

Ref : ASK/UD/2020-21

August 13, 2020

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| The National Stock Exchange (India) Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. | BSE Limited, Corporate Relationship Department, P. J. Towers, Dalal Street, Fort, Mumbai – 400 023. |
| Code : PRSMJOHNSN | Code : 500338 |

Re : Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015

Dear Sirs,

Pursuant to the SEBI Notification dated July 17, 2020 amending the SEBI PIT Regulation and in terms of Regulation 3(2A) and 8(2) of SEBI PIT Regulation, the Company at its Board meeting held today i.e. August 13, 2020, has amended its Policy for determination of legitimate purposes which is part of its 'Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' effective from August 13, 2020.

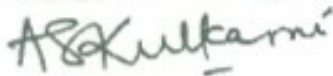
The updated Code is attached herewith and is also available on the website of the Company www.prismjohnson.in.

Kindly take the above on record.

Thanking you,

Yours faithfully,

for **PRISM JOHNSON LIMITED**


ANEETA S. KULKARNI
COMPANY SECRETARY

Encl. : As above



PRISM JOHNSON LIMITED

CIN : L26942TG1992PLC014033

Registered Office : 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad – 500 016.
Corporate Office : “Rahejas”, Main Avenue, V. P. Road, Santacruz (West), Mumbai – 400 054

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. This Code shall come into force from May 15, 2015 and stands amended with effect from August 13, 2020.
2. **Definitions** : For the purpose of this Code, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under :
 - 2.1 “**Act**” means the Securities and Exchange Board of India Act, 1992 as amended from time to time.
 - 2.2 “**Chief Investor Relations Officer**” means any senior officer of the Company, designated so by the Board of Directors, who shall :
 - (a) deal with dissemination of information and disclosure of Unpublished Price Sensitive Information;
 - (b) make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
 - 2.3 “**Code**” or “**this Code**” shall mean the Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as amended from time to time.
 - 2.4 “**Company**” means Prism Johnson Limited.
 - 2.5 “**Generally available information**” means information that is accessible to the public on a non-discriminatory basis. “Generally Available” with respect to information shall be construed accordingly.
 - 2.6 “**Regulations**” or “**PIT Regulations**” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
 - 2.7 “**Unpublished price sensitive information**” (“**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 include 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; and
- (v) changes in key managerial personnel.

Words and expressions used and not defined herein shall have the meanings respectively assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time.

3. **Corporate Disclosure Policy**

- a. Material information that could impact price discovery shall be given by the Company to stock exchanges and disseminated on a continuous and immediate basis.
- b. Speculative disclosures or selective disclosures that could have an adverse impact on the market and the price discovery process shall be avoided.
- c. The Company may also consider ways of supplementing information released to stock exchanges by improving investor access to their public announcements.

4. **Principles of Fair Disclosure** adopted by the Company are as follows :

The Company shall ensure :

- (i) Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- (ii) Uniform and universal dissemination of UPSI to avoid selective disclosure.
- (iii) Deal with dissemination of information and disclosure of UPSI.
- (iv) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (v) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (vi) Ensuring that information shared with analysts and research personnel is not UPSI.

- (vii) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- (viii) Handling of all UPSI on a need-to-know basis.

5. **Overseeing and co-ordinating disclosure**

- 5.1 The Company shall designate a senior officer as a Chief Investor Relations Officer.
- 5.2 The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with this Code and shall oversee and co-ordinate continuous corporate disclosure requirements, deal with dissemination of information and disclosure of UPSI to stock exchange, analysts, shareholders, on the website of the Company and media, and educating staff on disclosure policies and procedure.
- 5.3 Information disclosure/dissemination may normally be approved in advance by the Chief Investor Relations Officer designated for the purpose.
- 5.4 If information is accidentally disclosed without prior approval of the Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered UPSI. In such event of inadvertent, selective disclosure of UPSI, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

6. **Responding to market rumours**

- 6.1 The Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumours by exchanges.
- 6.2 The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure. He shall consult the Disclosure Committee of the Company in this regard and thereafter make appropriate disclosures.

