



## **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

### **Introduction**

Securities and Exchange Board of India (“SEBI”) vide its Notification dated January 15, 2015, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015 and further amended the same vide its notification dated December 31, 2018, the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“Regulations”), to put in place a code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (“UPSI”).

Regulation 8 of the Regulations requires that Board of Directors of every listed company shall formulate a code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information for adhering to the principles set out in Schedule A of the Regulations, without diluting the provisions of the Regulations in any manner.

In the above context, IVP Limited (the “Company”) has formulated this code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (“the Code”).

### **1. General Principles**

The Company shall strive to make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.

The Company shall ensure uniform and universal disclosure of UPSI to avoid selective disclosure. In the event of a partial disclosure of unpublished price sensitive information, made inadvertently or otherwise, the Company shall promptly make a complete disclosure of such information in accordance with this Code. All information shall be handled within the Company on a need-to-know basis.

### **2. Compliance Officer**

The Company has designated, the Company Secretary of the Company, as its compliance officer for the purpose of aforesaid SEBI Regulations (the “Compliance Officer”).

### **3. Chief Investor Relations Officer**

The Company has designated, the Chief Financial Officer of the Company, as its Chief Investor Relations Officer (“CIRO”) to deal with dissemination of information and disclosure of UPSI.

### **4. Responding to news reports / market rumours**

All queries on news reports and requests for verification of market rumours by the Stock Exchanges shall be directed to the CIRO. Upon receipt of such queries or requests, the CIRO shall Co-ordinate with the Compliance Officer of the Company and provide an appropriate and fair reply to the Stock Exchanges without delay. The CIRO shall consult with the Chief Executive Officer (CEO)/ Whole time Director (WTD) of the Company to decide whether a public announcement verifying or denying a market rumour is necessary before making a disclosure to the Stock Exchanges.

### **5. Disclosure/dissemination of price sensitive information with special reference to analysts and institutional investors**

- i. *Only public information to be provided:* Directors, Chief Financial Officer (CFO) and other authorised persons shall provide only public information to analysts, researchers or institutional investors. In case any non-public information is provided to analysts, researchers or institutional investors, the CIRO in co-ordination with Compliance Officer shall ensure that such information is simultaneously or promptly made public.
- ii. *Recording of discussion:* The CEO or CFO together with any other authorised person shall be present at any meetings with analysts, brokers or institutional investors and arrange for all discussions during such meetings to be recorded in order to avoid misquoting or misrepresentation.
- iii. *Handling of unanticipated questions:* Directors, CFO or other authorised persons shall be careful when dealing with analysts’ questions that arise outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later by the CEO/WTD or CFO. If CFO gives the considered response, he has to consult CEO/Whole time Director of the Company. If the answer to such a question includes price sensitive information, the CIRO in co-ordination with Compliance Officer shall make a public announcement before responding to such question.
- iv. *Simultaneous release of Information:* The Company shall ensure that the press release or relevant information are posted on Company’s website after the conclusion of any meetings with analysts or investor relations conferences that may be organized by Company. The CIRO shall consult with the CEO/WTD of the Company to decide whether full or summarised

transcripts of any such meetings are to be disclosed on the Company's website.

## **6. Medium of disclosure/dissemination of information**

The Company shall ensure that:

- i. disclosure/dissemination of information is done through various media to achieve maximum reach and to ensure that the information is generally available (i.e. accessible to the public on a non-discriminatory basis); and
- ii. disclosures to the Stock Exchanges are made promptly and such disclosures are also made available on the Company's website.

## **7. Policy for Determination of Legitimate Purposes**

The sharing of UPSI may be carried out for legitimate purposes. While all instances of sharing of information may not be defined / covered under the definition of 'legitimate purposes', the Company and the Insiders will be guided by the following factors in determining legitimate purposes:

- 1) Whether the transaction/ business pursuant to which UPSI is required to be shared, is legal in India as well as the country of the Recipient?
- 2) Whether the transaction/ business and the sharing of UPSI, is pursuant to a prior legal or regulatory obligation owed to the party?
- 3) Whether the sharing of UPSI is necessary for taking an informed decision or action by the third party and / or the Company?
- 4) Whether the transaction / business and sharing of the UPSI is furtherance of the legal and business interests of the Company?

The term legitimate purposes shall include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisor, auditors, insolvency professionals or other advisors and consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

The CIRO shall guide the Designated Persons in respect of communication of any UPSI for legitimate purpose. Such person in receipt of UPSI pursuant to a 'legitimate purpose' shall be considered an "Insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations.

Sharing of UPSI shall be considered for a legitimate purpose whenever the CIRO in consultation with CEO/WTD considers deems fit in compliance with the provisions.

The policy will stand amended whenever there is an amendment in provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 time to time.

## **8. Amendments**

This Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary. The Board of Directors of the Company may amend the Code from time to time depending upon the requirements of the provisions of the Companies Act, 2013, the SEBI (Prohibition of Insider Trading) Regulations, 2015 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This policy is updated on 28<sup>th</sup> March, 2019