

SIMPLEX INFRASTRUCTURES LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

(As revised and approved by the Board of Directors on 14.02.2019)

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[Framed under regulation 8 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

In adherence of the principles of fair disclosure enumerated in 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 viz. Simplex Infrastructures Limited (Simplex) , would adhere to the following practice and procedure for fair disclosure of unpublished price sensitive information:

1. Simplex will promptly make public disclosures of unpublished price sensitive information that would impact price discovery of the shares/securities of the Company. The term "Unpublished Price Sensitive Information" (UPSI) means any information, as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015 or any amendments thereto, 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) 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
2. Simplex shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure by making simultaneous disclosure to stock exchanges where the shares of the Company are listed and also at the website of the Company.
3. Mr. B.L. Bajoria, Sr. Vice President and Company Secretary of the Company, is designated as Chief Investor Relations Officer to take all required action for dissemination of information and disclosure of unpublished price sensitive information indiscriminately.
5. In the event of inadvertent selective disclosures of unpublished price sensitive information, prompt action shall be taken by Chief Investor Relations Officer to ensure such information is generally available. Simplex shall take reasonable steps, to make generally available, any discussion on unpublished price sensitive information at the meeting of analyst or investor relations through the official website to ensure official confirmation and public disclosure.
6. Chief Investor Relations Officer shall provide appropriate assistance and fair response to Regulatory Authorities for verification of news reports or market rumours.
7. Chief Investor Relations Officer shall further ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

8. Inquiries from third parties, such as industry analysts or members of the media, about the Company shall be directed to the chief investor relations officer or such other appropriate person designated by the Company from time to time. During the period notified by the Compliance Officer when Trading is prohibited on account of UPSI not having become public, responding to inquiries from such third parties shall be avoided.

9. Unpublished Price Sensitive Information shall be handled on a "need to know" basis, i.e., unpublished price sensitive information shall be disclosed only to those who need the information by virtue of statutory requirement, contractual obligation to discharge their duties/ obligations etc. in the interest of the Company.

10. The Company has defined the 'legitimate purposes' as part of this Code. **'Legitimate Purposes'** would include sharing of unpublished price sensitive information (UPSI) for the purposes mentioned hereunder:

- a. Sharing of information in the ordinary course of business with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants engaged by the Company on a need to know basis for particular assignment in relation to UPSI or in order to avail professional services in relation to UPSI.
- b. Sharing of Information with intermediaries / fiduciaries to obtain feedback from potential or existing investors about a transaction involving the Company.
- c. Sharing of Unpublished Price Sensitive Information for any other purpose as may be prescribed under Regulations formulated by SEBI or the Companies Act, 2013 and Rules thereunder or any other law for the time being in force, as may be amended from time to time.

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 confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI PIT Regulations.

11. This Code shall be reviewed from time to time and any amendments or modifications thereto shall be subject to the review and approval of the Board.