

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UNPUBLISHED PRICE SENSITIVE INFORMATION  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

**ABM INTERNATIONAL LIMITED  
(EFFECTIVE FROM 15th May 2015)**

1. **Preamble**

ABM International Limited (the "Company") has always stood for a fair and equitable flow of economic benefit to its shareholders. In its communication with investors, it has always endeavored to provide a healthy level of disclosure, with responsibility and caution in discussion about the future, transparency and equal dissemination of information to all its investors and analysts, current or prospective. The focus has and always will be on delivering performance rather than projection of future results. The Company welcomes enhanced sensitivity to equality in shareholder communication and has formalized its principles into a Code of Fair Disclosure.

2. **Purpose**

The Securities and Exchange Board of India, in its endeavor to protect the interests of investors in general, had formulated the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to prescribe a legal framework for prohibition of insider trading. In terms of the provisions of SEBI Insider Trading Regulations, every listed company is required to formulate a Code of Fair Disclosure. Accordingly, the Company has formulated this Code of Fair Disclosure to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

3. **APPLICABILITY**

This Code of Fair Disclosure has been approved by the Board of Directors of the Company and shall be applicable with effect from May 15, 2015.

In adherence of the principles of fair disclosure. enumerated under Schedule A to the SEBI (Prohibition of Insider trading) Regulations, 2015, which stand further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as "SEBI PIT Regulations"), the Board of Directors of the Company in its meeting held on March 28<sup>th</sup>, 2019 has amended the Code of Practices and Procedures for Fair Disclosures as per the amended regulations and would follow the practice and procedure for fair disclosure of unpublished price sensitive information.

Note: First Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be applicable with effect from May 15, 2015. Further, considering the amendment brought

by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, Board has adopted the Revised code in the meeting duly held on March 28, 2019 and the amendments shall be applicable effective from 01 April, 2019.

4. **Prompt Disclosure of Unpublished Price Sensitive Information**

Company will comply with all periodic reporting and disclosure requirements contained in the Companies Act, 2013, listing agreement executed with the stock exchanges, SEBI Insider Trading Regulations and other applicable laws. Company shall make prompt disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

For this purpose Price Sensitive Information means any information which relates directly or indirectly to the Company and which, if published is likely to affect the price discovery of shares of the Company. The following shall be deemed to be Price Sensitive Information:

- i. Periodical financial results of the Company;
- ii. Intended declaration of dividends (both interim and final);
- iii. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- iv. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
- v. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
- vi. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- vii. Changes in Key Managerial Personnel;
- viii. Material events in accordance with the listing agreement; and
- ix. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time

5. **Uniform and Universal dissemination of Unpublished Price Sensitive Information**

Company shall disseminate the Unpublished Price Sensitive Information uniformly and universally without any selective disclosure to all stakeholders through Stock Exchanges where the securities of the Company are listed.

6. **Chief Investor Relations Officer (CIO)**

The CIO will deal with the dissemination and disclosure of Unpublished Price Sensitive Information, Managing Director of the Company is designated as CIO. In absence of Managing Director the Compliance Officer is authorized to communicate with the Investors and shall disseminate / disclose the information to the stock exchanges where the Securities of the Company are listed.

**7. Prompt disclosure of information that get disclose inadvertently or selectively**

The Company shall use its best endeavours to avoid selective disclosure of price sensitive information. However, if any Information gets disclosed selectively or inadvertently or otherwise, endeavour shall be made to make generally available the above information through dissemination of the same to Stock Exchanges where the securities of the Company are listed as soon as practicable.

**8. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.**

Appropriate, fair & prompt response shall be submitted to all queries on news reports or requests for verification of market rumors received from regulatory authorities.

The CIO may also decide whether a public announcement is necessary for verifying or denying rumors and in case it is necessary, the Company should make a public announcement for either verifying or denying the rumors.

**9. Information shared with analyst and research personnel**

Company shall ensure that the information shared with analyst and research personnel is not Unpublished Price Sensitive Information. Only Public information will be provided to Analysts/Research person and Institutional Investors. Alternatively any unpublished price sensitive information given to Analysts/Research Person should be simultaneously made public at the earliest.

**10. Unpublished Price Sensitive Information on need to know basis**

Unpublished Price Sensitive Information shall be handled on a need to know basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and shall not be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

**11. Communication or procurement of unpublished price sensitive information**

Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided' that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT regulations. A structured digital database shall be maintained containing the names of such persons or entities as the case may be, with whom information is shared for legitimate purposes along with the Permanent

Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI PIT regulations and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI PIT Regulations.

## **12. Modification and Amendments**

Company reserves all right to modify and/or amend this Code of Fair Disclosure at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.

## **13. Miscellaneous**

The Company shall ensure the compliance of other application provisions of SEBI Insider Regulations in this regard.

This Code of Fair Disclosure and any amendment thereof shall also be published on the official website of the Company.

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**CERTIFIED TRUE COPY**

**DATE: 28<sup>TH</sup> MARCH, 2019**