

REF. MIL/SEC/2018-19

Dated: 19/02/2019

To,
The Secretary
The BSE Limited
P J Towers, Dalal Street,
Mumbai -400001

Scrip Code: 539400

Dear Sir,

Sub: Intimation for adopting Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

We wish to inform you that, the Board of Directors at its meeting held on 13th February, 2019 considered and approved "Code of Conduct to regulate, Monitor and report trading by its designated persons and immediate relatives of Designated persons' and "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as amended in terms of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018. A Copy of Code of Practices and Procedures for Fair Disclosure is annexed herewith as **Annexure -I.**


The Code of Practices and Procedures for Fair Disclosure is also available our website www.mallcom.in and also available on the website of the Stock Exchange at www.bseindia.com.

You are requested to kindly take note of the above information.

Thanking you
Your's faithfully,

For **Mallcom (India) Ltd.**

MALLCOM (INDIA) LTD.



Director

Director

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OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

PREAMBLE

The Securities and Exchange Board of India (SEBI), has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015, notified to come into force with effect from May 15, 2015, to be applicable to all listed Companies.

Pursuant to Regulation 8 of the Regulations, Mallcom (India) Limited ("the Company") is required to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Accordingly, the Board of Directors of the Company has formulated a specific a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure").

This document embodies the said Code of Fair Disclosure and shall be deemed to have come in to force from May 15, 2015 and revisited with effect from February 13, 2019.

Terms and Conditions

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

CODE OF FAIR DISCLOSURE

The Code of Fair Disclosure is consistent with the said SEBI Regulations.

The Principles of Fair Disclosure adopted by the Company are as follows:

- To make 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.
- To make disclosures of uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

P. Jayaram



☑ The Company Secretary / Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

☑ To make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

☑ To provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

☑ To ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.

☑ To 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.

☑ To handle of all unpublished price sensitive information on a need -to- know basis.

The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information and may delegate to any Director(s)/Company Secretary, the authority to amend or modify this Code, in whole or in part, subject to approval of the Board.

Policy for Determination of “Legitimate Purposes”

An Insider shall not –

- I. Communicate, provide or allow access to any unpublished price sensitive information (UPSI), relating to the Company or its securities, to any person including other insiders, except to the extent allowed under SEBI (PIT) Regulations, 2015.
- II. Procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities;

Provided that nothing contained above shall be applicable when as UPSI is communicated, provided, allowed access to or procured:

- I. In furtherance of legitimate purposes, performances of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure agreement being executed; or
- II. In the event the Board of Directors direct or cause the public disclosure of UPSI in the best interest of the Company ; or

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Note: The term "Legitimate Purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partner, 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 prohibition of these regulations.

Any person in receipt of UPSI pursuant to a "legitimate purposes" shall be considered an "Insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality.

Structural Digital Database

To ensure setting up and maintenance of a Structural Digital Database containing name of such persons or entities with whom UPSI is shared along with their PAN or any other Legal Identifier in absence of PAN.

This database should have adequate internal control and checks such as time stamping and audit trails to ensure non-tempering of the database.

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

Subsequent modification(s)/ amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

✓/1/1/2015

