



AEGIS VOPAK TERMINALS LIMITED

CODE FOR PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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CODE FOR PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In order to comply with the mandatory requirement of the SEBI (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the Regulations) it was necessary to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for AEGIS VOPAK TERMINALS LIMITED (hereinafter referred to as “AVTL”).

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as ‘Code of Fair disclosure’) to be adopted by the Company and followed by the Board of Directors. The Code of Fair Disclosure seeks to ensure timely and adequate disclosures of Unpublished Price Sensitive Information to the investing public by AVTL to enable them to be informed about decisions with regard to AVTL Securities.

1. EFFECTIVE DATE:

This Code of Conduct Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been approved and adopted by the Board of Directors of AVTL on 10th October, 2024.

2. APPLICABILITY:

This Code of Conduct is applicable to the Company for fair ensuring fair disclosure of unpublished price sensitive information.

3. DEFINITIONS:

For the purpose of Code of Fair Disclosure all the words and phrases not specifically defined hereunder shall have the same meaning as assigned to under the Regulations;

- (a) **“Act”** means the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.
- (b) **“Board”** means Board of Directors of the Company.
- (c) **“Chief Investor Relations Officer”** means such senior officer of the Company appointed by the board of directors to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information in a fair and unbiased manner.
- (d) **“Company”** means Aegis Vopak Terminals Limited.
- (e) **“Regulations”** means the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- (f) **“Securities”** shall include shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of like nature issued /which may be issued by AVTL and listed on a recognized stock exchange.
- (g) **“Selected Group of Persons”** means securities analysts or selected institutional investors, brokers and dealers or their associated persons, investment advisers and institutional managers, investment companies, hedge funds or any other person.

- (h) **“Stock Exchange”** shall mean BSE Limited and NSEIL and any other stock exchange as may be notified by the Compliance Officer from time to time.
- (i) **“Unpublished Price Sensitive Information”(UPSI)** shall mean any information which relates directly or indirectly to AVTL and which if published is likely to materially affect the prices of securities of AVTL and without limitation shall include the following :
 - i. periodical audited and unaudited financial results of AVTL;
 - ii. intended declaration of dividends (both interim and final)
 - iii. issue of securities or buy-back of securities;
 - iv. any major expansion plans or execution of new projects;
 - v. Acquisition, amalgamation, mergers, takeovers of companies/ businesses, demergers, delistings and such other transactions;
 - vi. disposal of the whole or substantial part of the undertaking;
 - vii. any significant changes in policies, plans or operation of AVTL;
 - viii. announcement of new product introductions or developments;
 - ix. asset revaluations;
 - x. changes in key managerial personnel;
 - xi. material events in accordance with listing agreement;
 - xii. Such other information as may be specified by the Compliance Officer in consultation with the Board of AVTL as price sensitive information;

For the purpose of the Code of Fair Disclosure, all words and phrases not specifically defined hereunder shall have the same meaning as assigned to them under, the Regulations and any enactments or modifications made thereafter or Companies Act 2013.

4. OVERSEEING AND CO-ORDINATING DISCLOSURE:

- 4.1 The Board of the Company shall from time to time identify Managing Director/ Chief Executive Officer / Chief Financial Officer or any other person deemed fit as Chief Investor Relations Officer who would be responsible to ensure timely and adequate disclosure of UPSI pursuant to this Code as required under the Regulations.
- 4.2 The Chief Investor Relations Officer shall be responsible for ensuring the following:
 - (a) Dealing with universal dissemination and disclosure of UPSI.
 - (b) Determination of questions as to whether any particular information amounts to UPSI.
 - (c) Determination of response, if any, of the Company to any market rumour in accordance with this Code.
 - (d) Dealing with any query received by any Insider about any UPSI.
 - (e) Providing advice to any Insider as to whether any particular information may be treated as UPSI.

If an Insider receives a query about any UPSI related to the company, he shall not comment on the same and shall forward such query to the Chief Investor Relations Officer. The Chief Investor Relation Officer shall deal with such query in accordance with Applicable Law and this Code.

- 4.3 All disclosure/dissemination whatsoever of any information (save and except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer, for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer. In case of doubt, Chief Investor Relations Officer, shall consult and seek approval of the Managing Director/ Chief Executive Officer before dissemination of such information.

- 4.4 Should any dissemination of information on behalf of the Company take place without prior approval referred above, out of accidental omission, by any Employee or Director of the Company, such Employee/Director shall forthwith inform the Chief Investor Relations Officer, about such disclosure irrespective of the fact whether such information is UPSI or not.

5. CORPORATE DISCLOSURE POLICY:

To ensure timely and adequate disclosure of UPSI, the following norms shall be followed by the Company:

The Company shall ensure:

- (a) 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.
- (b) Uniform and universal dissemination of UPSI to avoid selective disclosure.
- (c) If an Insider 'selectively' discloses any UPSI to any person including the Selected Group of Persons then prompt disclosure of such information shall have to be made by the Chief Investor Relations Officer to the public. Such disclosure must be made not later than 48 hours after the Chief Investor Relations Officer learns that communication of such UPSI has taken place.

