

COMPUAGE INFOCOM LIMITED

CODE OF FAIR DISCLOSURE

1. PHILOSOPHY

This Code is called "COMPUAGE INFOCOM LIMITED — CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (hereinafter referred to as "the Code of Fair Disclosure') The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and SEBI((Prohibition of Insider Trading) (Amendment) Regulations, 2018 have published and, in terms of which a Company is required to frame a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

The Board of Directors of the Company thereafter on 30th March 2019, have modified the said Code to include the policy for determination of legitimate purposes for sharing of unpublished price sensitive information by Insiders in the ordinary course of business as notified by the Securities and Exchange Board of India on 31st December 2018.

The amended code shall become effective 1st April 2019.

The Code of Fair Disclosure is required for the Company to ensure timely and adequate disclosure of Unpublished Price Sensitive Information which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.

The Code of Fair Disclosure shall be applicable to all the employees and Directors of the Company.

Further, the Company endeavours to preserve the confidentiality of un-published price sensitive information, to prevent misuse of such information and to disseminate accurate, timely and consistent non-proprietary information about its products, services and activities to all its stakeholders including its members.

At the same time, care will be taken in ensuring that all communication is responsible, ensuring protection of the Company's proprietary information and brand.

2. MEANING OF TERMS USED

a. "Act" means the Companies Act, 2013 including the rules, schedules, clarifications and guidelines issued by the Ministry of Corporate Affairs from time to time.

b. "Authorised Representatives" are the designated persons, permitted to speak with the media and various members of financial community including investors on behalf of the Company, nominated by the MD or the Chief Financial Officer (CFO) of the Company under this policy. They must also be familiar with the Stock Exchanges' / SEBI rules and standards concerning dissemination of information.

c. "Board" refers to Board of Directors of Compuage Infocom Limited

d. "Chief Investor Relations Officer" or "CIRO" shall mean the Company Secretary of the Company who will act as such for the purpose of this Code. In his/her absence, Chief Financial Officer will act as such.

e. "Company" or "CIL" refers to Compuage Infocom Limited pursuant to this Code, having its Registered Office at D-601/602 & G-601/602, Lotus Corporate Park, Graham Firth Steel Compound, Western Express Highway, Goregaon (East), Mumbai – 400 063

f. "Stock Exchanges" means exchange on which the securities of the Company are listed i.e BSE Limited and National Stock Exchange of India Limited

g. "Unpublished Price Sensitive Information" means any information, relating to the 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, acquisitions, delisting, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel; and (vi) material events in accordance with the listing agreement.

Words, terms and expressions used and not defined in this Code or SEBI (Prohibition of Insider Trading) Regulations, 2015 or Listing Agreement but defined in the Act shall have the same meaning respectively assigned to them in the Act.

3. NORMS FOR DISCLOURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

1. UPSI shall be handled on a "need to know" basis, such that UPSI shall be disclosed only to those persons where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligation.

2. The Company shall promptly make any UPSI that would impact price discovery, public, no sooner than credible and concrete information comes into being in order to make such information generally available.

3. UPSI shall usually be disclosed by the Company through any of the following means:

1. Intimation to the Stock Exchanges or any other Regulatory authorities as may be required from time to time; and 2. Publishing of information on the Company's corporate website viz., (www.compuageindia.com)

4. The disclosure of UPSI shall be on an immediate, uniform basis and will be universally disseminated. The CIRO may consider others ways of supplementing information released to stock exchanges by improving investor access to the public announcements made by the Company.

5. The disclosure/dissemination of UPSI shall only be made with the approval of CIRO (except in case of an emergency and as may be required under any other law from time to time) in the manner and in accordance with Code of Fair Disclosure. No other employee is permitted to disclose UPSI about the Company to any stakeholder without the prior approval of the MD or CIRO.

4. CHIEF INVESTOR RELATIONS OFFICER (CIRO)

1. The Chief Financial Officer and Company Secretary shall be the Chief Investor Relations Officer and he will report to the Managing Director of the Company. In the absence of Company Secretary, the Chief Financial Officer shall act as the CIRO.

2. The CIRO shall oversee corporate disclosures and be in charge of dissemination of information and disclosure of UPSI. The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements and shall coordinate the disclosure of UPSI to stock exchanges, on the website of the company, and in the media.

3. If information is inadvertently or otherwise disclosed selectively, without prior approval of CIRO, the person responsible shall inform the CIRO immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of UPSI, the CIRO shall take prompt action to ensure such information is generally available.

5. MANNER OF DEALING WITH MEDIA, ANALYSTS AND INVESTORS

1. Meetings with Analysts: Except in the ordinary course of business, no employee, officer or director of the Company shall meet with any Analyst except as permitted in writing by the CIRO. All directors, officers and employees shall refer the requests received for meetings, conference calls and any communications with the investors to the MD or CFO or the CIRO. Directors, officers and other employees of the Company shall not be authorized to agree to or initiate any communication except as authorised.

2. No disclosure in the Quiet Period: During the quiet period, the directors, officers and other employees of the Company should refrain from interaction with the media.

However, during the quiet period, the CIRO may provide answers to fact-based inquiries regarding information generally available received from analysts/ research personnel/ investors.

3. Only Public information to be provided: A company shall provide only information available to the general public to any analyst/research persons, brokers or large or institutional investors ("Analyst"). In the event the Company provides information that is not public to the Analyst or any Investor, the information given to the Analyst or the Investor shall be made public at the earliest by the CIRO.

4. Recording of discussion: In order to avoid misquoting or misrepresentation, at least two Authorised Representatives shall be present (i) at all meetings with Analysts or Investors and (ii) on all conference calls with Analysts or Investors, and discussions in such meetings or conference calls may be recorded by the Company and transcripts of recordings of such meeting or conference calls shall be stored by the Company for a period of 1 (one) year. The transcripts of this call will be posted on the Company's website

5. Media Interactions: In cases of interactions with the Media by any of the function in the Company in the course of undertaking business of the Company, the concerned functional head may carry out such interactions as required, subject to compliance with this Code of Fair Disclosure and Internal Communication Policy as may be made applicable to them.

6. Rumours and speculation about the Company: Rumours and speculation about the Company can cause significant damage in the form of disruptions, negative publicity, loss of business and undermining of confidence in the Company. Any employee who becomes aware of such rumour or speculation should immediately inform the CIRO. The CIRO will decide on the course of action that may be necessary, including issue of a public announcement as soon as possible or any other written form of communication. Responding to queries raised on news reports and requests for verification of market rumours by the regulatory authorities/ media should only be done by the CIRO or his/ her designee(s).

6. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES:

The unpublished price sensitive information ('UPSI') can be shared by Insiders subject to the following:

The UPSI shall be shared only on 'need to know' basis.

The UPSI shall be shared 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 the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "Insider" and due notice shall be given to such person to maintain confidentiality of UPSI.

The Insider sharing the UPSI shall ensure that the recipient is also bound by non-disclosure or confidentiality agreements and the duties and responsibilities of such recipients with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of the Company's Code.

7. REVIEW OF CODE

This Code will be reviewed by the Board of Directors and may be amended from time to time in line with any amendments made to the Listing Agreement, the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI((Prohibition of Insider Trading) (Amendment) Regulations, 2018 and such other guidelines issued by SEBI.

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