

March 20, 2019

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

National Stock Exchange of India  
Limited  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E), Mumbai-400 051.

Script code: 513269

Script code: MANINDS

**Sub: SUBMISSION OF AMENDED CODE OF PRACTICES AND PROCEDURES  
FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE  
INFORMATION**

Dear Sir/Madam,

In compliance with Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”), the Board of Directors of the Company have amended the existing Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

A copy of the amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is enclosed herewith for your information and records.

Thanking you,

Yours faithfully,

**For Man Industries (India) Limited**



**Shashank Belkhede**  
Group Head – Legal & Secretarial





# Man Industries (India) Limited

## **Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

## **1. TITLE & COMMENCEMENT**

This code be called as Man Industries (India) Limited-Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and shall come into force on May 15, 2015.

## **2. BACKGROUND**

This policy document is formulated in compliance to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015 (for the sake of brevity herein after referred to as the 'Insider Regulation-2015') which came into effect from May 15, 2015. The Code has been adopted by the Board of Directors of the Company at their meeting held on 16/07/2015 and made effective retrospectively with effect from May 15, 2015.

## **3. OBJECTIVE**

- To adopt the principles of fair disclosure of unpublished price sensitive information by implementing the best fair disclosure practices and procedures including those as envisaged in the Schedule A of the Insider Regulation-2015.
- To ensure timely disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to all applicable laws and regulations.
- To preserve the confidentiality of unpublished price sensitive information and prevent misuse of such information.

**Accordingly, Man Industries (India) Limited has formulated following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information :**

- a. The Company will make prompt 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. Timeliness stipulated in the Listing Agreement entered into with the Stock Exchanges with respect to prior intimations / notices and disclosures shall be strictly observed by the Chief Investor Relation Officer to ensure prompt public disclosure of unpublished price sensitive information.
- b. The Company will make uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure. In case the unpublished price sensitive information gets disclosed selectively or inadvertently or otherwise, Chief Investor Relation Officer to ensure that such information is promptly disseminated to make such information generally available through publication on the web-sites of Stock Exchanges.
- c. Chief Financial Officer of the Company shall act as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- d. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e. The company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- f. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information. Whenever research analysts / research personnel meet or call is organized, Chief Investor Relation Officer shall be informed of such meet / call to ensure that the information

shared with analysts / research personnel is not unpublished price sensitive information.

- g. The Company will develop the best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- h. The Company shall handle all the unpublished price sensitive information on a need-to-know basis. Personnel working in the concerned departments of the Company which are handling or are in possession of the unpublished price sensitive information, should not share such unpublished price sensitive information with the personnel of other departments of the Company or with the outsiders except on need-to-know basis. No unpublished price sensitive information shall be communicated by such personnel to any other person except in furtherance of legitimate purposes, his/her performance of duties or discharge of his/her legal obligations.
- i. Policy for determination of 'Legitimate Purposes' - The sharing of 'unpublished price sensitive information' (UPSI) shall be deemed to be for "Legitimate Purpose" if it satisfied the following criteria:
  - (i) The 'Legitimate Purpose' shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
  - (ii) The information shall be shared with any person on 'need to know' basis.
  - (iii) Insiders shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.

(iv) The agreements entered into involving sharing of UPSI should have a “confidentiality clause” or else a separate Non-Disclosure Agreement shall be executed with parties to safeguard the disclosure of UPSI.

#### **4. WEB-SITE DISCLOSURE**

The Code shall be published on the official web-site of the Company.

#### **5. AMENDMENTS / MODIFICATIONS TO THE CODE**

Any amendment/s, alteration/s, modification/s to be carried out in the Code shall be subject to prior approval of the Board of Directors of the Company and such amendment, alteration or modification shall be intimated to the Stock Exchanges immediately.