



nutech global ltd.

ISO 9001 : 2008 Company
CIN : L17114 RJ 1984 PLC 003023

NUTECH GLOBAL LIMITED

CODE OF CONDUCT FOR PROCEDURES OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, has been notified on January 15, 2015 in official gazette (*hereinafter referred to as the 'Regulations'*) in terms of which and also in compliance with SEBI Regulations and Companies Act, 2013, the Company is required to frame Code of Conduct for Procedures of Fair Disclosure of Unpublished Price Sensitive Information.

In line with amendments in the Regulations and in compliance with Regulation 8(1) of Regulations, Code of Conduct for procedures of fair disclosures of UPSI in order to ensure fair disclosure of events and occurrence that could impact price discovery in the market, was adopted by the Board of Directors of the Company at its meeting held on 27th May, 2015 (which was effective from 27th May, 2015) Securities and Exchange Board of India has vide its circular dated 31st December, 2018 modified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 effective from 01st April, 2019. The Code was adopted by the Board at its Meeting held on 13th February, 2019, effective from 01st April, 2019.

For the purpose of the Code:

- a) **“Chief Investor Relations Officer”**: The Company shall designate a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.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ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure. The Chief Financial Officer of the Company shall act as Chief Investor Relations Officer for the purpose of this code.
- 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. The Company Secretary of the Company shall act as the Compliance Officer for the purpose of this code.
- (c) **“Designated Employees** shall cover the following:



Nutech Global Ltd.

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Certification & Inspection



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1.7 Unpublished Price Sensitive Information that would impact price discovery shall be not disclosed unless credible and concrete information comes into being in order to make such information generally available.

1.8 Unpublished Price Sensitive Information shall be disclosed/ disseminated on uniform and universal basis and selective disclosure should not be made. In case any such information gets disclosed selectively, inadvertently or otherwise to it shall be promptly disclosed/disseminated to make such information generally available.

Further any communication or procurement of UPSI shall only be for 'Legitimate Purpose' as stipulated in the Regulations.

"Legitimate Purpose" 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 in pursuance to a "Legitimate Purpose" shall be considered as an "Insider" for the purposes of these regulations.

1.9 Unpublished Price Sensitive Information should be communicated only on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those who need such information to discharge their duties.

1.10 The medium of disclosure/dissemination shall be as follows:

- (i) The Company shall ensure that disclosure to stock exchanges is made promptly.
- (ii) The Company may also facilitate disclosure through the use of their dedicated Internet website.



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