

APM INDUSTRIES LIMITED

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)
[Framed under Regulation 8 (1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

SCOPE

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('Code') is adopted by APM Industries Limited (the 'Company'). This Code is in compliance with Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') read with Schedule A of the Regulations. The Code also includes Policy for determination of 'legitimate purpose' in compliance with Regulation 3(2A) of the Regulations.

CODE

- 1.** The Company will make prompt public disclosure of unpublished price sensitive information ('UPSI') in relation to the Company that would impact price discovery of the securities of the Company no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2.** The Company will ensure uniform and universal dissemination of UPSI in relation to the Company via stock exchange where the securities of the Company are listed and in order to avoid selective disclosure.
- 3.** The Company Secretary and Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.
- 4.** The Company will promptly disseminate any UPSI in relation to the Company that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.
- 5.** The Company will endeavor to 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 is not UPSI in relation to the Company.
- 7.** The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website **www.apmindustries.co.in** to ensure official confirmation and documentation of disclosures made.
- 8.** UPSI in relation to the Company shall be handled on a need-to-know basis.

9. A structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared along with the Permanent Account Number or any other identifier authorised by law where Permanent Account Number is not available shall be maintained. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

POLICY FOR DETERMINATION OF 'LEGITIMATE PURPOSES'

UPSI may be communicated or provided or allowed access to, only where such communication is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.

The term 'legitimate purposes' shall include sharing of UPSI in the ordinary course of business with the Company's partners, collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, potential investors, insolvency professionals and other advisors, service providers or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

Whether sharing of UPSI for a particular instance is pursuant to 'legitimate purpose' or not would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing the UPSI:

1. Whether sharing of such UPSI is in the ordinary course of business of the Company or for discharge of legal obligations;
2. Whether sharing of UPSI is in the interest of the Company or in furtherance of a genuine commercial purpose;
3. Whether the nature of UPSI being shared is commensurate to the purpose for which access is sought to be provided to the recipient.

Any person in receipt of UPSI pursuant to a 'legitimate purpose' shall be considered 'Insider' for the purposes of these Regulations and due notice shall be given to such person to maintain confidentiality of such UPSI in compliance with the Regulations.

REVIEW/AMENDMENT

The Board of Directors of the Company may amend, abrogate, modify or revise any or all clauses of this Code in accordance with the applicable provisions of the Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and guidance note issued by such stock exchanges, from time to time. Amendments in the applicable laws shall be binding even if not incorporated in this Code.