AGC

Accelerating Business

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AGC/SD/SE/2019/41

April 4, 2019

Corporate Relationship Department **Bombay Stock Exchange Limited** P.J. Towers, Dalal Street, Fort, Mumbai - 400 001	**Corporate Relationship Department** **National Stock Exchange Limited** Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

Dear Sir,

Sub.: Intimation of amendments to the Code of Practice & Procedure for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) of the Company

Ref.: Scrip code BSE: 500463/NSE: AGCNET

Pursuant to Regulation 8(2) of SEBI (Prevention of Insider Trading) Regulations, 2015, we wish to intimate the respected Exchanges that the Board of Directors of AGC Networks Limited ("the Company"), have approved amendments to the Code of Practice & Procedure for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI") of the Company in line with the provisions of SEBI (Prevention of Insider Trading) (Amendment) Regulations, 2018.

A copy of the amended Code is attached herewith for you records. Further, the said Code is also readily available on the website of the Company i.e. www.agcnetworks.com.

Thanking You,

For AGC Networks Limited

AGC Networks Limited Mumbai

Aditya Goswami
Company Secretary & Compliance Officer
Encl: As above

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CODES

OF

FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

AND

INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

EFFECTIVE FROM APRIL 1, 2019

AGC Networks Limited

Mumbai

Code of Fair Disclosure of Unpublished Price Sensitive Information

Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPS I), adopted with effect from 15th March 2015.

Further, SEBI has vide notification dated 31 December 2018, amended SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 1st April 2019. Thus, as required under the said Regulations, a revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI"), (hereinafter referred to as the "Code") has been approved & adopted by the Board of Directors of the Company. The said Code shall supersede the earlier Code and shall be effective from April 1st, 2019.

DEFINITION:

1. Legitimate Purpose: The sharing of unpublished price sensitive information 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 will be considered as a "legitimate purpose", provided that such sharing has not been carried out to evade or circumvent the restrictions/prohibitions imposed by SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations")."

2. Other terms not specifically defined here shall have the same meaning as assigned under the said Regulations.

CODE:

1. The Company shall ensure promptly disclosure of unpublished price sensitive information ("UPSI") that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available to public;

2. The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure;

3. The Company Secretary shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of **UPSI**;

4. The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information "generally available";

5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities;

6. The Company shall ensure that information shared with analysts and research personnel is not UPSI;

7. The Company shall develop 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. The Company shall handle all UPSI on a need-to-know basis.

9. The Company shall consider any person in receipt of UPSI due to a "legitimate purpose", as an "insider", for purposes of these regulations and the Company shall serve a notice on such person to maintain confidentiality of such UPSI in compliance with these regulations.

10. The Company shall maintain a structured digital database containing the names of such persons or entities with whom UPSI is shared in accordance with these regulations, along with their Permanent Account Number or any other identifier authorized by law, in case a Permanent Account Number is not available. Further, the Company shall ensure that adequate internal controls and checks are incorporated in such databases to ensure non-tampering of the database.

11. The Company shall establish an online IT portal which shall be used by the insiders for submission of application for obtaining pre-clearance and reporting of trades by the insiders in the securities of the Company. The said portal shall also assist in maintaining a digital database of such persons with whom UPSI is shared.

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12. The Company has adopted appropriate policies/procedures for conducting an inquiry in case of a leak or suspected leak of UPSI as a part of the Code of Conduct to regulate, monitor and report trades of Designated Person(s).

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