



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UNPUBLISHED PRICE SENSITIVE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

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

This code is based on the following Principles:

1. Disclosure of UPSI would be done promptly when credible and concrete information is available for making the same generally available.
2. The Company will endeavor to make uniform and universal dissemination of UPSI and will avoid making selective disclosure once the information is ready to be made generally available. Material events will be disseminated as mandated by the stock exchanges under Regulation 30 of the SEBI Listing Regulations, as amended from time to time.
3. In case the Company is required to make selective disclosure of UPSI, then the information will be promptly disseminated either in the form of notification to stock exchanges, press releases or upload of information in the website of the bank.
4. The Company Secretary of the Company shall be the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of UPSI.
5. The Company will ensure that the information shared with analysts or research personnel is not UPSI and in case any such information is shared that it will promptly make the information generally available.
6. The Company will make available the transcripts or records of the proceedings of the meetings with analysts and investor relation meetings, on the website of the Company promptly.
7. Responding to Market rumours:
 - a. The Company will subject to non-disclosure obligations, aim to provide appropriate and fair response to the queries on news reports and requests for verification of market rumors by regulatory authorities.
 - b. Any query on verification of market rumours by stock exchanges shall be immediately forwarded to the CIRO who shall decide on the response.
 - c. Employees of the Company should not respond to stock exchanges, media or others unless authorised by CIRO.
8. Legitimate Purpose:

UPSI handling will be on a need-to-know basis and for legitimate purposes only. A policy on Determination of Legitimate Purposes which forms part of this code is appended hereto as **Annexure 1**.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

Pursuant to Regulation 3(1) and 3(2) of the Regulations, UPSI relating to the Company shall be communicated, provided or access allowed only for legitimate purposes for performance of duties or discharge of legal obligations of the discloser and also the recipient of the information and subject to compliance with the provisions of this code and also the Regulations. Similarly, no person shall procure UPSI except for legitimate purposes for performance of the duties or discharge of legal obligations and he shall comply with the requirement of this code and also the Regulations.

The policy for determination of Legitimate Purposes shall be the following:

- a. The term legitimate purpose shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants with whom the Company is having business relationship and information is shared for the purpose of discharge of contractual obligations arising out of such relationship.
- b. Such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.
- c. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an insider for the purpose of these regulations.
- d. Any person who receives UPSI knowing it to be an UPSI shall be deemed to have received notice from the Company of the requirement to maintain confidentiality and shall be deemed to have agreed to such confidentiality requirements if he received such UPSI.
- e. The Company Secretary of the Company shall be responsible to maintain a structured database of such persons or entities as the case may be with whom UPSI is shared for legitimate purposes along with PAN or any other relevant Identity authorised by law and ensure such internal controls and checks viz., time stamping / audit trails to ensure non-tampering of the same.

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ENGINEERING ADVANTAGE

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