



**MINDTECK (INDIA) LIMITED**  
**CODE OF PRACTICES AND PROCEDURES FOR FAIR**  
**DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

<b>Version</b>	<b>Created By</b>	<b>Checked By</b>	<b>Approved By</b>	<b>Date of Release</b>
Version 1	Usha TN VP Legal & CS	-	Board of Directors	10-11-2011
Version 2	Shivarama Adiga S. VP Legal & CS	Yusuf Lanewala, CMD	Board of Directors	29-05-2015

**1. Corporate Disclosure Policy:**

This Code has been framed pursuant to sub-regulation (1) of regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code is framed keeping in mind the timely, appropriate and adequate disclosure of Unpublished Price Sensitive Information (hereinafter referred as **UPS**I). The prescribed norms to be followed by Mindteck in this regard are as discussed hereinafter.

**2. Prompt Disclosure of Unpublished Price Sensitive Information:**

UPS I shall be given to the Stock Exchanges and disseminated promptly on a continuous basis. For this purpose UPS I means any information, which relates directly or indirectly to Mindteck and which if published is likely to materially affect the price of shares of Mindteck. The following shall be deemed to be UPS I:

- 1.1. Periodical financial results of Mindteck;
- 1.2. Intended declaration of dividends (both interim and final);
- 1.3. Change in Capital Structure;
- 1.4. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;;



- 1.5. Changes in Key Managerial Personnel;
- 1.6. Material events in accordance with the listing agreement; and ;
- 1.7. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of Mindteck;

### **3. Overseeing and Coordinating Disclosure:**

- 3.1 The Compliance Officer (i.e. Company Secretary) shall be responsible for ensuring that Mindteck complies with the continuous disclosure requirements. He/she shall also be responsible for overseeing & coordinating disclosure of UPSI to stock exchanges, analysts, shareholders and media.
- 3.2 Information disclosure/dissemination may normally be approved by the Compliance Officer.
- 3.3 If information is accidentally disclosed without the prior approval of Compliance Officer, the person responsible shall inform the Compliance Officer immediately for intimating to Stock Exchange and publishing in Mindteck Website.

### **4. Responding to market rumors:**

The Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors / report appearing in newspaper or otherwise and then decide about making the appropriate disclosures in consultation with Chairman and Managing Director.

### **5. Timely Reporting of shareholdings/ownership and changes in ownership:**

Disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the listing agreement shall be made in a timely and adequate manner.

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



- 6.1 Only Public information to be provided – Mindteck shall provide only public information to the analysts / research persons / large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public immediately.
- 6.2 Recording of discussion - In order to avoid misquoting or misrepresentation, it is desirable that at least two Mindteck representatives shall be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.
- 6.3 Handling of unanticipated questions - Mindteck should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response be given later. If the answer includes UPSI, a public announcement should be made before responding.
- 6.4 Simultaneous release of Information - When Mindteck organizes meetings with analysts; Mindteck shall make a press release as well as post relevant information on its website after every such meet. Mindteck may also consider live webcasting of analyst meets.

#### **7. Medium of disclosure/dissemination:**

- 7.1 Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- 7.2 Mindteck shall ensure that disclosure to stock exchanges is made promptly.
- 7.3 Mindteck may make disclosure through its website for the following information :
  - i) Information relating to disclosures made to Analysts and Institutional Investors;
  - ii) Intimation regarding date of Board Meeting in which Mindteck approves the un-audited quarterly / half yearly financial results, audited annual financial results and dividend;
  - iii) Un-audited quarterly and half yearly financial results and audited annual financial results also presentation thereof;
  - iv) Shareholding Pattern;
  - v) Annual Report;



vi) Press Release;

vii) AGM/EGM date etc.

7.4 Mindteck websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

7.5 Such other information required to be filed by Mindteck with exchanges under continuous disclosure requirement may be made available on Mindteck website.