

# **Monotype India Limited**

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DISCLOSURE OF UNPUBLISHED  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

(This code is being adopted in satisfaction of Regulation 8 (1) of the  
SEBI (Prohibition of Insider Trading) Regulations, 2015)

## 1. Introduction:

- The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) on 15<sup>th</sup> January, 2015, which is effective from 15<sup>th</sup> May, 2015.
- Pursuant to Regulation 8 of the Regulations, Monotype India Limited (MIL) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”).
- Accordingly the Board of Directors of RIL has formulated the Fair Disclosure Code.

## 2. Scope:

- MIL endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, MIL has adopted this Fair Disclosure Code.
- This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
- MIL is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

## 3. Terms and Definition:

Unless described hereunder, words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

- **‘Unpublished Price Sensitive Information’** means any information relating to a company or its securities, directly or indirectly, that is not generally available which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. Financial Results,
  - ii. Dividends,
  - iii. Change in Capital Structure,
  - iv. Mergers, De-mergers, Acquisitions, Delistings, Disposals and Expansion of Business and such other transactions,
  - v. Changes in Key Managerial Personnel and
  - vi. Material Events in accordance with applicable rules/regulations.
- **“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.

- “**Chief Investor Relations Officer**” (CIRO) is an Officer who is designated to deal with dissemination of information and disclosure of UPSI.

#### **4. Principles of Fair Disclosure:**

To adhere to the principles as mentioned in Schedule A to the Regulations, MIL shall ensure the following:

- Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.

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- i. Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website;

(Note: Under certain circumstances, the Company may keep material information as stipulated under regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third party confidentiality restrictions or uncertainty of event. The designated officer of the Company shall determine when to disclose such material information).

- ii. Disclose press releases issued by it from time to time which are considered to be important for the general public besides putting the same on Company’s website;
- iii. Put on Company’s website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.

- Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the Chief Investor Relations Officer (CIRO) or by the Chief Financial Officer (CFO) of the Company.
- Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, etc.

(Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).

- Ensure that information shared with analysts and research personnel is not UPSI.
  - Transcripts or records of proceedings of meetings or conference calls with analyst, research personnel and other investor relations conference will be made available on the Company's website.
  - Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.
5. The Board of Directors of MIL has appointed a CIRO who will be reporting to the Whole Time Director or CFO of the Company to deal with dissemination of information and disclosure of UPSI. The CIRO may be contacted by e-mail at [monotypeindialtd@gmail.com](mailto:monotypeindialtd@gmail.com).
  6. The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.