

ACC Limited

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

*[pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations 2015]*

a) Background:

The SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations**") mandates every listed company to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("**Code for Fair Disclosure of UPSI**") that it would follow in order to adhere to each of the principles as stated in this Code for Fair Disclosure of UPSI.

b) Applicability:

This Code for Fair Disclosure of UPSI shall be applicable with effect from April 1, 2019.

c) Principles of Fair Disclosure:

The principles of fair disclosure of UPSI by the Company are as follows:

- (i) To promptly make public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available
- (ii) To make disclosure of UPSI as and when made, in a universal and uniform manner through stock exchanges where its equity shares are listed and/or media. Selective disclosure of sensitive information to be avoided.
- (iii) To promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available
- (iv) To provide appropriate and fair response to queries on news reports and request for verification of market rumors by regulatory authorities.
- (v) To ensure that information shared with analysts and research personnel is not UPSI
- (vi) To provide transcripts or records or details of proceedings of meetings/ calls with analysts and presentations made during Investor Conferences and Roadshows, on the Company's website to ensure official confirmation and documentation of disclosures made.
- (vii) To handle all UPSI on a need-to-know basis

d) Chief Investor Relations Officer ("**CIO**")

- (i) The Chief Financial Officer of the Company is designated as the CIO and is responsible for dissemination of information and disclosure of UPSI to the stock exchanges in line with the internal processes and policies of the Company & shall authorize the Company Secretary to disseminate the information to the Stock Exchange
- (ii) All UPSI is to be handled on "need to know basis", i.e., UPSI should be disclosed only to those within Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the Compliance Officer.

e) Legitimate Purpose

The term "legitimate purpose" shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, bankers, customers, suppliers, merchant bankers, legal advisors, auditors, or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations. In case of any specific situation, Compliance Officer in consultation with MD&CEO and/or Chief Financial Officer will decide the legitimate purpose.

f) Sharing of UPSI for legitimate purpose

The UPSI may be shared by any Company's official(s) either with other Employees of the Company or with Third Parties for the legitimate purpose(s) which shall include the following:

- (i) Sharing of UPSI in the ordinary course of business of the Company including but not limited to existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc.;
- (ii) Sharing of UPSI where such communication is in furtherance of performance/ discharge of duty(ies);
- (iii) Sharing of UPSI for discharge of legal/ regulatory obligation(s) as required under any statute(s); and
- (iv) Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.

g) Issue of Notice to the recipient of UPSI:

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purposes of this Code for Fair Disclosure and due notice shall be given to such persons, in the format as set out in the Code:

- (i) To make aware such person that the information shared is or would be UPSI
- (ii) To make aware such person about the duties and responsibilities while in possession of such UPSI and the liability attached thereto for any unauthorized use of such UPSI.

This code was approved by the Board of Directors at its Meeting held on December 23, 2020.