

**AEONX DIGITAL TECHNOLOGY
LIMITED**

**(CIN: L62099MH1992PLC069615)
(FORMERLY KNOWN AS ASHOK ALCO-CHEM LIMITED)**

**CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE
SENSITIVE INFORMATION**

(As Amended w.e.f. April 1, 2019)

1. Introduction:

This Code is formulated and implemented in accordance with Regulation 8 of SEBI (Prevention of Insider Trading) Regulations, 2015, as amended from time to time, and adopted by the Board of Directors of Aeonx Digital Technology Limited, (“ADTL”/”the Company”) w.e.f. May 15, 2015 and further amended and adopted w.e.f. April 1, 2019.

2. Objective:

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company’s securities and to maintain the uniformity, transparency and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

3. Definitions:

“**Code**” shall mean the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as amended from time to time.

“**Company**” means Aeonx Digital Technology Limited or ADTL.

“**Compliance Officer**” means Company Secretary of the Company or in absence of Company Secretary, any senior officer, designated so or in absence of both, the Executive Director or such other senior officer, who is financially literate and is capable of appreciating requirements of legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring and adherence to the rules for preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations and Compliance officer shall function and carry out his responsibilities under the overall supervision of the Board of Directors of the Company.

Explanation: for the purpose of this Code, “financially literate” shall mean a person, who has ability to read and understand basic financial statement like Balance Sheet, Statement of Profit and Loss, Cash Flow statement etc.

“**Chief Investor Relation Officer**” means Compliance Officer of the Company.

“**Generally Available Information**” means information that is accessible to the public on a non-discriminatory basis.

“Legitimate Purpose” shall include the purposes as specified / determined under “Annexure A” to this Code.

“Listing Regulation” means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

“Regulation” means the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

“Unpublished Price Sensitive Information (UPSI)” means any information, relating to the 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 following:

- (i) periodical financial results (audited & unaudited) of the Company,
- (ii) declaration of dividends (Interim and final),
- (iii) change in capital structure,
- (iv) Mergers, de-mergers, delistings, disposals and expansion of business and such other transactions;
- (v) changes in Key managerial personnel; and
- (vi) any other information relating to the Company or its securities, likely to materially affect the price, and is not generally available in the public domain.

Note: Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, 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 there under shall have the meanings respectively assigned to them in those legislation.

4. Principles of Fair Disclosure:

The Company shall adhere to the following principles to ensure timely and fair disclosure of Unpublished Price Sensitive Information:

- (i) Prompt public disclosure of unpublished price sensitive information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available.
- (ii) Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- (iii) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

- (iv) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (v) Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- (vi) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made.
- (vii) Handling of all unpublished price sensitive information on a need-to-know basis.

5. Powers & duties of Compliance Officer:

- (i) Save as provided under the Regulation and the Companies Act 2013 or any other applicable law for the time being in force, the Compliance Officer in consultation with the Executive Director / Board of Directors shall decide whether an information is price sensitive or not.
- (ii) The Compliance Officer shall ensure that disclosure to Stock Exchanges is made promptly.
- (iii) All information disclosure/dissemination may normally be approved in advance by the Compliance Officer. In case information is accidentally disclosed without prior approval of Compliance Officer, the person responsible shall immediately inform the Compliance Officer.
- (iv) The Compliance Officer shall ensure that no unpublished price sensitive information is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders.
- (v) Any queries or requests for verification of market rumor(s) by the Regulatory Authorities shall be forwarded to the Compliance Officer, who shall decide on the clarification to be provided.
- (vi) The Compliance Officer in consultation with the Executive Director / Board of Directors shall decide whether a public announcement is necessary for verifying or denying any rumor(s).

6. Prompt disclosure of unpublished price sensitive information:

The Company shall promptly intimate the Stock Exchange about the unpublished price sensitive information and the said information shall also be uploaded to the Company's official website in order to be accessed by the Investors and members of the Company i.e. to make the information generally available.

7. Overseeing and co-ordinating disclosure:

The Compliance Officer, for the purpose of this Code, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information to avoid selective disclosure.

The Compliance Officer shall be responsible for overseeing and coordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the Company and media.

