

**AIROLAM LIMITED**

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AIROLAM[®]
DECORATIVE LAMINATES

Date: 20th June, 2019

To,
The Manager-Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051.

Dear Sir,

Sub: Outcome of Board Meeting held on Thursday, June 20, 2019

Scrip Code: AIROLAM

With respect to the above mentioned subject, we would like to inform you that the Board of Directors at their meeting held on Thursday, 20th June, 2019 at the registered office of the Company situated at Survey No. 355, Nanapur Road, N.H. No. 8, Village- Dalpur, Ta. Prantij, Gujarat 383120, India.

The following decisions were taken by the Board of Directors:

1. Approved "Code of conduct to regulate, Monitor and report trading of its designated persons and immediate relatives of Designated persons" and "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as amended in terms the SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018. Copy of amended/readopted Code of practices and procedure for fair disclosure is annexed herewith as Annexure – A for your consideration.

2. Approved the constitution of CSR Committee and adopt CSR policy. Copy of adopted CSR policy is annexed herewith as Annexure – B for your consideration.

You are requested to kindly take the above information on your records and acknowledge the receipt of the same.

Thanking you.

Yours faithfully,

For Airo Lam Limited

Ruchi Shah

Ruchi Shah

Company Secretary and Compliance Officer

M. No. A41427





AIRO LAM LIMITED

**Code of Practices and Procedures for Fair
Disclosure**

Code of Fair Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015

1. Preface

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('Code') is adopted by Airo Lam Limited (the 'Company'). This Code is in compliance with Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') read with Schedule A of the Regulations.

2. Legitimate Purpose

Legitimate Purpose would include information shared for the purposes mentioned hereunder:

- i. Sharing of information, in furtherance of duties in ordinary course of business with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, consultants, etc.
- ii. Sharing of information for execution of specific projects
- iii. Sharing of information in discharge of legal obligations
- iv. Sharing of information for market sounding purposes to intermediaries and fiduciaries to obtain feedback from potential / existing investors about a transaction involving the Company.
- v. Sharing of information for any genuine or reasonable purpose as may be determined by the Chief Investor Relations Officer (CIRO).

Provided that sharing of such UPSI has not be carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

No Insider shall communicate, provide or allow access to any UPSI relating to a company or securities listed or proposed to be listed, including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3. Principles of Fair Disclosure of UPSI

The Company will adhere to the followings so as to ensure timely and adequate disclosure of unpublished price sensitive information with respect to it or its securities which is likely to affect price of the securities:



- 3.1. The Company will make, 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.
- 3.2. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- 3.3. Ms. Keya Mahendrabhai Patel, Chief Financial Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information. .
- 3.4. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available, as it deems fit.
- 3.5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 3.6. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- 3.7. The Company will make transcripts or records of proceedings of meetings with analysts and other investor relations conferences related to half yearly and annual financial results, on the website of the company to ensure official confirmation and documentation of disclosures made.
- 3.8. The Company will handle all unpublished price sensitive information on a need-to-know basis.

4. Communication of this Code

A copy of this Code and every amendment thereto shall be promptly intimated to the Stock Exchanges. This Code shall also be posted on the website of the Company www.airolam.com

5. Review / Revision of Policy

This Policy would be subject to revision/amendment in accordance with the guidelines as may be issued by SEBI or such other regulatory authority as may be authorized, from time to time, on the subject matter.

This Code of Fair Disclosure and subsequent amendment(s) thereto shall be promptly intimated to Stock Exchanges where the Securities of the Company are listed.



Airo Lam Limited
Corporate Social Responsibility Policy

This Corporate Social Responsibility Policy (“the CSR Policy”) has been framed by Airo Lam Limited (the Company) in accordance with the Section 135, Schedule VII of the Companies Act, 2013 and CSR Rules issued by the Ministry of Corporate Affairs on February 27, 2014.

Unless the context otherwise requires, the definitions mentioned in the notification dated February 27, 2014 and Companies Act 2013, shall apply to this CSR Policy.

Company Philosophy for CSR Policy:

Companies Act, 2013 has formally introduced the Corporate Social Responsibility to the dash board of the Indian Companies. Airo Lam Limited is much positive and appreciate the decision taken by the Government of India. Legal framework of CSR is an edge to Corporate Charitable/reformative approach towards the Society to which the Corporate is belonging to. By introducing the separate section for CSR in Companies Act, 2013, the Government has given legal recognition to their community development approach.

