



# REDEX

PROTECH LIMITED

**TOTAL FIRE PROTECTION COMPANY**

**CORPORATE OFFICE :**

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Date: 19.03.2019

To,  
Gen. Manager (DCS)  
Bombay Stock Exchange Ltd.  
P J Towers, Dalal Street,  
Fort, Mumbai-400001

**Sub - Adoption of various Policies under SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018**

Dear Sir,

With Reference to the above subject and promulgation of **SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018**, Board of directors at its meeting held on 19<sup>th</sup> March, 2019 have inter alia adopted and approved the following Policies:

- 1) Code of Conduct of Board of Directors and Senior Management.
- 2) Code Of Practices And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information ("UPSI") Under Regulation 5(1)(b) of



**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED  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 SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") mandates every listed company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

In this regard, Board of Directors of the Company has laid down this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('the Code') for adoption.

**I. Objective**

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.

**II. Scope**

The Company endeavors 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

**III. Applicability**

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

**IV. Definitions:**

Un-published Price Sensitive Information ("UPSI")

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) Periodical financial results of the Company;
- (ii) Intended declaration of dividends (Interim and Final);





(iii) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;

(iv) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;

(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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

(viii) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

Note: Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the 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 (18 of 2013) and the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislation.

#### **V. Principles of Fair Disclosure**

The Company shall adhere to the following principles to ensure timely and fair disclosure of Unpublished Price Sensitive Information:

(i) Prompt public disclosure of unpublished price sensitive information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available.

(ii) Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

(iii) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

(iv) Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information. The Company shall be careful while answering to the queries of analysts. Unanticipated questions shall be taken on notice and a considered response shall be given later.





(v) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made.

(vi) Handling of all unpublished price sensitive information on a need-to-know basis.

Unpublished price sensitive information shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

**VI. Compliance Officer to oversee and coordinate disclosures:**

(i) The Compliance Officer of the Company is designated and is responsible for dissemination of information and disclosure of UPSI.

(ii) The Compliance Officer is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, analysts and media and for educating Company's staff on disclosure policies and procedure.

(iii) All UPSI is to be handled on "need to know basis", i.e., UPSI should be disclosed only to those within 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 appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the Compliance Officer.

**VII. Powers & Duties of Compliance Officer:**

(i) Other than information which is price sensitive in accordance with the Companies Act 2013, the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other applicable law for the time being in force, the Compliance Officer in consultation with the Managing Director & Chief Financial Officer (CFO) shall decide whether an information is price sensitive or not.

(ii) The Compliance Officer shall ensure that disclosure to Stock Exchanges is made promptly.

(iii) All information disclosure/dissemination may normally be approved in advance by the Compliance Officer. In case information is accidentally disclosed without prior approval of Compliance Officer, the person responsible shall immediately inform the Compliance Officer.

(iv) The Compliance Officer shall ensure that no unpublished price sensitive information is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders.



(v) Any queries or requests for verification of market rumor(s) by the Regulatory Authorities shall be forwarded to the Compliance Officer, who shall decide on the clarification to be provided.

(vi) The Compliance officer shall decide whether a public announcement is necessary for verifying or denying any rumor(s).

**VIII. Prompt disclosure of unpublished price sensitive information:**

(i) Company will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the PIT regulations.

(ii) To ensure that the information is disseminated in a uniform manner, Company will transmit the information to all the stock exchanges where the securities of the Company are listed, at the same time and shall also publish the same on the website of the Company.

**IX. Disclosure with reference to Analysts/ Media:**

(i) All UPSI shall be first communicated to the stock exchanges before the same is shared with Analyst and Research personnel.

(ii) Transcript of the meetings / concalls with Analysts shall be furnished to the stock exchanges and then posted on Company's website.

**X. Responding to Market Rumors:**

The Compliance Officer and/or the Investor Relations Team and /or any other official(s) ("spokesperson") authorized by the Board of Directors of the Company shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.

**XI. Sharing of UPSI for legitimate purpose:**

The UPSI shall be shared by any person(s) authorized by the Board of Directors or Compliance Officer of the Company in this behalf, only in furtherance of **legitimate purpose(s)** which shall include the following;

(i) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.





(ii) Sharing of UPSI where such communication is in furtherance of performance of duty (ies);

(iii) Sharing of UPSI for discharge of legal obligation(s).

(iv) Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.

(v) Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of PIT Regulations.

However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

#### **XII. Issue of Notice to the recipient of UPSI**

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 due notice shall be given to such persons, in the prescribed format as set out in to this code;

(i) To make aware such person that the information shared is or would be UPSI.

