

CALLISTA INDUSTRIES LIMITED

(Formerly Known as CHPL Industries Limited)

Registered Office - Shop No 136-137/8 & 9/ 3rd floor, Empire Square, Baben, Ta-Bardoli,
Surat - 394602.

CIN - L65921GJ1989PLC098109 e-mail - callistaindustriesltd@gmail.com

Date - 08th April, 2019

To,

The Manager
Department of Corporate Services,
BSE Ltd.,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code - 539335

Dear Sir / Madam,

SUB:- INTIMATION ABOUT REVISED CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION
PURSUANT TO SEBI (PROHIBITION OF INSIDER TRADING) (AMENDMENT)
REGULATION, 2018 EFFECTIVE FROM 1ST APRIL, 2019

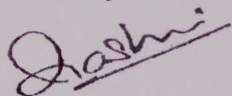
REF: REGULATION 8(2) OF THE SEBI (PROHIBITION OF INSIDER TRADING)
REGULATION, 2015 (AS AMENDED)

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulation, 2018, please find attached the revised Policy on Fair Disclosure of Unpublished Price Sensitive Information (UPSI), which shall be effective from April 01, 2019 . The same has also been uploaded on the website of the Company.

..This is for your information and records please.

Thanking You,

For CALLISTA INDUSTRIES LIMITED
(Formerly known as CHPL Industries Ltd.)



Rashmi Ravi Sharma
Director
DIN - 06618645

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UNPUBLISHED PRICE SENSITIVE INFORMATION.**

*(As envisaged under Regulation 8(2) of the SEBI (Prohibition of Insider Trading)
(Amendment) Regulations, 2018)*

In adherence to the principles of fair disclosure enumerated under Schedule A to the SEBI (Prohibition of Insider Trading) Regulations 2015 which stands further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 M/s. Callista Industries Limited (Formerly known as CHPL Industries Ltd.) (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.

I. Applicability

This Code shall apply in relation to disclosure by the Company of UPSI. The scope, exceptions as given in Applicable Law shall be applicable for the purpose of this Code as well.

II. Definitions

"Applicable Law" shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, or any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.

"Connected Person" shall mean such person as defined under the Regulations.

"Chief Executive Officer" means such senior officer of the Company appointed by the Board of Directors to deal with administration of the Company and its subsidiaries.

The name and designation of such officer shall be published on the website of the Company.

"Generally available information" means information that is available to the public on a non-discriminatory basis.

"Insider" means any person who is a connected person or is privy to or has trading access to UPSI.

"Insider group of persons" includes whether inside or outside institutional investors, lawyers and others or their associated persons, investment advisers and significant suppliers, operators, customers, advisors or any other persons.

"Trading" means purchase, sale, holding, selling, dealing or agreeing to

subscribe, buy, sell, deal in any securities, and "Trade" shall be construed accordingly.

"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 include 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;
- vi. Disposal of the whole or a substantial part of the undertaking;

- Sharing of relevant UPSI with persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants);
- Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the company's securities on the basis of such information o Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal

obligations.

- IV. Before sharing of the UPSI, the concerned person sharing such UPSI shall comply with the requirements in relation to circumstances and procedures for bringing people inside as provided in Code of Conduct for Prohibition of Insider Trading.
- V. The Compliance Officer shall maintain record of the details of the recipients including their PAN, Address etc. of UPSI on legitimate purpose including the following:
 - a) Whether the concerned UPSI is required to be shared?
 - b) Why the information is required by the recipient?
 - c) Who had shared the UPSI and whether he was authorized to do so?
 - d) Whether the Compliance Officer was

- Develop best practices to make transcript 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.

Subject to applicable Law methods of public disclosure of information to ensure uniform distribution shall include either of the following:

- Distributing through Press Release in newspapers or media including electronic media.
- Filing with the Stock Exchanges.
- Any other method that ensures wide distribution of the news such as webcasts and webinars.
- Uploading the information on the website of the Company

VIII. Third Party Dealings

The Chief Investors Relations Officer shall ensure that best practices of making 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 are developed by the Company.

The best practices shall include uploading the following information on the website of the Company-

- Any Power Point Presentation or similar material used by the analyst in such meeting on the website of the Company.
- Any earnings guidance or any other similar material distributed during press conference.
- Any material information about business plans of the Company provided in response to analyst queries or during discussions in a meeting or any other information which may lead to price discovery has been shared.

IX. Rumours: Verification of Market Rumours and response to queries

The Chief Investor Relations Officer shall provide appropriate and fair responses to queries in relation to UPSI including any news reports. A 'No Comments' policy must be maintained by the Company and the Chief Investor Relations Officer on market rumours except when requested by regulatory authorities to verify such rumours.

X. Need to know handling of UPSI:

The Company shall handle UPSI only on a need to know basis. UPSI shall be provided only when needed for legitimate purposes, performance of duties or discharge of legal obligations. All insiders shall adhere to the conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.

XI. Amendments to this Code:

Any amendment to this Code shall be done through a resolution passed at the Board Meeting of the Company.

XII. Posting of the Code:

This code shall be posted on the website of the Company.