

***Inventure Growth and Securities Limited***

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Disclosure of Unpublished Price Sensitive Information*

## **1. Background:**

*Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations) requires a listed company to formulate a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' in order to adhere to principles as set out in Schedule A to the Regulations.*

*This code shall be called as "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ("Code") adopted by Inventure Growth and Securities Limited ("Company" or "IGSL"). This Code is consistent with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.*

*This Code was effective from May 15, 2015 and is now amended as per the requirements of SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018 issued vide notification dated December 31, 2018. This revised code will be effective from April 01, 2019.*

## **2. Definitions:**

*Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislations.*

## **3. Objective:**

The Code intends to formulate a stated 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.

## **4. Un-Published Price Sensitive Information:**

*UPS I means any information, 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 these securities and shall, ordinarily including but not restricted to, information relating to the following;*

- (i) Financial results of the Company (including quarterly financial results);*
- (ii) Declaration of dividends (Interim and Final);*
- (iii) Change in capital structure;*
- (iv) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals and expansion of business and such other transactions;*
- (v) Changes in key managerial personnel;*

## 5. Principles of Fair Disclosure:

The Company shall adhere to the following principles to ensure timely and fair disclosure of Unpublished Price Sensitive Information:

- (vi) Prompt public disclosure of unpublished price sensitive information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available.
- (vii) Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- (viii) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (ix) Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information. 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.
- (x) 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.
- (xi) Handling of all unpublished price sensitive information on a need-to-know basis. Unpublished price sensitive information shall be disclosed to Company officials only after a proper clarification is sought to the purpose for which the information is needed.
- (xii) The Company Secretary of the Company is designated as the Chief Investor Relations Officer and is responsible for dissemination of information and disclosure of UPSI. In addition to CIRO, the following persons ("Authorized Spokespersons") are also authorized to communicate with the Investors/media in co-ordination with the CIRO:
  - i. Chairman;
  - ii. Managing Director & CEO
  - iii. Whole-time Director & CFO
  - iv. Authorized members of Corporate Communication and/or Investor Relations Division.
- (xiii) The Company Secretary is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, analysts and media and for educating IGSL's staff on disclosure policies and procedure.
- (xiv) All UPSI to be handled on "need to know basis", i.e., UPSI should be disclosed only to those within IGSL 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 Company Secretary.

- (xv) Other than information which is price sensitive in accordance with the Companies Act 2013, the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other applicable law for the time being in force, the CISO in consultation with the Managing Director & Chief Financial Officer (CFO) shall decide whether an information is price sensitive or not.
- (xvi) The Company shall make prompt public disclosure of UPSI that would impact price discovery to the stock exchanges where the shares of the Company are listed no sooner than credible and concrete information comes into being in order to make such information generally available to the public.
- (xvii) All information disclosure/dissemination may normally be approved in advance by the CISO. In case information is accidentally disclosed without prior approval of CISO, the person responsible shall immediately inform the CISO.
- (xviii) The CISO shall ensure that no unpublished price sensitive information is disclosed selectively to anyone or group of research analysts or investor to the disadvantage of other stakeholders.
- (xix) Any queries or requests for verification of market rumor(s) by the Regulatory Authorities shall be forwarded to the CISO, who shall decide on the clarification to be provided.
- (xx) The CISO shall decide whether a public announcement is necessary for verifying or denying any rumor(s).

#### **6. Responding to Market Rumors:**

The Compliance Officer and/or any other official(s) ("spokesperson") authorized by the Board of Directors of the Company shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.

#### **7. Policy for Determination of legitimate purpose:**

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CISO of the Company in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

- (i) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- (ii) Sharing of UPSI where such communication is in furtherance of performance of duty(ies);
- (iii) Sharing of UPSI for discharge of legal obligation(s).
- (iv) Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CISO of the Company.

(v) Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharings should not be carried out to evade or circumvent the prohibitions of PIT Regulations.

**However, other provisions/restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.**

#### **8. Digital Database of Recipient of UPSI:**

The CISO shall be responsible to maintain a structured digital database containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons or entities as the case may be with whom information is shared under this regulation, which shall contain the following information;

- (i) Nature of UPSI and name of such persons who have shared UPSI;
- (ii) Name of such recipient of UPSI;
- (iii) Name of the Organization or entity to whom the recipient represents;
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The CISO shall ensure that the database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the database shall be preserved till the completion of such proceedings. The CISO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as timestamping and audit trails to ensure non-tampering of such database.

#### **9. Amendment:**

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend/substitute any provision(s) with a new provision(s) or replace the entire Code with a new Code.

In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the Code.

The Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges.