

CALCOM VISION LIMITED

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

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

This Policy shall come into effect from April 1, 2019

The Board of Directors of Calcom Vision Limited has 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the Board, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit.

Accordingly the Board of Directors of the Calcom Vision Limited (“Company”) has adopted the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Objective of the Code of Fair Disclosures

The Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company’s securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

Scope

The Company endeavours to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Applicability

This Code shall be applicable with effect from April 1, 2019.

Definitions

'Compliance Officer' for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize another officer of the Company to discharge the duties of Compliance Officer and otherwise eligible to act as such under the Regulations.

'Chief Investors Relations Officer' means Compliance Officer of the Company.

"Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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 financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting' s, disposals and expansion of business and such other transactions and changes in Key managerial personnel.

The company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

1. Norms for disclosure of Unpublished Price sensitive information

a. Prompt public disclosure of Unpublished price sensitive information

Unpublished Price sensitive information shall be given by company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website www.calcomindia.com order to be accessed by the Investors and members of the company i.e. to make the information generally available.

b. Uniform and Universal dissemination of unpublished price sensitive information

The disclosure of unpublished price sensitive information shall be on a continuous, immediate & uniform basis and will be universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

c. Overseeing and co-ordinating disclosure

The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and overseeing and co-ordinating disclosure of unpublished sensitive information to stock exchanges, on the website of the company 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 unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure 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.

2. Process of disseminating information in order to make the unpublished 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.
- The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

3. General available information

The company will promptly disclose the following information on the website of the Company and/ or to the stock exchange

- a. Declaration of Financial results (quarterly, half-yearly and annual)
- b. Declaration of dividends (interim and final)
- c. Issue of securities by way of public/ rights/bonus, etc.
- d. Any major expansion plans or winning of bid or execution of new projects
- e. Amalgamation, mergers, takeovers and buy-back
- f. Disposal of whole or substantially whole of the undertaking
- g. Any changes in policies, plans or operations of the Company
- h. Disruption of operations due to natural calamities
- i. Litigation/ dispute with a material impact
- J. Change in Key managerial personnel

k. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.

4. Policy for determination of "Legitimate Purpose"

"Legitimate Purpose" of sharing of unpublished price sensitive information shall include sharing of unpublished price sensitive information 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 these regulations.

Any person in receipt of unpublished price sensitive information pursuant to a "Legitimate Purpose" shall be considered an "insider" for purposes of this Code and the Regulations and Calcom Vision Limited will give notice to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations.

5. Handling of all unpublished price sensitive information on a need –to know basis.

All the Unpublished Price Sensitive Information in the Company shall be handled on need to know basis. This means that such information should be disclosed only to those within the Company who need to know the same in furtherance of the legitimate purposes, performance of duties or discharge of his/her legal obligations.

Following factors must be satisfied while determining what constitutes a legitimate purpose:

- i. It must be shared in the ordinary of course of business or for Corporate Purpose;
- ii. Required to be done in furtherance of fiduciary duties or in fulfillment of any statutory obligation;
- iii. The action is executed in a manner which is considered as fair and transparent; and
- iv. Information shared is in the interest of the Company and should not result into personal gain of the Insider.

While sharing unpublished price sensitive information for legitimate purpose(s), following things should be taken care off:

- i. The insider before communicating any UPSI to any person for legitimate purpose shall first approach the Department Head (“Head”) who shall be responsible for assessing the need to share such information. The Head on being satisfied shall give a written confirmation to the insider upon which the insider may communicate the UPSI.
- ii. The Compliance Officer shall be duly informed with respect of sharing of UPSI
- iii. The Company should execute a non-disclosure agreement with the Recipient along with an undertaking that the recipient will abide by Regulations
- iv. UPSI shall be shared through secured email or such other secured digital medium as approved by the Head.

6. 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.
