



**CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

(Pursuant to Regulation 8(1) of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

Philosophy

Allied Digital Services Limited (hereinafter referred to as the 'Company') is committed to fair disclosure of information about the Company and its securities without advantage to any select group.

The Company maintains an active and open dialogue with various stakeholders and provides information which is reasonably and lawfully required by them to make an informed decision on dealing with or investment in the Company.

As a policy, the Company prohibits the selective disclosure of material non-public information about the Company and its securities. The Company has set forth procedures to prevent such disclosure as set out hereinafter.

Definition

"Unpublished price sensitive information" (herein after referred to as 'UPSI') means any information, relating to a company or its securities, directly or indirectly, that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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Principle of Fair Disclosure:

1. Disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order or decision has been arrived to or material facts came to knowledge to make such information generally available promptly;
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure;
3. Designation of a senior officer as a **Chief Investor Relations Officer** to decide about the material events based on the materiality test, deal with dissemination of information and disclosure of unpublished price sensitive information;
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities;
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information;
7. To develop 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. To handle all unpublished price sensitive information on need-to-know basis.

Code of Practices and Procedure for Fair Disclosure of UPSI

This Code is being framed with an aim to ensure timely and adequate disclosure of Unpublished Price Sensitive Information and the manner in which it shall be unvaryingly disseminated to the stakeholders and general public on immediate and regular basis.

The Company in the Board Meeting held on 14th November, 2017 has designated Company Secretary (*Compliance Officer*) as the "Chief Investor Relations Officer" (herein after referred to as 'CIRO') to deal with dissemination of information and disclosure of UPSI for the purpose of this Code.

CIRO shall oversee and coordinate timely disclosure of UPSI to stock exchanges on which the Company is listed, analysts, shareholders, and research personnel. Further, any disclosure or dissemination of UPSI shall be disclosed with the prior approval of Managing Director, Whole-time Director.

All the queries or requests for verification of market rumors by Regulatory Authorities shall be directed to CIRO. On receipt of such request(s), CIRO shall promptly consult the Chief Executive Officer/Chief Financial Officer/Managing Director/Whole time Director, Board of Directors and respond to the Regulatory Authority in an appropriate manner without any delay. In case the Chief Executive Officer/Chief Financial Officer//Managing Director/Whole time Director Board of Directors deem it fit, CIRO shall make a public announcement for verifying or denying such rumors.

In order to ensure that the Company comply with this Code in letter and spirit, Guidelines prescribed in 'Annexure I' shall be followed.

The Board of Directors, may, if thought necessary, amend this Code from time to time.



Nitin Shah

Chairman & Managing Director

Date:

Place: Mumbai

ANNEXURE-I

Disclosure/dissemination of Information

- A. It shall be ensured that only public information is made available to the analyst/ research personnel/large investors like institutions. CIRO shall ensure that before providing any UPSI to the analyst, the same is disseminated in a uniform manner.
- B. **Handling of unanticipated questions** – The Authorised Officers shall be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions shall be noted by the Authorised Officers and be responded later after consultation with CEO/ Chief Financial Officer/ BOD. If the answer includes UPSI, a public announcement should be made before responding to the same.

Need to know

CIRO shall overview to ensure that the confidentiality of all UPSI is strictly handled on a "Need to Know" basis. This means that the UPSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duties /obligations and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

Preservation of UPSI

The persons who are privy to UPSI shall comply with this confidentiality obligation and shall not:

- i. Pass on UPSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company;
- ii. Disclose UPSI to their family members, friends, business associates or any other individual;
- iii. Discuss UPSI in public places;
- iv. Disclose UPSI to any Employee who does not need to know the information for discharging his or her duties;
- v. Be seen or perceived to be dealing in securities of the Company on the basis of UPSI.

Further, such persons shall, in preserving the confidentiality of UPSI and to prevent its wrongful dissemination, adopt amongst others, the following safeguards:

- i. Files containing confidential information and UPSI shall be kept adequately secured.
- ii. Computer files must have adequate security of login through a password.


Nitin Shah



Chairman & Managing Director

Date:

Place: Mumbai