7. **Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors**

The Company should follow the guidelines given hereunder while dealing with analysts and Institutional investors :

7.1 Only Public information to be provided

The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

7.2 Recording of discussion

In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representative be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.

7.3 Handling of unanticipated questions

The Company should be careful when dealing with Analysts questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

7.4 Simultaneous release of Information

When a Company organises meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live web casting of analyst meets.

8. **Medium of disclosure/dissemination**

8.1 Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.

8.2 The Company shall ensure that disclosure to stock exchanges is made promptly.

8.3 The Company may also facilitate disclosure through the use of their dedicated internet website.

8.4 The Company website may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

9. **Legitimate Purpose**

The UPSI can be communicated by an Insider for legitimate purposes as per the “Policy for determination of Legitimate Purposes” stipulated in Annexure ‘A’,

provided it is not shared to evade or circumvent the prohibition under the PIT Regulations.

10. Authority to make alterations

The Board of Directors are authorised to make such alteration to this Code as considered appropriate, subject, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI (Prohibitions of Insider Trading) Regulations, 2015.

11. This Code shall be published on the Official Website of the Company www.prismjohnson.in.

ANNEXURE A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**1. INTRODUCTION**

This Policy, forming part of “Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, shall be known as “Policy for Determination of Legitimate Purposes” hereinafter referred to as the “Policy”.

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and is applicable with effect from April 1, 2019.

2. OBJECTIVE

The objective of this policy is to identify ‘Legitimate Purposes’ for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of communication or procuring of Unpublished Price Sensitive Information (‘UPSI’) relating to the Company or its listed securities or proposed to be listed securities, if any.

3. DEFINITIONS

- a) **‘Insider’** means as defined under Regulation 2(n) of SEBI PIT Regulations.
- b) **‘Legitimate Purpose(s)’** shall mean communicating UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations :
 - Designated Persons
 - Partners
 - Collaborators
 - Lenders
 - Customers
 - Suppliers
 - Contractors
 - Bankers

- Merchant Bankers
- Legal Advisors
- Auditors
- Insolvency Professionals
- Other Advisors or Consultants
- Credit Rating Agencies
- Other Insiders
- Such other person as may be decided by the Compliance Officer from time to time

To illustrate, procuring/sharing of information in the ordinary course of business for the purpose of consolidation of accounts would be considered as Legitimate Purpose.

- c. **“Regulations” or “PIT Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments or re-enactment thereof.
- d. **“Unpublished Price Sensitive Information” (UPSI)** shall cover information stated under Regulation 2(n) of SEBI PIT Regulations or re-enactment thereof.

4. Communication or procurement of UPSI

- a. No insider shall communicate, provide, or allow access to any UPSI, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Obligation shall be cast on all insiders who are essentially persons in possession of UPSI to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis.

All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- b. No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Inducement and procurement of UPSI not in furtherance of one's legitimate duties and discharge of obligations would be illegal under this provision.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an 'insider' for purposes of this Code/PIT regulation and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code/PIT regulation.

The recipient shall obtain the Company's prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate Purpose for which the Company had provided the UPSI and such other purpose is also a Legitimate Purpose.

5. Structured Digital Database

The Board of Directors shall ensure that a structured digital database is maintained containing nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons or entities, as the case may be, with whom UPSI is shared under Clause 3/Regulation 3 of PIT Regulations along with the Permanent Account Number (PAN) or any other identifier authorised by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database. Such database will be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database and will not be outsourced.

The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

The Board of Directors may authorise any executive of the Company to develop and maintain a structured digital database.

6. VIOLATION

Sharing of UPSI, other than in compliance with the Policy and the PIT Regulations, would be construed as a violation. The onus lies on the insider to prove to the contrary.

In case of any violation of this Policy, disciplinary action would be taken by the Company. The Company shall promptly inform about the violation to the stock

exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by SEBI from time to time.

Further, pursuant to the disciplinary action taken by the Company, if any amount is collected, then the same shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act.7.

RESPONSIBILITY

The responsibility for adherence to this Policy vests entirely with the person who is sharing the UPSI as well as the recipient of the UPSI.