

FINEOTEX CHEMICAL LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

This Code became effective on May 15, 2015 and amended by the Board of Directors of the Company vide Circular Resolution dated 30th March, 2019, the amended code shall become effective from 1st April, 2019.

1. Introduction

1.1. The Securities and Exchange Board of India ("SEBI") in its endeavor to protect the interests of investors in general had notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on January 15, 2015, effective from May 15, 2015 under the powers conferred on it under the SEBI Act, 1992. Pursuant to Regulation 8 of the Regulations, Fineotex Chemical Limited ("Company") is required to formulate and have published on the Fineotex Chemical Limited website, a code of practices and procedures for fair disclosure of unpublished price sensitive information ("Disclosure Code"). Accordingly the Disclosure Code has been formulated by the board of directors of Fineotex Chemical Limited ("Board").

1.2. The objective of this Disclosure Code is to ensure that there is a timely and adequate disclosure of Unpublished Price Sensitive Information that would have an impact on the Company's Securities and also to maintain the uniformity, transparency and fairness in dealing with the stakeholders and ensuring adherence to applicable laws and regulations. The Company further endeavors to preserve the confidentiality of UPSI and prevent misuse of such information.

1.3 In this Code, unless the context otherwise requires, the terms and expression used but not defined herein shall have the same meaning as are assigned to them under SEBI (Prohibition of Insider Trading) Regulations 2015, SEBI (Listing Obligations Disclosure Requirement) Regulations 2015, the Companies Act, 2013, the Securities Contracts (Regulations) Act, 1956 or any other applicable laws or regulations, as the case may be.

2. Definitions

a. **"Board of Directors" or "Board"** shall mean the Board of Directors of Fineotex Chemical Limited, as constituted from time to time.

b. **"Company"** shall mean **"Fineotex Chemical Limited"**.

c. **"Code"** means this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

d. **"Compliance Officer"** means the Company Secretary or such other person who may be appointed by the Board as the Compliance Officer of the Bank from time to time.

e. **"Chief Investor Relations Officer"** means the Compliance officer under these Regulations.

^As amended by the Board of Directors vide Circular Resolution dated 30th March, 2019, stipulated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, on 31ST December, 2018 to be effective from 1st APRIL, 2019

f. “Dealing in Securities” means an act of subscribing, buying, selling or agreeing to buy, sell or deal in any Securities of the Bank by any person either as principal or agent.

g. “Unpublished Price Sensitive Information” (“UPSI”) 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 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, delisting, disposals and expansion of business and such other transactions; and
- v. changes in key managerial personnel.

h. “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 in order to perform duty or discharge of legal obligation i.e. on need to know basis, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulation[^].

3. Role and Responsibilities of Compliance Officer for Overseeing and Co-ordinating Disclosures

3.1. The Board shall appoint the Compliance Officer of Fineotex Chemical Limited who shall be responsible for overseeing the timely and adequate public disclosure of Unpublished Price Sensitive Information as required under this Disclosure Code and the Regulations

3.2. The responsibilities of the Compliance Officer shall include overseeing and co-ordinating the disclosure of Price Sensitive Information to stock exchanges, analysts, shareholders and the media. Routine disclosures to the stock exchanges shall continue to be made by designated officers who have responsibility for making such disclosures.

3.4. Any disclosure / dissemination of Unpublished Price Sensitive Information (unless mandated by the Regulations or the Code of Conduct) on behalf of Fineotex Chemical Limited shall be first approved by the Compliance Officer. In the case of doubt as to whether any information is Unpublished Price Sensitive Information or not, the same shall be referred to Compliance Officer.

3.5. In the event of disclosure / dissemination of Unpublished Price Sensitive Information without the approval of the Compliance Officer by Insiders, such insiders shall inform the Compliance officer about such disclosure / dissemination as soon as possible.

4. Need to Know Basis

Unpublished Price Sensitive Information is to be handled on a “need to know” basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within and outside Fineotex Chemical Limited who need to know such Unpublished Price Sensitive Information to discharge their duty and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse thereof.

[^]As amended by the Board of Directors vide Circular Resolution dated 30th March, 2019, stipulated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, on 31ST December, 2018 to be effective from 1st APRIL, 2019

5. Market Rumors Respond

5.1. In the event of any query or request received from stock exchanges, the press, the media or any other source for verification of market rumors by Fineotex Chemical Limited, the same shall ordinarily be directed to the Compliance Officer.

5.2. With a view to verifying or denying the rumors if deemed necessary, the Compliance officer may make a public announcement and shall thereafter make appropriate disclosures.

5.3. There shall be documentation of all the requests and queries for verifications of market rumors as far as practicable. With regards to this regard, the Compliance Officer shall request for all queries and requests be made in writing.

6. Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

6.1. The Compliance Officer shall to the extent possible, be invited for the meetings and conferences with analysts and institutional investors, organized by Fineotex Chemical Limited.

6.2. All Insiders shall adhere to the following guidelines while dealing with reference to analysts and institutional investors:

- i) Investors and analysts shall only be given access to Generally Available Information. However, in the event that any information that is not generally available is provided to an institutional investor, analyst or researcher then Fineotex Chemical Limited shall ensure that such information is simultaneously disseminated to the public as well.
- ii) In any event, disclosure of any information that is not Generally Available Information (irrespective whether such information is price sensitive or not shall only be made with the prior approval of the Compliance Officer.
- iii) Insiders shall take extra care and caution while dealing with unanticipated questions during meetings with analysts, brokers, researchers and / or institutional investors.
- iv) Unanticipated questions should be noted and only be given considered responses (which have been approved by the Compliance Officer). If responding to such unanticipated questions requires dissemination of Unpublished Price Sensitive Information, then the Compliance Officer shall first disseminate such Unpublished Price Sensitive Information to the public and only subsequently respond to such unanticipated question.
- v) In the event that Fineotex Chemical Limited proposes to organize meetings with analysts, brokers, researchers and / or institutional investors, the Compliance Officer shall to the extent possible ensure that all such meetings are webcasted on Fineotex Chemical Limited's website.
- vi) In the event that webcasting of meetings referred to above is not possible, the Compliance Officer shall ensure that Fineotex Chemical Limited makes a press release, post relevant information on Fineotex Chemical Limited's website, or release relevant information or through any other effective medium.

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7. DETERMINATION OF LEGITIMATE PURPOSE

The Policy for determination of legitimate purpose shall be under:

- a) Any person in receipt of UPSI for a “legitimate purpose” shall be considered as “insider” for purposes of the Regulations and the Code.
- b) On receipt of UPSI for legitimate purpose, such persons are required to maintain confidentiality of UPSI in compliance with the Regulations and the Code*.
- c) The Designated Person who is sharing the UPSI with anyone shall ensure that the same is shared only for legitimate purpose.
- d) The Designated Person shall simultaneously provide details of the person [i.e. Name of the person, Entity, Medium of sharing, Purpose of sharing etc.] with whom such UPSI is shared to the Company Secretary.

8. Mode of Disclosure / Dissemination of Material Disclosures

Fineotex Chemical Limited shall maintain and keep updated all the material disclosures made to the Stock exchanges on its website www.fineotex.com.

AMENDMENTS

Any amendment(s) made in SEBI (Prohibition of Insider Trading) Regulations, 2015 and other related Regulations shall apply mutatis mutandis to the Code of Practices & Procedures for Fair Disclosure of UPSI.

[^]As amended by the Board of Directors vide Circular Resolution dated 30th March, 2019, stipulated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, on 31ST December, 2018 to be effective from 1st APRIL, 2019