(ii) To make aware to such person that the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.

(iii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

#### **XIII. Digital Database of recipient of UPSI**

The Compliance Officer shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under this regulation, which shall contain the following information;

(i) Name of such recipient of UPSI;

(ii) Name of the Organization or entity to whom the recipient represent

(iii) Postal Address and E-mail ID of such recipient

(iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.



The Compliance Officer shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

#### **XIV. Amendment**

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code.

In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the Code.

The Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges.





**CODE OF CONDUCT FOR BOARD OF DIRECTORS  
AND  
SENIOR MANAGEMENT PERSONNEL**

• **Introduction:**

The matters covered in this Code are of the utmost importance to the Company, its Shareholders and Stakeholders and are essential so that it can conduct business in accordance with legal and ethical values to which the Company is strongly committed. A code of conduct for the Board of Directors of the Company and its Senior Management enables the Company to publicly state to its external Stakeholders (suppliers, customers, consumers and shareholders), the way in which they intend to do business.

• **Applicability of the Code:**

This Code of Conduct ("the Code") applies to Directors and Senior Management Personnel of Company.

"Senior Management" shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

• **Code of Conduct:**

The Board of Directors and Senior Management of the Company should:

1. Demonstrate the highest standards of integrity, business ethics, and corporate governance.
2. Perform their roles with competence, diligence, in good faith and in the best interests of the Company.
3. Provide expertise / experience in their areas of specialization and share learnings at Board Meetings with best interests of the Company and its Stakeholders in mind. They should guide the Company's Management in the 'right' direction based on their experience and judgement.
4. Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the Management. They should call for additional information, where necessary, for making such judgements.
5. Not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to it. Any situation that creates a conflict of interest between personal interests and the Company and its Stakeholders' interests must be avoided at all costs.





6. Follow all the guidelines put forth in the Code of Conduct for Prevention of Insider Trading.
7. Not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company.

• **Duties of Independent Directors:**

The Independent Directors shall:

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- (3) strive to attend all Meetings of the Board of Directors and of the Board Committees of which he / she is a member;
- (4) participate constructively and actively in the Committees of the Board in which they are Chairpersons or Members;
- (5) strive to attend the General Meetings of the Company;
- (6) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board Meeting;
- (7) keep themselves well informed about the Company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- (10) ascertain and ensure that the Company has an adequate and functional Vigil Mechanism / Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- (12) acting within his/her authority, assist in protecting the legitimate interests of the Company, Shareholders and its Employees;



(13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

- **Annual Affirmation with compliance of this Code of Conduct:**

All Members of the Board of Directors and Senior Management Personnel shall affirm compliance with this Code of Conduct of Board of Directors and Senior Management on an annual basis.



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# **Insider Trading- Code of Conduct**

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## **INSTRUCTIONS FOR DESIGNATED PERSONS**

### **Do not engage in insider dealing:**

1. Trading in Company's Securities when you have inside information, or sharing it with others is illegal and can result in severe penalties. Never indulge in forward dealings in securities of the Company. Both these are prohibited activities.
2. Never buy or sell any companies' Securities if you have inside information.
3. Never spread false information to manipulate the price of any listed securities.
4. Trading indirectly when in possession of inside information of Company and/or its Securities, for example through family members or others, or providing 'tips' is also prohibited.
5. Follow the same principles in relation to inside information of Company's holding, subsidiary(s) or Associate Companies.
6. Remember these rules continue to apply even when you are no longer an employee of the Company

Note: In case has/have any doubt(s), check with Legal & Secretarial Department.

### **BACKGROUND**

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Regulations) seek to govern the conduct of insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading.

Insider Trading involves trading in the securities of a company listed or proposed to be listed, by connected or any persons in possession of or with access to unpublished price sensitive information not available to the general public, who can take advantage of or benefit from such unpublished price sensitive information. Trading in securities by an 'insider' is regarded unfair when it is predicated upon utilisation of 'inside' information to profit at the expense of other investors who do not have access to the same information.

### **OBJECTIVE OF THIS CODE OF CONDUCT**

This Code of Conduct has been prepared by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the Regulations.

In order to fully understand the scope of restrictions on insider trading, it is useful to understand the following terms/definitions.





## **DEFINITIONS**

(a) "Company" means REDEX PROTECH LIMITED".

(b) "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 may be;

Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows."

(c) "Connected person" means:

(i) Any person who is or has during the 6 (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 authorised by the Board; or

(i) a banker of the company; or

