

# **PATEL INTEGRATED LOGISTICS LIMITED**

## **DRAFT CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

**[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]**

### **INTRODUCTION:**

The Securities and Exchange Board of India (SEBI), to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. These regulations were notified on 15<sup>th</sup> January, 2015 and shall come into force with effect from 120<sup>th</sup> Day from the date of its notification i.e. w.e.f. from 15<sup>th</sup> May, 2015. These regulations shall be applicable to all companies whose shares were listed on Indian stock exchanges. Aforesaid regulations stand further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 notified on 31<sup>st</sup> December, 2018 (Collectively referred to as “SEBI PIT Regulations”).

It is mandatory in terms of the Regulations for every listed company/entity to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

In order to comply with the mandatory requirement of the Regulations, it was necessary to formulate a specific Code of Fair Disclosure for Patel Integrated Logistics Limited (hereinafter referred to as ‘the Company’) for use by its Promoters, Directors, Officers, Employees, Connected Persons.

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company and followed by its Directors, Officers, Employees and Connected Persons. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company’s Securities.

### **DEFINITION OF TERMS**

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 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 there under, as the case may be or in any amendment thereto.

### **COMPLIANCE OFFICER**

The Company Secretary shall be the Compliance Officer for the purposes of the Code.

For the period when there is no company secretary or he is on leave or absent from the registered office of the Company, the Chief Financial Officer shall function as compliance officer.

For the period when there is no Company Secretary/ Chief Financial Officer due to vacancy in the respective post or they are on leave or out of the city for an extended period, Compliance Officer shall be any such person who fulfils the norms mentioned in Regulation 2(1)(c) of the Regulations .

The Compliance Officer shall also function as the Chief Investor Relations Officer for the purpose of this code.

### **CODE OF FAIR DISCLOSURE**

The Board of Directors of Patel Integrated Logistics Limited have always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company and the members of the Board, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available.
2. The Company shall ensure Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its official website.
3. The Compliance Officer of the Company shall act as the Chief Investor Relations officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The CIRO shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.

7. The Company shall develop and follow best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle of all unpublished price sensitive information on a need-to-know basis by creating suitable safeguards to avoid unpublished price sensitive information becoming available to any person who is not required to have access to such information.
9. Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, Insolvency professionals, others advisors or consultants, shall be considered as “legitimate purposes” for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations.
10. A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the Information for said legitimate purposes.
11. Any person in receipt of unpublished price sensitive Information pursuant to a “legitimate purpose” shall be considered an “insider” for the purpose of SEBI PIT Regulations and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI PIT Regulations.

The Board of Directors of the Company is authorized to amend or modify this Code in whole or in part.

This Code shall be published on the official web site of the Company.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

This Code has been incorporated and adopted by the Board of Directors of Patel Integrated Logistics Limited in its meeting held on 28<sup>th</sup> May, 2015 and effective immediately.

(Clauses 9 to 11 incorporated pursuant to SEBI (Prohibition of Insider Trading) (Amendment), Regulations, 2018 and adopted by the Board of Directors of Patel Integrated Logistics Limited in the meeting held on 18<sup>th</sup> April, 2019 and effective immediately)

Subsequent modification(s) / amendment (s) to SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

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