

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

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

The purpose of this code is to set out practices and procedures for fair disclosure of unpublished price sensitive information relating to the company and thereby adhere to the SEBI (Insider Trading) Regulations, 2015.

Unpublished Price Sensitive Information (UPSI) - means information about the company not generally available and which if available will materially affect the price of the company's securities, including but not limited to, financial results, dividends, changes in capital structure, mergers, de-mergers, acquisitions, de-listings, disposals, expansion of business, changes in key management personnel, details of production, quality aspects of company's products, outcome of litigations, introduction of new products, significant breakthrough in R&D/ Technology.

The Code

- a) The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 investors and members of the Company.
- b) The Company shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure by making simultaneous disclosure to Stock Exchange(s) and also at the website of the Company. The company will not selectively disclose UPSI. When UPSI is disclosed, the disclosure shall be made to everyone without any discrimination or bias and the information shared will not be altered or changed for selective persons.

Determination of Legitimate Purposes

The Board of Directors has determined that generally the following may be considered as "Legitimate Purposes" for disclosure of UPSI:

- i. In response to specific queries of shareholders, analysts and investors during quarterly calls on results, e-mails and annual analyst and investor meet;
- ii. In connection with obtaining credit rating from agencies;
- iii. In response to specific queries of statutory auditors, statutory authorities, regulators and judicial and quasi-judicial bodies;
- iv. To protect company's interests in a judicial, arbitral, mediation or conciliation proceedings;
- v. Disclosure required by law;
- vi. Disclosure in connection with a proposal for tender for supply of goods and services;
- vii. Disclosure to critical suppliers to consider supplying specific components to company;

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- viii. Disclosure to key business partners and collaborators in connection with the negotiation, finalisation and signing of a dealership/ distributorship/ collaboration/ technology transfer agreement;
- ix. Disclosure to certifying agencies;
- x. Disclosure to service providers in connection with implementation of security systems for the company;
- xi. Disclosure in connection with a takeover, merger, amalgamation or any other corporate action;
- xii. Disclosure of the Company's monthly performance to the employees in the Employee Communication Meetings;
- xiii. Disclosure as determined necessary by the Board of Directors in the overall interests of the company and/or its shareholders.

The Board of Directors have weighed, and shall in future weigh, the following factors before deciding whether disclosure of UPSI by company will constitute Legitimate Purpose or not.

- i. Whether the disclosure is in company's interest?
- ii. Whether the disclosure is in shareholders' interest?
- iii. Whether the disclosure will violate any applicable laws?
- iv. Whether the disclosure is being unfair to a section of shareholders?
- v. Whether the sharing of UPSI is carried out to evade or circumvent the prohibitions of the regulations?

The Unpublished Price Sensitive Information (UPSI) can be shared by an insider for legitimate purpose in the ordinary course of business which includes sharing of UPSI with collaborators, partners, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants. Any person who is in receipt of the UPSI pursuant to legitimate purposes shall be considered as an "insider" and due notice shall be given to such person to maintain confidentiality of the UPSI.

The precautions to be taken before disclosing UPSI in connection with a legitimate purpose shall include but not be limited to signing non-disclosure agreements with such persons before the UPSI is disclosed, warning them in advance that any disclosure, inadvertent or otherwise will invite legal action, blacklisting and initiating appropriate legal action against persons who have violated the non-disclosure agreements and/or who have traded in company's securities having been in possession of UPSI. Trades in company's securities while in possession of UPSI by such persons would be presumed to have been motivated by the knowledge and awareness of such information in their possession.

- c) The Company Secretary shall act as the chief investor relations officer and he/she shall be responsible for disseminating and disclosing the UPSI uniformly and indiscriminately. The Company Secretary shall also ensure that the UPSI is correct in all respects, does not contain any false or misleading statements, and is approved by

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all concerned within the Company. The Company Secretary shall ensure to disclose UPSI if only necessary.

- d) If the company discovers at any point of time that the selective disclosure of UPSI was inadvertently disclosed, at the earliest opportunity, the Company Secretary shall cause the UPSI to be disseminated promptly to the general public to ensure that such information is generally available.
- e) The Chief Investor Relations Officer of the Company shall provide an appropriate assistance and fair response to queries raised by regulatory authorities on news reports and requests for verification of market rumours. The company will not inordinately delay in responding to such reports and requests but volunteer adequate information to provide a satisfactory response. The company shall provide a response within seven days of receiving a request unless the response requires professional advice.
- f) The company will exercise caution while sharing information about its financials, business outlook, and other information that could impact the price of its securities. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

The company shall adhere to the following practices when dealing with investor relations conferences:-

The company may engage with investors and analysts through three methods:-

- Through quarterly conference calls after announcement of financial results
 - Through annual analysts meet
 - Through written correspondence via e-mails
- g) Unpublished price sensitive information shall be handled on a "need to-know basis" i.e, unpublished price sensitive information shall be disclosed only to those who need the information by virtue of statutory requirement, contractual obligation to discharge their duties/obligations etc. in the interest of the Company.

UPSI shall generally be made available only to the following persons:-

- i. the Managing Director;
- ii. board of directors
- iii. key managerial personnel
- iv. senior management personnel
- v. head of internal audit and head-legal & secretarial
- vi. statutory, internal and secretarial auditors
- vii. to persons/entities in connection with a "Legitimate Purpose"

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- h) The company shall ensure that all employees in the above list have signed an employee proprietary and inventions agreement, and all other persons/ entities sign a non-disclosure agreement, with the company before any UPSI is shared with them. In the rare instance where the UPSI has to be disclosed to any other employee within the company, the company shall ensure that responsibility for dissemination and protecting confidentiality rests with the employees in the above list who desire the disclosure to such other employees and such employees too have signed the employee proprietary and inventions agreement. Employees who handle UPSI shall be informed of its confidential and sensitive nature and cautioned against any disclosure. Employees should be educated to hand over immediately to any of the persons in the above list any UPSI that comes into their possession inadvertently.