed, for onward dissemination to the shareholders; (ii) publicize the facts and rectified information, if required, in the Newspapers.</p>
e.	Appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities.	The Chief Investor Relations Officer shall be responsible for giving appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities.
f.	Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information	The Chief Investor Relations Officer/ respective departmental heads shall take all necessary measures to ensure that no unpublished price sensitive information is being disclosed to any



		<p>analysts and research personnel.</p> <p>In this regard, whenever any such analysts and/or research personnel will approach the Company for seeking financial or any price sensitive information, the Compliance Officer or any other authorize representative of the Company shall obtain a declaration from the said association/agency to the effect that such association/ agency is seeking information for the sole purpose of educating investors and neither the said association/agency nor its employees shall use the information for their personal gain. the said association/agency will also be required to sign such other undertakings/ confirmations, as the Compliance Officer may deem fit, and give to the Compliance Officer, to make sure that no insider trading takes place in the Company's scrips from their end.</p>
g.	Developing best practices to make transcripts or record of proceedings of meetings with analysts make transcripts or record of proceedings of meetings with analysts on the official website to ensure	The Company may, from time to time, authorize any concerned persons, depending upon the domain of conferences and meetings, to make transcripts or record of proceedings of meetings with analysts. Further, the said proceedings shall be disclosed on the official website of the Company.
h.	Handling of all unpublished price sensitive information on a need – to know basis.	Due procedures as prescribed in "Indigo Paints Code of Conduct to Regulate, Monitor and Report Trading by its Employees and Other Connected Persons" would be followed to ensure that the Unpublished Price Sensitive Information be communicated only on a "need to know" basis, i.e., Price Sensitive





		Information should be disclosed only to those who need such information to discharge their duties.
i.	Maintenance of structured digital database.	A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital data base for sharing the information for said legitimate purposes.

**5) Declaration :**

The Company hereby declares that all requisite measures shall be taken to ensure adherence with the principles of fair disclosure of Unpublished Price Sensitive Information.

**6) Amendment in Code :**

The Board is authorized to amend or modify this code in whole or in part and may stipulate further guidelines, procedures and rules from time to time, to ensure fair disclosure of Unpublished Price Sensitive Information.

This Code shall be published on the official website of the Company.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

This Code has been adopted by the Board of Directors of Indigo Paints Limited on January 11, 2021.