UPSI about the Company may be disclosed to:-

- (a) Persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants).
- (b) Persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the company's securities on the basis of such information.
- (c) Broad-based electronic, print, television and other media.

Subject to Applicable Law, methods of public disclosure of information to ensure uniform distribution shall include either of the following:-

- (a) Distributing through Press Releases in newspapers or media including electronic media.
- (b) Filing with the Stock Exchanges.
- (c) Any other method that ensures wide distribution of the news such as webcasts and webinars.
- (d) Uploading the information on the website of the Company.

6. RESPONDING TO MARKET RUMOURS:

- 6.1 The Employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumours received from stock exchanges or from the press or media or from any other source to the Chief Investor Relations Officer.
- 6.2 Chief Investor Relations Officer shall on receipt of requests as aforesaid, consult the Managing Director/ Chief Executive Officer as the case may be and respond to the same without any delay.
- 6.3 Chief Investor Relations Officer shall be also responsible for deciding in consultation with the Managing Director/Chief Executive Officer of the Company as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures.
- 6.4 All the requests/queries received shall be documented and as far as practicable, the Chief Investor Relations Officer shall request for such queries/requests in writing. No disclosure in response to the queries/request shall be made by the Chief Investor Relations Officer, be unless the Managing Director/ Chief Executive Officer approve the same.

7. DISCLOSURE/ DISSEMINATION OF UPSI WITH REFERENCE TO SELECTED GROUP OF PERSONS:

- 7.1 No person, except those authorized by the Chief Investor Relations Officer, shall disclose any information relating to the Company's Securities to Selected Group of Persons. The Chief Investor Relations Officer shall be invited to meetings/ conferences organized by the Company with the Selected Group of Persons.
- 7.2 All Directors, Officers and Employees of the Company should follow the guidelines given hereunder while dealing with Selected Group of Persons

7.3 Sharing of non public information:

- (a) The Directors, Officers and Employees shall provide only generally available information to the Selected Group of Persons. In case non-public information is proposed to be provided, the person proposing to so provide information shall consult the Chief Investor Relations Officer, in advance. The Chief Investor Relations Officer, in such cases, shall ensure that that the information provided to the Selected Group of Persons is made generally available simultaneously with such disclosure.
- (b) The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.
- (c) The Chief Investor Relations Officer should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Managing Director/ Chief Executive Officer. If the answer to any question requires dissemination of UPSI, the Chief Investor Relations Officer, shall report the same to the Managing Director/Chief Executive Officer and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press. The Chief Investor Relations Officer shall, after dissemination of such UPSI aforesaid, respond to such unanticipated questions.

7.4 Recording of discussion :

- (a) All the Selected Group of Persons' meetings shall be attended by the Chief Investor Relations Officer of the Company. The Chief Investor Relations

Officer, in order to avoid misquoting or misrepresentation, shall arrange for recording the discussions at the meeting.

- (b) The Chief Investor Relations Officer shall ensure that best practices of making transcripts or records of proceedings of meetings with analysts and other investor relations conferences available on the official website to ensure official confirmation and documentation of disclosures made are developed by the Company. The best practices shall include uploading the following information on the website of the company-
- Any Power Point Presentation or similar material used by the analyst in such meeting on the website of the Company.
 - Any earnings guidance or any other similar material distributed during press conference.
 - Any material information about business plans of the company provided in response to analyst queries or during discussions in a meeting or any other information which may lead to price discovery has been shared.

8. SIMULTANEOUS RELEASE OF INFORMATION:

- 8.1 The Chief Investor Relations Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's website, in consultation with the Managing Director/Chief Executive Officer.

9. MEDIUM OF DISCLOSURE/ DISSEMINATION:

- 9.1 The Company shall disseminate all UPSI on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press, if required.
- 9.2 As a good corporate practice, the UPSI disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's website. The information filed by the Company with the stock exchanges in accordance with the PIT Regulations and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as may be amended from time to time, shall also be posted on the Company's website. The Company may also consider other modes of public disclosure of UPSI so as to improve investor access to the same.
- 9.3 The Chief Investor Relations Officer shall mark a copy of the press release to the **Information Technology** Manager simultaneously for supplementing the Company's website <https://www.aegisvopak.com>. The information filed by the Company with the Stock Exchanges in accordance with the PIT Regulations and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as may be amended from time to time shall also be posted on the Company's website.

10. AMENDMENTS TO THIS CODE:

The Board of Directors are authorized to make such alterations to this Code as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations. Further, every amendment to this code shall be promptly intimated to stock exchanges where the Securities are listed.

11. POSTING OF THE CODE:

This Code shall be posted on the website of the Company.