

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

1. Introduction

The Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) requires the Board of Directors of every listed company to formulate and publish on its official website, a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (events and occurrences) that could impact price discovery in the market for its securities.

The Board of Directors of Nelcast Limited (“the Company”) formulated the Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (“Code”) effective from May 15, 2015 and subsequently approved the amendments to the Code on February 12, 2019 in compliance with the requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The amended Code would come into effect from April 1, 2019.

2. Objective

The Code intends to formulate a defined framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company’s securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations. The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information.

3. Unpublished Price Sensitive Information

Unpublished Price Sensitive Information (“UPSI”) means relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the

securities and shall, ordinarily including but not restricted to, information relating to the following: (i) financial results; (ii) dividends; (iii) change in capital structure; (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and (v) changes in key managerial personnel.

4. Principles of Fair Disclosure

The Company shall adhere to the following principles to ensure timely and fair disclosure of UPSI:

- (i) Prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, to make such information generally available.
- (ii) Uniform and universal dissemination of UPSI to avoid selective disclosure.
- (iii) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (iv) Ensuring that information shared with analysts and research personnel is not UPSI. The Company shall be careful while answering to the queries of analysts. Unanticipated questions shall be taken on notice and a considered response shall be given later.
- (v) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made.
- (vi) Handling of all UPSI on a need-to-know basis. UPSI shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

5. Chief Compliance Officer and Chief Investor Relations Officer

The Compliance Officer of the Company shall act as Chief Compliance Officer (CCO) and Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.

All UPSI is to be handled on “need to know basis”, i.e., UPSI should be disclosed only to those within the 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.

Any queries or requests for verification of market rumor(s) by the Regulatory Authorities shall be forwarded to the CCO, who shall decide on the clarification to be provided.

6. Prompt disclosure of UPSI

The Company will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the SEBI PIT Regulations.

To ensure that the information is disseminated in an uniform manner, the Company will transmit the information to all the stock exchanges where the securities of the Company are listed, at the same time and shall also publish the same on the website of the Company viz. www.nelcast.com.

7. Disclosures to Analysts/Media and Research Personnel

The Company will provide only public information to the analyst/media and research personnel. Whenever meetings or con calls are organised, the Company will intimate the stock exchanges and host the details of the same in the Company’s website. All UPSI shall be first communicated to the stock exchanges before the same is shared with Analysts/Media and Research personnel.

8. Responding to Market Rumors

The Chief Compliance Officer shall promptly respond to any queries for verification of market rumors by the stock exchanges.

9. Policy for sharing of UPSI for legitimate purpose

“Legitimate purpose” includes sharing of UPSI in the course of business by an insider with lenders, customers, suppliers, merchant bankers, legal advisors, auditors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

The UPSI should be shared where such communication is in furtherance of performance of duty(ies) and for discharge of legal obligation(s). It will be for any other genuine or reasonable purpose as may be determined by the CCO of the Company.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “Insider” for purposes of this Code and due notice shall be given to such persons to make aware such person that the information shared is or would be UPSI and requiring them to maintain confidentiality of the UPSI in compliance with the Code and the SEBI PIT Regulations.

A structured digital database shall be maintained of such persons or entities as the case may be with whom information is shared under the SEBI PIT Regulations.

10. Amendment

The Board of Directors of the Company from time to time, may amend the Code as per applicable laws, rules and regulations. The Code and any subsequent amendment(s) thereto, will be intimated to the Stock Exchanges and will also be hosted on the Company’s website at www.nelcast.com.