8. Responding to market rumours:

The Compliance Officer shall promptly give an appropriate and fair disclosure to any queries on news reports or requests for verification of market rumours by regulatory authorities in consultation with the Chairman/Executive Director/ Managing Director/ Chief Financial Officer, as the case may be.

The Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

9. Manner of dealing with Analyst, Research Personnel and Institutional Investors:

Only information which is publicly available shall be shared with the analyst, research personnel, institutional investors etc. The Board of Directors/ Executives of the Company shall be authorized to speak to and/or participate at the meetings with the analyst, research personnel, prospective investors, etc. The authorized representatives of the Company shall avoid making any forward looking statements in respect of its financial performances and also shall not share any UPSI with the analyst, research personnel, prospective investors, etc. In case any UPSI is shared with them, disclosure thereof shall be made to stock exchanges simultaneously.

10. Information to be provided on a regular basis:

The Company will promptly disclose the following information on the website of the Company and to the stock exchange:

1. Declaration of financial results (quarterly, half-yearly and yearly).
2. Declaration of dividend (interim and final).
3. Issue of securities by way of public/ rights or bonus, etc.
4. Any major expansion plan or execution of new projects.
5. Amalgamation, Mergers, takeovers and buy-back.
6. Disposal of the whole or substantially whole of the undertaking.
7. Any changes in policies, plans or operations of the Company.
8. Changes in Key Managerial Personnel.

9. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affects the price of the securities of the Company.

11. Information on need to know basis:

Unpublished Price Sensitive Information shall be handled on a need to know basis and can be shared to a person to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and shall not be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

12. Review and changes to this Code:

The Board of Directors of the Company may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code as per the regulations / laws amended from time to time.

In any circumstance where the terms of this Code differ from any law, rule, regulation etc. for the time being in force, the respective law, rule, regulation etc. shall take precedence over this Code.

Any change in the Code shall be approved by the Board of Directors of the Company. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Code.

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.

This Code and any amendment thereof shall also be published on the official website of the Company.

Annexure A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of insider Trading) (Amendment) Regulations, 2018]

1) PREAMBLE

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 notified on December 31, 2018 and subsequent amendment to Regulations notified on January 21, 2019 requires every listed company, *inter alia*, to formulate a Policy for Determination of Legitimate Purposes as a part of Code formulated under Regulation 8 of SEBI (Prohibition of insider Trading) Regulations, 2015.

Accordingly, the Board of Directors had, at its Meeting held on March 19, 2019, approved and adopted this "Policy for Determination of Legitimate Purposes" forming part of the "Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, hereinafter referred to as "Policy". This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2) OBJECTIVE

The objective of this Policy is to identify "Legitimate Purposes" for sharing of Unpublished Price Sensitive Information (UPSI) in the ordinary course of business by an insider.

3) APPLICABILITY

The said policy will come into effect from April 1, 2019.

4.) LEGITIMATE PURPOSES:

Legitimate Purpose shall mean and include sharing of UPSI in the ordinary course of business by an Insider on need to know basis with the following:-

- (i) Existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- (ii) In furtherance of performance of duty(ies);
- (iii) For discharge of any legal obligation(s).
- (iv) Under contractual obligation(s).
- (v) For any other purpose with the approval of the Board of Directors.

Provided that such sharing should not be carried out to evade or circumvent the provisions of the Regulation.

5) SHARING OF UPSI FOR LEGITIMATE PURPOSE:

The sharing of UPSI in the ordinary course of business with the following person / entity shall be deemed to be for Legitimate Purpose:

- i. Promoters of the Company
- ii. Partners and Staff Members of the Audit firms, appointed for Statutory Audit, Secretarial Audit, Internal Audit etc.
- iii. Collaborators
- iv. Lenders
- v. Customers
- vi. Suppliers
- vii. Merchant Bankers
- viii. Legal Advisors
- ix. Insolvency Professionals
- x. Consultants
- xi. Any other advisors

Explanation — any person in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered an “insider” and the Company shall give due notice to such persons (Insiders) to maintain confidentiality of such UPSI in compliance with the Regulation.