

# Ador Multiproducts Limited



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## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

### Introduction

Insider Trading is dealing (buying and / or selling) in the securities by the Shareholder Company, by any connected or deemed to be connected persons while in possession of any material un-published price sensitive information, in breach of a fiduciary duty or other relationship of a trust and confidence, to gain personal benefit out of such dealing.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "the Regulations" vide its circular no. LD-NRO/GN/2014-15/21/85 dated 15th January 2015) replaced the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 w.e.f. 15th May, 2015. The SEBI Regulations requires that every listed company shall formulate Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (hereinafter "the Code").

In Compliance with the said requirements, the Company has introduced Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (hereinafter "the Code") is formulated that the Company would follow in order to adhere to each of the principles set out in Schedule A of the Regulations.

This Code shall come into force on 15th May, 2015.

### Objective of the Code of Fair Disclosures

The Code of Practices and Procedures for Fair Disclosures is aimed to ensure timely and adequate disclosure of unpublished price sensitive information which may have impact on the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing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. Further, the Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

The Company will adhere to the following Code/process so as to ensure fair disclosure of information that could have impact on the price of its securities in the market.

#### 1. DEFINITIONS

- a) "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b) "Board" means the Securities and Exchange Board of India.
- c) "Code of Conduct" means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.

- d) **“Company”** means Ador Multiproducts Limited.
- e) **“Companies Act”** means Companies Act, 2013.
- f) **“Compliance Officer”** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case maybe;.
- g) **“Connected Person”** means
- (i) Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,-
    - (a) an immediate relative of connected persons specified in clause (i);or
    - (b) a holding company or associate company or subsidiary company; or
    - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
    - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
    - (e) an official of a stock exchange or of clearing house or corporation; or
    - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
    - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013;or
    - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
    - (i) a banker of the company; or
    - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;
- h) **“Designated Persons”** shall include
- i. Every employee in the grade of Vice President and above;
  - ii. Every employee in the Finance, Accounts, Secretarial and Legal Department in the grade of Manager and above;
  - iii. every employee brought over the Chinese wall ;and
  - iv. Any other employee as may be determined and informed by the Compliance Officer from time to time.
- i) **“Director”** means a member of Board of Directors of the Company.
- j) **“Employee(s)”** means every employee of the Company and its holding, subsidiary or Associate Company including the Directors in the employment thereof.

- k) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis.
- l) **“Immediate relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- m) **“Insider”** means any person who is a connected person or in possession of or having access to unpublished price sensitive information.
- n) **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
- o) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- p) **“Prohibited Period”** shall mean the period of time when the trading window is closed.
- q) **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- r) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- s) **“Specified Persons”** means the Directors, connected persons, the insiders, the designated persons and the promoters and immediate relatives are collectively referred to as specified persons.
- t) **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- u) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- v) **“Trading day”** means a day on which the recognized stock exchanges are open for trading.
- w) **“Unpublished price sensitive information”** 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 listing agreement.
- x) **“Calendar Quarter”** means a period of 3 consecutive calendar months, ending with the last day of March, June, September or December.
- y) **“Working Day”** shall mean the working day when the regular trading is permitted on the concerned stock exchange where the securities of the company are listed.
- z) **“Officer of the Company”** includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.

**z a) 'Chief Investors Relations Officer'** means Compliance Officer of the Company.

Words and expressions used in this Code shall deem to have the same meaning ascribed to them in the Regulations, Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), or the Companies Act, 2013, Rules and Regulations made there under and such other Statutes for the time being in force.

## **2. Norms for disclosure of Unpublished Price sensitive information**

### **a. Prompt public disclosure of Unpublished price sensitive information (hereinafter the "price sensitive information")**

The price sensitive information shall be disclosed to stock exchanges promptly on a continuous basis as soon as credible and concrete information comes into being and for the purpose of disclosure to stakeholders and public in order to make such information generally available. For this purpose Price Sensitive Information includes any information which relates directly or indirectly to the Company and which, if published, is likely to affect the price discovery of shares of the Company. The following shall be deemed to be Price Sensitive Information:

- i. Periodical financial results of the Company;
- ii. Intended declaration of dividends (both interim and final);
- iii. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- iv. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
- iv. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
- v. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- vi. Changes in Key Managerial Personnel;
- vii. Material events in accordance with the listing agreement; and
- ix. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time

### **b. Uniform and Universal dissemination of unpublished price sensitive information**

The price sensitive information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges. The Company shall use its best endeavours to avoid selective disclosure of price sensitive information. However, if any Information gets disclosed selectively or inadvertently or otherwise, endeavour 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.

### **c. Overseeing and coordinating disclosure**

The Chief Investor Relations Officer, for the purpose of these Regulations, shall oversee disclosures and deal with dissemination of the price sensitive information and disclosure of same in the aforesaid manner.

The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with disclosure requirements and overseeing and co-ordinating disclosure of price sensitive information to stock exchanges, on the website of the Company for public dissemination and media.

If information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered price sensitive. In such event of inadvertent, selective disclosure of the price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure that such information is generally available.

#### **d. Responding to market rumours**

The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumours by exchanges.

The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours

#### **3. Process of disseminating information in order to make the price sensitive information generally available**

- Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- Company shall ensure that disclosure to stock exchanges is made promptly.

#### **4. Manner of dealing with analyst and research personnel**

- (i) *Only Public and generally available information to be provided* – The Company shall only provide only public and generally available information to the analysts/research persons/ investors like institutions. Alternatively, the information being given to the analysts should be simultaneously made public at the earliest.
- (ii) *Handling of unanticipated questions* – The Company should be careful while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response may be given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- (iii) *Simultaneous release of Information* - When the Company organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet.

#### **5. Unpublished price sensitive information on Need-to-Know basis**

Unpublished Price Sensitive Information of the Company is to be handled on a "need to know" basis i.e. should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or apprehension of misuse of the information. All non- public information directly received by any employee should immediately be reported to the head of the department.

#### **6. Disclosure of Code on Public Domain**

This Code and any amendment thereof will be published on the Company's website ([www.adormultiproducts.com](http://www.adormultiproducts.com))

#### **7. Amendment of the Code**

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.