The management of the Airo Lam Limited expresses its willingness and support to the CSR concept, its legal framework and shall be abided to it.

Corporate Social Responsibility Committee:

The Company has constituted Corporate Social Responsibility Committee (“the Committee”) comprising of following three Directors out of which one Director is an Independent Director:

1. Mr. Pravinbhai Nathabhai Patel - Chairman
2. Mr. Sureshbhai Hansrajbhai Patel - Member
3. Mrs. Mamtaben Premanshubhai Patel - Member

Board of Directors of the Company may re-constitute the Committee, as and when required to do so, by following the sections, sub-sections, rules, regulations, notifications issued or to be issued, from time to time, by the Ministry of Corporate Affairs or the Central Government of India. The Committee shall exercise powers and perform the functions assigned to it by the Board of Directors of the Company pursuant to section 135 of the Companies Act, 2013 and CSR Rules notified with regard thereto.

CSR Activities:

Pursuant to Schedule VII of the Companies Act, 2013, the Committee has approved the following activities as “CSR Activities” to be under take under the CSR policy of the Company. The Board of Directors has reviewed the said activities and express its consent to the Committee to pursue the said activities under CSR policy of the Company under section 135 of the Companies Act, 2014, Schedule VII and other applicable rules, regulations, notifications etc., issued/to be issued from time to time.

Approved CSR Activities:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.;
2. Promoting education, including primary, secondary and higher secondary education, as well as special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.;

4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
5. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;
6. Measures for the benefit of armed forces veterans, war widows and their dependents;
7. Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
8. Contribution to the prime minister's national relief fund or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
9. Contributions or funds provided to technology incubators located within academic institutions which are approved by the central govt;
10. Rural development projects;
11. Slum area development;

Budget for CSR Activity & CSR Expenses:

The Company shall allocate the budget for CSR activities. The minimum budgeted amount for a financial year shall be 2% of the average net profit of three immediate preceding financial years. The Company may allocate more fund/amount than the amount prescribed under section 135 of the Companies Act, 2013, for the CSR activities for any financial year. The Committee shall calculate the total fund for the CSR activities and recommend to the Board for

the approval. The Board shall approve the total fund to be utilized for CSR activity for respective financial year.

CSR expenditure shall include all expenditure including contribution to corpus for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity or not in line with activities which fall within the approved CSR activities.

Identification of activities/projects:

Out of approved CSR activities, the Committee shall decide which activity/project should be given priority for the respective financial year. While arriving at the decision of the activity to be undertaken for the respective year, the Committee shall analyse the basic need of the community/ area in which the Organisation operates or at the place where its registered office is situated. The Committee shall record its findings and prioritised the CSR activities.

Implementation process:

After prioritizing the activity the Committee shall finalise the detail implementation project/programme, including planning for expenses against the total budget allocated for CSR activities.

Organisational Responsibility:

At organisational level for implementation of agreed CSR activity, the committee may constitute an implementation team or authorised any of the Department of the Company to organize for the implementation of the CSR activity. The team or respective department shall monitor the implementation process from time to time, on behalf of the CSR committee and place a report to the Committee regarding the progress of the activity implementation, on a quarterly basis. The respective department or implementation team would be responsible for reporting of any irregularity to the Committee on immediate basis.

Monitoring by the Board:

The Board of Directors shall constantly monitor the implementation of the CSR activities. The CSR committee shall place a progress report, including details of expenses, before the Board on quarterly basis. The Board shall review the same and suggest recommendation, if any, to the committee with regard to implementation process.

Compliance and Reporting to Board:

The Committee is responsible to undertake CSR activities as per the approved CSR Policy. Apart from quarterly reporting to the Board about the implementation of CSR activity, a detail report containing the implementation schedule, total budget allocated, actual expenses incur, surplus arising, if any, result achieved, further work to do in the concern CSR activity, Recommendation for the CSR activities for next year etc. should be placed before the Board for its consideration. Any surplus arising out of the fund allocated for CSR activity shall not be the part of the business profit of the Company.

Management Commitment:

Our Board of Directors, our Management and all of our employees subscribe to the philosophy of compassionate care. We believe and act on an ethos of generosity and compassion, characterized by a willingness to build a society that works for everyone. This is the cornerstone of our CSR policy. Our Corporate Social Responsibility policy conforms to the relevant section of the Corporate Social Responsibility, Rules made under Companies Act, 2013 and amendment(s) to be made thereto in future.
