
INFRONICS SYSTEMS LIMITED

**Code of Practices & Procedures for Fair Disclosure of Unpublished Price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

Preface:

In an endeavour to preserve the confidentiality of Unpublished Price Sensitive Information (“UPSI”) and to prevent its misuse in the day-to-day business affairs along with an aim to promote the culture of fair disclosure of information in due compliance with the Principles of Fair Disclosures as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as “SEBI (PIT) Regulations”), the Board of Directors of **Infronics Systems Limited** (the “Company”) has formulated a Code of Conduct to be known as “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (hereinafter referred as “Code for Fair Disclosure of UPSI” or “Code”).

The Code is subject to review by the Board of Directors (the “Board”) of the Company, as and when deemed necessary.

Objects of the Code:

The Code aims at:

- Preventing the misuse of UPSI within the Organization and practice of selective disclosures to the public;
- Acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information;
- Restriction on communication and trading by Insiders, and disclosure of trades by Insiders from time to time.

Chief Investor Relations Officer:

- The Company Secretary (CS) shall act as the Chief Investor Relations Officer (“CIRO”), who will be reporting to the Chief Financial Officer (CFO) of the Company and would be responsible for satisfactory discharge of the duties and responsibilities laid down under this Code. The CIRO may be contacted by email at: cs@infronics.in
- The Company through its CIRO is committed to ensure timely and accurate disclosures based on applicable legal and regulatory requirements.
- In the temporary absence of CIRO for any reason whatsoever, the Board shall nominate any other official to be responsible for discharge of duties and responsibilities under this Code.
- Employees of the Company shall not respond under any circumstances to enquiries from the stock exchanges, the media or others unless authorised to do so by the CIRO/CFO/Board of the Company.

Procedural aspects involved in complying with the Principles of Fair Disclosure of information:

In order to adhere to the principles as mentioned in Schedule A to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall ensure the following:

S. No.	Principles	Procedure
1.	<p>Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.</p>	<p>In this regard, to ensure fair and timely disclosure of information that would have direct impact on the market price of the securities, the Company generally follows the below-mentioned procedure:</p> <ul style="list-style-type: none"> A. Intimates the Stock Exchange(s) in advance about the Board Meeting in which any such proposal is to be considered; B. Intimates the outcome of the said Board Meeting within, stipulated time periods; C. Updates the Stock Exchange(s) about the current happenings in respect of the events that have direct bearing on the market sentiments for onward dissemination to the public at large.
2.	<p>Uniform and universal dissemination of UPSI to avoid selective disclosure.</p>	<p>To ensure that the UPSI is evenly and properly disseminated, the Company generally, in compliance with the provisions of applicable statutes, follows the following procedure & practices:</p> <ul style="list-style-type: none"> A. Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period; B. Publicise the said information in the Newspapers, wherever mandated under various Statutes; C. Uploading the said information on the Official Website under Investors' Relations Section as early as possible or as is stipulated under various Statutes; D. Put on the Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.
3.	<p>Prompt dissemination of UPSI that gets disclosed selectively,</p>	<p>To ensure authentication of the information to be disclosed to the stakeholders, the said</p>

	<p>inadvertently or otherwise to make such information generally available.</p>	<p>information is generally cross verified by the CIRO.</p> <p>However, if any information gets disclosed selectively, inadvertently or otherwise, the Company:</p> <p>A. Intimates the facts and rectified information to the Stock Exchange(s), where the securities of the Company are listed, for onward dissemination to the shareholders;</p> <p>B. Publicise the facts and rectified information, if required, in the Newspapers.</p>
<p>4.</p>	<p>Appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities.</p>	<p>A. The CIRO is responsible for giving appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, etc.</p> <p>B. Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the CIRO of the Company.</p> <p><i>(Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour)</i></p>
<p>5.</p>	<p>Handling of all UPSI on a need – to – know basis.</p>	<p>The Company has in place various suitable safeguards, including “Code of Conduct for regulating, monitoring and reporting of trading in securities by Designated Persons” to avoid UPSI becoming available to any person who is not required to have access to such information.</p> <p>UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.</p>

6.	Policy for Determination of Legitimate Purpose for sharing of UPSI.	The Company has in place a policy for determination of legitimate purpose for sharing of UPSI. The same is attached as Annexure A to this Code.
----	---	---

Annexure A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE FOR SHARING OF UPSI [Framed under Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Introduction:

- This Policy has been framed in compliance with the provisions of Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 [“SEBI (PIT) Regulations”].
- This Policy will be applicable to all “Insider(s)”.
- Words and expressions used and not defined in this Policy or in the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information shall have the same meanings assigned to them respectively in the SEBI (PIT) Regulations or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be, including amendment(s)/modification(s) thereto.

Definition:

- a) **“Insider”** means any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an Insider for the purpose of this Policy and SEBI (PIT) Regulations.
- b) **“Legitimate Purpose”** means sharing of UPSI by the Company for any purpose satisfying the following factors:
 - Must be shared in the ordinary course of business;
 - Required to be done in furtherance of fiduciary duties or in fulfilment of any statutory obligation;
 - Information shared is in the interest of other Stakeholders; and
 - Information is not being shared for personal benefit but may result in personal gain consequently.
- c) **“Unpublished Price Sensitive Information (UPSI)”** means any information relating to the Company or its securities as defined under Regulation 2(n) of the SEBI (PIT) Regulations, which is not generally available and which, upon becoming generally available, is likely to materially affect the price of the securities of the Company.

Sharing of UPSI:

The Company, in its ordinary course of business, may share UPSI, for Legitimate Purpose, 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 this Code and SEBI (PIT) Regulations.

Explanation: For the Company its "Ordinary course of business" includes regular and usual day to day transactions, general customs and practices of a business performed in the Company.

Communication pursuant to sharing of UPSI:

- The Insider in possession of UPSI, shall be given due notice to maintain confidentiality of UPSI in compliance with SEBI (PIT) Regulations;
- The Insider shall keep information so received confidential and shall not trade in securities of the Company when in possession of UPSI;
- The Company shall take requisite information before communicating UPSI to such persons, including but not limited to:
 - Full name of the recipient of UPSI;
 - Name of the entity whom the recipient represents;
 - Complete Registered office address of the recipient entity; and
 - Permanent Account Number or other identifier authorised by law in case Permanent Account Number is not available of the recipient and his entity.

Amendment:

In case there are any regulatory changes requiring amendment/modification to this policy, the same shall be reviewed and amended with the approval of the Board. However, the amendment in the regulatory requirements shall be binding on the Company and shall prevail even if the same is not incorporated in this Policy.
