



**Orient Green
Power Company
Limited**

CODE ON FAIR DISCLOSURE POLICY



Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Board of Orient Green Power Company Limited adopted the following as the OGPL Code of Practices and Procedure for Fair Disclosure of “Unpublished Price Sensitive Information” as required under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015

1. Arrange for Prompt public disclosure of unpublished price sensitive information that would likely to impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Adopt Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Arrange for Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Respond to the queries on news reports and requests for verification of market rumours by regulatory authorities in appropriate and fair manner.
6. Ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Develop best practices to make presentations and 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. Handle of all unpublished price sensitive information on a need-to-know basis only.



Determination of “Legitimate Purposes”

1. Legitimate Purposes shall mean, sharing of Unpublished Price Sensitive Information (UPSI) in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, professionals, or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
2. Unpublished Price Sensitive Information means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which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 of the Company and shall, ordinarily include but not restricted to, information relating to the following:
 - a. Periodical Financial Results (quarterly, half-yearly and annual)
 - b. Proposals for declaration of dividends (interim or final)
 - c. Proposals for change in capital structure
 - d. Proposals for mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions
 - e. Changes in Key Managerial Personnel
3. In compliance with Regulation 3(2A) of the PIT Regulation, the following shall be construed as Legitimate Purpose for sharing of unpublished price sensitive information in the ordinary course of business: Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
 - (a) Sharing of information by an insider with the business partners, collaborators, lenders including Banks and financial institutions, customers and suppliers.
 - (b) Sharing of information on need to know basis with Merchant Bankers, Legal Advisors, Auditors, Insolvency Professionals or other Advisors and Consultants.
 - (c) Sharing of information by an Insider with any other person in the organization as well as to an outsider shall also be covered while determining the Legitimate Purpose.
 - (d) All the UPSI with outsider shall be shared only upon prior approval by the Chief Investor Relations Officer.
 - (e) The sharing of information shall not be in contravention of or to evade or circumvent the prohibitions of the PIT Regulation.
4. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for the purposes of the PIT Regulation and Chief Investor Relations Officer / Compliance Officer shall give due notice to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with the PIT Regulations. Any person who receives UPSI

shall be deemed to have received notice from the Company that he shall keep information so received confidential and use them.

5. A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under the regulations along with the Permanent Account Number (PAN) or any other identifier authorised by law where PAN is not available. Such database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.