



**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**
[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended
from time to time]
OF
ELIN ELECTRONICS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. INTRODUCTION

In accordance with the Insider Trading Regulations, the Board of ELIN ELECTRONICS LIMITED (the “Company”), has adopted this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information

2. DEFINITIONS

- (i). **“Act”** shall mean the Companies Act, 2013 and rules made thereunder, as amended.
- (ii). **“Board”** shall mean the board of directors of the Company.
- (iii). **“Code”** means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.
- (iv). **“Chief Investors Relations Officer”** means a senior officer as may be designated from time to time who shall be responsible for, and deal with, the dissemination of information and disclosure of Unpublished Price Sensitive Information. He shall be responsible for ensuring that the Company complies with the continuous disclosure requirements of the Insider Trading Regulations and this Code. The Chief Financial Officer of the Company shall act as Chief Investor Relations Officer for the purpose of this code.
- (iv). **“Company”** shall mean **ELIN ELECTRONICS LIMITED**.
- (v). **“Compliance Officer”** means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the Insider Trading Regulations under the overall supervision of the Board. The Company Secretary of the Company shall act as the Compliance Officer for the purpose of this code.
- (vi). **“Designated Persons” means:**
 - a) the promoter of the Company;
 - b) All directors of the Company (executive, non-executive and independent, whether whole-time or not);
 - c) All Key Managerial Personnel;
 - d) All functional / departmental heads of the Company by whatever name called;
 - e) All employees of the Company in finance, accounts, legal, treasury, costing, MIS and secretarial department who may have access to Unpublished Price Sensitive Information;

- f) All Employees of the Company and employees of its material subsidiaries who are (i) up to two levels below the chief executive officer, and (ii) in specified departments including secretaries to whole-time directors or Key Managerial Personnel and the information technology department;
 - g) The Company secretary of the Company;
 - h) Any support staff of the Company, such as IT staff or secretarial staff, including part – time employees, secondees, interns, etc. who have access to Unpublished Price Sensitive Information; and
 - i) Such other officers / employees of the Company and its material subsidiaries, as may be decided by the Board of Directors in consultation with the Compliance Officer / Managing Director, from time to time, on the basis of their function and role in the organization.
 - j) Any other employee or other Connected Person of the Company, as may be designated or notified by the Company from time to time for meeting the objectives of the Code.
- (vii). **“Insider Trading Regulations”** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
- (viii). **“Promoters”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended or the Companies Act, 2013, as amended or any modification thereof, which includes:
- a) who has been named as such in a draft offer document or offer document or is identified by the issuer in the annual return referred to in section 92 of the Companies Act, 2013;
 - b) who has control over the affairs of the issuer, directly or indirectly whether as a shareholder, director or otherwise;
 - c) in accordance with whose advice, directions or instructions the board of directors of the issuer is accustomed to act:
- (ix). **“Stock Exchange”** shall mean a recognized stock exchange on which the securities of the Company are listed.
- (x). **“Unpublished Price Sensitive Information”** shall have the meaning given to such term in the Insider Trading Regulations.
- (xi). **“Insider”** means any person who is:
- (i) a connected person
 - (ii) Designated Person
 - (iii) in possession of or having access to unpublished price sensitive information;

All terms used but not defined herein shall have the meaning ascribed to such term under the Insider Trading Regulations. In case of any discrepancy between the Insider Trading Regulations and the terms defined herein, the meaning as ascribed under the Insider Trading Regulations, shall prevail.

3. PURPOSE AND SCOPE

3.1 Prompt public disclosure of Unpublished Price Sensitive Information

Unpublished Price Sensitive Information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available. The Company Secretary in coordination with the Chief Investors Relations Officer shall disseminate / disclose the information to the stock exchanges where the Securities of the Company are listed.

3.2 Uniform and Universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure

The Unpublished Price Sensitive Information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and by posting the same on official website of the Company i.e. www.elinindia.com. The Company shall use its best endeavors to avoid selective disclosure of price sensitive information. However, if any information gets disclosed selectively or inadvertently or otherwise, endeavor shall be made to make generally available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

3.3 Procedures for responding to any queries on news reports and/or requests for verification of market rumors by regulatory authorities

- i. Appropriate, fair and prompt response shall be submitted to all queries on news reports and/ or requests for verification of market rumors received from regulatory authorities.
- ii. Such replies shall be signed by the Compliance Officer / Managing Director/Chief Finance Officer.
- iii. In case the query/request has been received from any Stock Exchange, a copy of such reply shall be sent to other stock exchange(s) also where equity shares of the Company are listed, if any.
- iv. The Compliance Officer shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

3.4 Procedures for Disclosure / dissemination of Information with reference to analysts, Institutional Investors and research personnel

- i. Only public information will be provided to analysts, research personnel and institutional investors.
- ii. In order to avoid misquoting or misrepresenting it is desirable that at least two Company representatives be present at the meeting with analysts, research personnel and institutional investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company.
- iii. Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response shall be furnished later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.

- iv. The Company shall develop best practices to make adequate disclosures on the official website to ensure that official confirmation and documentation of disclosures is made.

3.5 Need to know

Unpublished Price Sensitive Information shall be handled on a “need to know” basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or to discharge of legal obligations, and subject to Chinese walls.

3.6 Communication and procurement of Unpublished Price Sensitive Information

Any communication or procurement of UPSI shall only be for ‘Legitimate Purpose’ as stipulated in the Regulations. “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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

4. POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Policy from time to time. All provisions of this Policy would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.
