



**REDINGTON LIMITED**

(Formerly known as Redington (India) Ltd)

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**Code of Practices & Procedures for Fair Disclosure of  
Unpublished Price Sensitive Information**

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**Effective February 1, 2023**

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and as approved by  
the Board of Directors in their meeting held on February 1, 2023]

## **Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

### **Introduction**

The Board and Management of the Company believe that transparency in disclosing the requisite information to the public is the cornerstone of better Corporate Governance. The Company has always strived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company.

Towards achieving this objective and based on the principles of Fair Disclosure outlined in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”), as amended from time to time, the Board of Directors of the Company (“**Board**”) has formulated the following ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“**Fair Disclosure Code**”).

Capitalised terms used but not defined in this Fair Disclosure Code shall have the meaning as ascribed to them in the Code of Conduct to regulate, monitor and report Trading by Insiders (“**Insider Trading Code**”).

### **1. Chief Investor Relations Officer (“CIRO”)**

- (i) The Compliance Officer of the Company shall act as the Chief Investor Relations Officer for the purposes of this Fair Disclosure Code. The CIRO will be responsible for, and deal with dissemination of information and disclosure of unpublished price sensitive information (“**UPSI**”).
- (ii) CIRO shall report to the Managing Director and Global Chief Financial Officer (“**GCFO**”) before making public disclosure of UPSI.
- (iii) CIRO would be responsible for:
  - (a) ensuring uniform and universal dissemination of information and disclosure of UPSI at an appropriate time, so as to avoid selective disclosure;
  - (b) overseeing and monitoring sharing of UPSI by employees of the Company and educating employees on disclosure policies and procedures;
  - (c) reviewing the disclosure process and controls and making changes, as and when required;
  - (d) in discussion with the Company’s Board/ senior management, making an assessment of (i) materiality of information; (ii) updates, if any, required to be provided in respect of past disclosures; and (iii) the timing and adequacy of the proposed disclosures.

### **2. Prompt disclosure of UPSI**

The Company will ensure prompt disclosure of UPSI to the stock exchanges that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available. For the purposes of timely disclosures of UPSI and other material events, the Company will follow the timelines as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **3. Uniform and universal dissemination of UPSI**

The Company will ensure uniform and universal dissemination of UPSI to avoid selective disclosure of UPSI to any particular stakeholder. In case UPSI gets disclosed selectively, inadvertently or otherwise, it will be brought to the notice of the CIRO and such information will be disseminated to the general public and stock exchanges immediately.

#### **4. Sharing of information and disclosure of proceedings of meetings with analysts/ investors**

- (i) The CIRO and CFO will ensure that information shared with analysts, research personnel, and institutional personnel, as part of any engagement/ interaction with them, does not contain any UPSI.
- (ii) The Company will ensure that it has appropriate systems in place, and follows industry best practices so as to record the transcripts of conference call(s) and meetings held between the management of the Company and the analysts and other investor relations conferences and disclose it to the stock exchanges and host it on the website of the Company, as required under law.

#### **5. Response to Market Rumours**

- (i) The Company will provide appropriate and fair response to:
  - (a) queries on news reports; and
  - (b) requests for verification of market rumours by regulatory authorities.

#### **6. Sharing of Information**

- (i) The Company will, on an on-going basis, sensitise and educate its employees, Designated Persons, management et al on dealing with information, including UPSI, strictly on a need to know basis.
- (ii) All Insiders, including and Designated Persons of the Company are required to ensure that handling of all UPSI, including onward communication, is strictly done on a need-to-know basis and in line with any other applicable codes, policies and procedures of the Company, including, specifically, this Fair Disclosure Code and the Insider Trading Code.
- (iii) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed of any other company, except in furtherance of legitimate purposes, performances of his / her duties or discharge of his / her legal obligations.
- (iv) For sharing of UPSI within the Company or with external parties for genuine business purpose permitted under law, appropriate wall-crossing procedure as stipulated in Insider Trading Code shall be followed.

#### **7. Determination of ‘Legitimate purpose’**

The PIT Regulations recognise that UPSI may be required to be shared or communicated for certain genuine purposes, i.e., legitimate purposes, performance of duties or discharge of legal obligations. The PIT Regulations clarify that “Legitimate purpose” shall include sharing of UPSI in the ordinary course of business by an Insider with any person including but not limited to partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors,

auditors, insolvency professionals or other advisors or consultants, provided that such sharing of information is not done to evade or circumvent the prohibitions of the PIT Regulations.

