



CODE OF CONDUCT FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI):

1. Preface:

Securities and Exchange Board of India (SEBI) vide Gazette notification no. LAD-NRO/GN/2014-15/21/85 dated 15th January 2015 had issued Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. As per the said guidelines, the Board of Directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information.

The Board of Directors (the "Board") has adopted this Code of practices and procedures for fair disclosure of unpublished price sensitive information (the "Code"). The Audit Committee of the Board (the "ACB") is empowered to review and amend this Code from time to time.

2. Objective:

The Code was framed as per the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

3. Definition

3.1 "Act" means the Securities and Exchange Board of India Act, 1992.

3.2 "Connected person" means –

(i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established –

- a) an immediate relative of connected persons specified in clause (i); or
- b) a holding company or associate company or subsidiary company; or
- c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- d) an investment company, trustee company, asset management company or an employee or director thereof; or
- e) an official of a stock exchange or of clearing house or corporation; or



- f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- i) a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of the Company or his immediate relative, has more than ten percent of the holding or interest;
- iii) Employees upto two levels below Board of Directors of the Company and its material subsidiary irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information.

3.4 **Generally available information"** means information that is accessible to the public on a non-discriminatory basis.

3.5 **"Immediate relative"** means any of the following who is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities—

- a) Spouse
- b) Father
- c) Mother
- d) Brother
- e) Sister
- f) Son (including step-son)
- g) Daughter (including step-daughter)

3.6 **"Insider"** means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information.

3.7 **"Unpublished Price Sensitive Information (UPSI)"** means any information, relating to 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, acquisition, delistings, disposals and expansion of business and such other transactions;
- (v) Changes in Key Managerial Personnel;

4. Code

4.1 Preservation of Unpublished Price Sensitive Information (UPSI):

4.1.1 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.1.2 Department Heads shall identify all the UPSI available in their departments and shall ensure its confidentiality as per the requirement of this code.

4.1.3 Adequate restrictions shall be placed by the Department Head on communication or procurement of UPSI.

4.1.4 No UPSI shall be shared with Analysts and Research personnel.

4.2 Limited access to Confidential Information:

4.2.1 All files containing confidential information shall be kept secured under lock and key.

4.2.2 Confidential documents/files shall be marked "Confidential" and access to such documents/files shall be made available on need to know basis.

4.2.3 Confidential Computer files shall have adequate security of login and Passwords.

4.2.4 Documents/Files containing confidential information should be deleted/ destroyed after its use. Shredders should be used wherever necessary for the destruction of physical files.

4.2.5 Chinese Wall Procedure and process as detailed hereinafter shall be followed by departments dealing with confidential information.

AMIC FORGING LIMITED

G. h. Chandra
Managing Director