



LATIM METAL & INDUSTRIES LTD.

(Formerly known as Drillco Metal Carbides Ltd.)

CIN : L99999MH1974PLC017951

Regd. Off. : 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai - 400 056.

Tel : 26202299 / 26203434 Email : accounts@drillcometal.com Web : www.latimmetal.com

PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

I. PURPOSE:

The Company is committed to making factual, accurate and a timely disclosure based on applicable legal and regulatory requirements, and in furtherance of the same, has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Code").

The purpose of this Code is to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company and clearly outline the procedures and practical guidelines that would be followed by the Company for consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive Information or such other information as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This Code is meant to enable all persons investing in the securities of the Company to have an equal and timely opportunity to access such information that may affect their investment decisions regarding the securities of the Company.

II. APPLICABILITY:

This Code shall be applicable and binding on all the employees, directors and such other persons authorized to speak on behalf of the Company. This Code was formulated by the board on 20th May, 2015. Pursuant to the notification of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Code has been amended and reviewed by the Board on 11th February, 2019.

This Code shall come into effect from April 1, 2019.

III. DEFINITIONS

Unpublished Price Sensitive Information

Unpublished Price Sensitive Information means any information, relating to the Company or its securities, directly or indirectly, that is not generally available and which upon becoming generally available is likely to materially affect the price of the securities of the Company and shall generally include but not be limited to information relating to the following:



- Financial results;
- Declaration of dividends (interim and final);
- Changes in capital structure;
- Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel; and
- Such other material event/ information as included in the Policy of Determination of Materiality and which satisfies the criteria mentioned above.

Explanation: The term “*financial results*” shall include the quarterly financial results of the Company (both standalone and consolidated).

Legitimate Purpose

"Legitimate Purpose(s)" shall mean sharing of 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 Regulations:

- Promoters of the Company;
- Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor, as applicable);
- Staff Members of the Audit firm/team conducting the Audit;
- Collaborators;
- Lenders;
- Customers;
- Suppliers;
- Bankers;
- Merchant Bankers;
- Legal Advisors;
- Insolvency Professionals;
- Consultants;
- Any other advisors/consultants/partners, and;
- Such other person as may be decided by the audit committee.

All capitalized words used and not defined herein shall have the same meaning as defined under the Regulations.

IV. CODE:

The Company shall adhere to the following Code of practices and procedures so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market.

1. Prompt public 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.



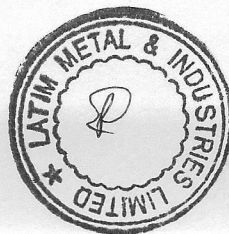
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. 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.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

V. Determination of Legitimate Purposes

The Board shall ensure that sharing of UPSI shall be done for Legitimate Purposes for performance of duties or to discharge any legal obligations by the Insiders or Designated Persons, which will be considered as an exception for the purpose of procuring UPSI.

(A) Restrictions on Communication and Trading by Insiders:

- (I) No Insider shall communicate, provide, or allow access to any UPSI, relating to the company, to any person including other insiders except where such communication is in furtherance of Legitimate Purposes. Further, no person shall procure from or cause the communication by any insider of UPSI, relating to the Company, except in furtherance of Legitimate Purposes.
- (II) Any person in receipt of UPSI pursuant to a Legitimate Purpose shall be considered an insider for purposes of the Regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- (III) 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 and shall not otherwise trade in securities of the Company when in possession of UPSI.
- (IV) Directors, officers, employees and Designated Person of the Company who shares any UPSI for the purpose other than Legitimate Purposes, shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery clawback, ineligibility for future participation in the Company's stock option plans or termination.



(B) Digital Database:

The Company shall maintain a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared along with the Permanent Account Number (PAN) or any other identifier authorized 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. The responsibility of maintaining such database shall be of the Compliance Officer of such other person as may be nominated by the Board of Directors.

VI. AMENDMENT :

The Board of Directors of the Company reserves its right to amend or modify the code in whole or in part, at any time, when it deems appropriate, to be in compliance with the regulations.

THIS CODE IS AN INTERNAL DOCUMENT TO SERVE AS GUIDELINES TO AVOID INSIDER TRADING AS PER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS 2015.

R. K. Singh

