



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UNPUBLISHED PRICE SENSITIVE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

Amended pursuant to SEBI (Prohibition of Insider Trading)
(Amendment) Regulations, 2018.

This document forms the Code of Practices and procedures for Fair disclosure of unpublished price sensitive information ("Code") adopted by FDC limited ("FDC"). This code is consistent with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The Principles of fair disclosures adopted by FDC are as follows:

1. Promptly make public disclosure of Unpublished Price Sensitive Information that would impact price discovery. Such disclosures are made no sooner than credible and concrete information comes into being in order to make such information generally available.
2. To make disclosures of Unpublished Price Sensitive Information, as and when made, in a universal and uniform manner through forums like widely circulated media and or through Stock Exchanges where its equity shares are listed. Selective disclosure of Unpublished Price Sensitive Information is to be avoided.
3. The Company Secretary serves as its Chief Investor Relation Officer to deal with dissemination of Information and disclosure of Unpublished Price Sensitive Information.
4. To promptly disseminate Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently, or otherwise if at all, to make such information generally applicable.
5. To provide appropriate and fair response to queries on news reports and request for verification of market rumours by regulatory authorities.
6. To ensure that the Information shared with analyst and research personnel is not Unpublished Price Sensitive Information.
7. To publish proceedings of Meetings with analyst and of other investor relation conferences on its official website www.fdcindia.com to ensure official confirmation and documentation of disclosures made there in.
8. To handle all Unpublished Price Sensitive Information on need-to-know basis.

Policy for determination of Legitimate Purpose as part of Code of Fair Disclosures & Conduct [Under Regulations 8 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

For the purpose of this case, the term "Legitimate Purposes" shall mean sharing of Unpublished Price Sensitive Information.

- a. In the industry course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, registrar and transfer agents, insolvency professionals or other advisors or accountants.
- b. For purposes of furtherance of business of the Company in accordance with the provisions of law;
- c. For the purposes of compliance with provisions of laws including rules, regulations and guidelines and provisions of statutes which are applicable to the company and judgements,

orders and directions of any court or tribunal or any other authority whose judgements, orders and directions are applicable to or binding upon the company.

- d. For the purpose of compliance with standards, policies, codes lawfully followed by the Company;
- e. For the purposes of performance of agreements and contracts which have been lawfully entered by the company and
- f. In the course of action taken in accordance with lawful resolutions, decisions, recommendations and directions of the Company, its Board of Directors, Committees of the Board of Directors, CEO & Managing Director and other Key Managerial Personnel and such other persons to whom the company, its Board of Directors, Committees of the Board of Directors and CEO & Managing Director or other Key Managerial Personnel may have delegated their power to, either in an explicit or implicit manner provided that it shall be the responsibility of the delegate to prove that such power has been delegated if the power is delegated in an implicit manner.

Provided that such sharing has not been carried to evade or circumvent the prohibitions of the Regulations.

- 2. All capitalized terms used in this code but not defined herein shall have the meanings assigned to them under the Regulations, Act, the Companies Act, 1956 or Companies Act, 2013, as the case may be.
- 3. The Company shall ensure prompt public disclosure of unpublished price sensitive information (herein after referred to as "UPSI") that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available.
- 4. The company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
- 5. The Compliance Officer of the Company shall act as the Chief Investor Relation Officer to deal with dissemination of information and disclosure of UPSI.
- 6. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, which is in contravention of, or likely to contravene the provisions of the regulations, this code and the code of conduct to regulate, monitor and report trading by designated persons of the company, to make such information generally available.
- 7. The company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 8. The company will ensure that information shared with analyst and research personnel, if any, is not UPSI.

9. The company shall develop and follow best practices to make transcripts or records of proceedings of meetings with analyst and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
10. The Company shall handle of all unpublished price sensitive information on a need to know basis.
11. No Insider shall communicate, provide or allow access to any unpublished price sensitive information, relating to the company or its 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. Such access for legitimate purposes for the purposes of this clause and clause 10 below shall include sharing of UPSI in the ordinary course of business by an insider with advisors, consultants, partners, collaborators, lenders, customers, suppliers, bankers, 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 prohibition of the Regulations, this code or the code of conduct to regulate, Monitor and report trading by Designated persons of the company. In case of any doubt, any person may approach the compliance officer of the company to determine whether sharing UPSI with a person would constitute a Legitimate Purpose and the manner of sharing the UPSI.
12. The compliance officer may require signing of non-disclosure agreement/ confidentiality agreement with a person for sharing of UPSI.
13. No Person shall procure from or cause the communication by any insider of UPSI, relating to a company or securities listed or proposed to be listed in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
14. Any person in receipt of UPSI pursuant to a Legitimate Purpose shall also be considered an "Insider" for purposes of this code and irrespective of non receipt of any notice, will maintain confidentiality of such UPSI.
15. Notwithstanding anything contained in this code, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - (i) Entail an obligation to make an open offer under the SEBI (Substantial Acquisition and Takeover) Regulations, 2011 where the Board of Directors is of the informed opinion that sharing of such information is in best interests of the company;
 - (ii) Not attract the obligation to make an open offer under the SEBI (Substantial Acquisition and Takeover) Regulations, 2011 but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being affected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

For the purposes of clause 16(ii), the Board of Directors shall require the parties to execute agreements to contract confidentiality and non disclosure obligations on the part of such parties and such parties shall keep information so received confidential so received confidential, except for the purpose of clause 16(ii), and shall not otherwise trade in securities of the company when in possession of UPSI.

16. The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this code along with the permanent account number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

17. The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, ensure fair disclosure of unpublished price sensitive information.

As approved by the Board of Directors and Subsequent modification(s)/ amendment(s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this code.