



POLYGENTA CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

POLYGENTA TECHNOLOGIES LIMITED

IMS (ISO 9001, ISO 14001 and OHSAS 18001), Oekotex and Control Union certified

Registered Office:-Kaledonia (HDIL) Building, Unit No. 1B, 5th Floor, Sahar Road, Off WesternExpress Highway, Andheri (East), Mumbai 400 069

Ph: +91 (0)22 6215 4087 Fax: +91 (0)22 62154003

Plant:-Gat 265/1-266, Village Avankhed, Taluka Dindori, Dist. Nashik 422 201|Ph: +91 (0)2557 228100|Fax: +91 (0)2557 228156

E-mail: info@polygenta.com | www.polygenta.com

Corporate Identity Number : L17120MH1981PLC025388

POLYGENTA CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. INTRODUCTION:

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, (*hereinafter referred to as "Insider Trading Regulations"*) the Board of Directors of the Company in its meeting held on 28th May, 2015 approved the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information", which came into force with effect from May 15, 2015. The objective of the Code is to formulate a standard and stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. The Code is based on the principles of equality of access to information and the publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts and the publication of transcripts of such calls and meetings.

¹[Further, pursuant to amendments to Regulation 3 to the said Regulations by SEBI (Prohibition of Inside Trading) (Amendment) Regulations, 2018, the said code shall also contain a policy for determination of 'legitimate purposes'. The Board of Directors, at its meeting held on 21 March, 2019, accordingly, amended the existing Code.]

This Code shall be called as the "Polygenta Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ('Code').

2. THE PRINCIPLES AND OBLIGATION:

The Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every promoter, director and employee who deals with unpublished price sensitive information has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. There shall be no selective disclosure of information and the company and every employee of the Company shall endeavour to ensure equal accessibility of information to all the stakeholders associated with the company.

3. DEFINITIONS:

In this Code unless the context otherwise requires:

¹ Addition of this Paragraph was approved by the Board of Directors at its meeting held on 21 March 2019

- (i) "**Generally available information**" means information that is accessible to the public on a non-discriminatory basis;
- (ii) "**Unpublished price sensitive information**" means any information, relating to the
 - (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;
 - (v) changes in key managerial personnel; and
 - (vi) material events in accordance with the listing agreement.

4. POLICY:

- i The Company shall make prompt public disclosure of unpublished price sensitive information that would impact price discovery as soon as credible and concrete information comes into being and will make the same information generally available by way of making an appropriate disclosure to the Stock Exchange(s) where the Company's shares are listed .
- ii The Company shall ensure that unpublished price sensitive information is disseminated uniformly and universally and shall avoid selective disclosure.
- iii The Company has designated Company Secretary as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information. He shall be responsible for ensuring that the company complies with continuous disclosure requirements, overseeing and coordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders, media and educating staff on disclosure policies and procedure.

The information disclosure / dissemination shall normally be approved by the Chief Investor Relations Officer or by such other officer as approved by the Board.

- iv. If any price sensitive information is disclosed selectively, inadvertently or otherwise without prior approval, the Chief Investor Relations Officer on having knowledge of such partial dissemination shall upload the information on the website of the Company and if required intimate the Stock Exchanges to ensure that the unpublished price sensitive information is generally available
- v. The Company shall ensure that at all times that appropriate and fair response to queries on news reports and requests for verification of market rumours by

regulatory authorities are provided promptly. However, the company is not under an obligation to respond to speculative news / press report. However if the media reports carry such information which is largely accurate, the information underlying the speculation or rumour or press report is based on insider information, which has been leaked, the company would therefore be under obligation to respond to the same and make the insider information generally available.

If the market information or press report is false or inaccurate, the company is not under an obligation to make any announcement / negative disclosures. However if the stock exchange were to make a query to clarify the position, the company must make a formal announcement to the stock exchange and shall not selectively disclose any information / make a negative disclosure.

- vi. The company shall ensure that during meetings / calls/ interactions with the analysts/ research persons / large investors, no such information which is Unpublished Price Sensitive Information is shared with them selectively.
- vii. The Company shall strive to develop 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.
- viii. All unpublished price sensitive information shall be handled only on a “Need-to Know” basis i.e. it 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 rise to a conflict of interest or appearance of misuse of the information.

² ix. Sharing of Information for Legitimate Purpose:

However, Unpublished Price Sensitive Information can be shared by insiders with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants where such communication is in furtherance of legitimate purposes. The following shall be considered as legitimate purpose generally:

- where it is necessary for the performance of the duty, contract or agreement;
- where it is necessary for compliance with a legal obligation to which we are subject; and/or
- where it is necessary for the purposes of the legitimate interests pursued by us or a third party.

² Addition of sub-paragraph ix was approved by the Board of Directors at its meeting held on 21 March 2019 and is to be effective from 1 April 2019.

Maintenance of a Structured Data Base

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared under the Insider Trading Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Consideration of the person as an Insider

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Policy and the Insider Trading Regulations. Further due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information that is being shared with them. Further such persons shall also be informed that they shall not communicate the unpublished price sensitive information with any other person or trade in the securities of the company while being in possession of the unpublished price sensitive information

Execution of Non-Disclosure Agreements

The parties with whom information is being shared for legitimate purpose shall execute agreements to maintain confidentiality and there shall be a non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except in the furtherance of furtherance of legitimate purposes, performance of duties or discharge of legal obligations and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