The scope of 'legitimate purpose' under the PIT Regulations is an inclusive one, and accordingly, its determination would be a subjective assessment basis the facts and circumstance of each case. Thus, it is not possible or feasible to set out a list of events that will constitute 'legitimate purpose' at all times, for the purposes of sharing UPSI.

Thus, having regard to the fiduciary obligations cast on the Board, and with a view to ensuring that any sharing of UPSI takes place in a responsible manner, in line with the spirit of the PIT Regulations, the Board has set out the below policy to provide the guiding principles and the approach to be followed while considering if UPSI is to be shared in a given set of circumstances.

### **1. Assessment of the purpose for which UPSI is proposed to be shared**

- (i) For this purpose, it will be critical to assess the circumstances requiring the sharing of UPSI, and whether the sharing of UPSI satisfies the below requirements:
  - (a) Sharing of UPSI is in the best interest of the Company and is without any intention of making a profit/ avoiding a loss/ misusing the information in an illegal manner; and
  - (b) Sharing of UPSI is in furtherance of a genuine corporate/ business purpose, or, for enabling the Company to discharge its legal obligations, including compliance with law, regulatory directions, judicial orders, etc.
- (ii) Provided that it is understood that any such sharing of UPSI should not be carried out to evade or circumvent the prohibition provided under the PIT Regulations.
- (iii) Further, while deciding if sharing of UPSI is in furtherance of legitimate purpose, due regard shall be given to the matters affecting the Company at the relevant time, and the information that is generally available about the Company at the relevant time.
- (iv) In case UPSI is proposed to be shared for several purposes, each such purpose should be evaluated on its merits, in line with the above principles.

### **2. Analysing the nature of UPSI proposed to be shared in the context of a legitimate purpose**

The nature and extent of UPSI proposed to be shared is to be subject to appropriate evaluation, and assessment as to whether such sharing is commensurate with the objective sought to be achieved.

### **3. Identifying the persons with whom UPSI is proposed to be shared**

In line with regulatory obligations, Company should obtain the necessary details in relation to the persons (legal or natural) with whom UPSI is proposed to be shared, including, name, address, email, Permanent Account Number (PAN), or any other identifier authorised by law, where PAN is not available; and such other documents as may be deemed fit. While dealing with legal entities, appropriate details of the individual representatives of such legal entities are to be obtained and maintained.

#### **4. Structured Digital Database**

The Company will maintain a structured digital database in due compliance with the regulatory mandate.

#### **5. Recipients of UPSI to be put to notice**

- (i) Prior to sharing of UPSI, the proposed recipient of UPSI will be apprised of the following critical aspects, by way of confidentiality agreements or non-disclosure agreements/ written notices that:
- (a) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
  - (b) upon receipt of UPSI, the recipient would be deemed to be an Insider and subject will be subject to the provisions of the PIT Regulations,
  - (c) the recipient may use the UPSI solely for the approved purposes for which it was disclosed;
  - (d) the recipient must maintain confidentiality of the UPSI at all times,
  - (e) the recipient will provide a written undertaking that he/ she/ it shall not undertake trades in the securities of the Company while in possession of/ having access to the UPSI;
  - (f) the recipient must extend all cooperation to the Company in this regard, including for the purpose of maintenance of the structured digital database; and
  - (g) the recipient being an intermediary or a fiduciary must also adopt a code of conduct in terms of Regulation 9 of the PIT Regulations, so as to *inter alia* ensure that it accords adequate protection to the UPSI, as prescribed.

#### **6. Chinese Walls**

Persons working in the relevant departments in the Company which are handling UPSI should not share such UPSI with the persons in the other departments of the Company or with third parties, except on a need-to-know basis, and as permitted under law/ this Fair Disclosure Code. For sharing of UPSI with personnel of other departments in the Company or with third parties, appropriate procedure will be followed.

7. It is clarified that information may be shared by the Company, from time to time, in the ordinary course of its business activities with persons/ entities including, the Fiduciaries, Intermediaries, the advisers and service providers, viz., auditors, merchant bankers and legal advisers/ consultants of the Company, etc. in line with the aforementioned principles.