

**CALIFORNIA SOFTWARE COMPANY LIMITED**  
**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF**  
**UNPUBLISHED PRICE SENSITIVE INFORMATION**  
**[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading Regulations, 2015)]**  
**Adopted by the Board of Directors on May 10, 2019**

**FAIR DISCLOSURE POLICY**

**PREFACE**

The Board of Directors of California Software Company Limited (the “Company”) has adopted following policy for Fair disclosure of Unpublished Price Sensitive Information (UPSI) in line with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015. This Policy will be applicable to the Company effective April 1, 2019

**OBJECTIVE & INFORMATION COVERED UNDER THIS POLICY**

California Software Company Limited being a Listed Entity is obligated to comply with the disclosure requirements under the Listing Agreement and all the persons investing in the Company have equal right to access information that may affect their investment decisions and believes that full and fair disclosure of material information to the public is the keystone.

In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, every listed company needs to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

The Policy is subject to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and shall be subject to the provisions of Listing Agreement and other applicable regulations as amended from time to time.

**PRINCIPLES OF FAIR DISCLOSURE**

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 The Company shall ensure to make prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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

*‘UPSI’ means any information which is likely to materially affect the price of the securities and shall include: financial results; dividends; change in capital structure; mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions;*

*changes in key managerial personnel; and material events in accordance with the Listing Agreement.*

*'Generally available information' means information that is accessible to the public on a non-discriminatory basis.*

2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure;
3. The Company has designated the Chief Financial Officer as Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI , in consultation with the Chairman/ Managing Director;
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
5. Except as otherwise provided in the policy, as a matter of best practice, the Company shall refrain from commenting on any Market Rumors and speculations. However, at times the Stock Exchanges might require clarifications on the market rumours which will be dealt with by the Chairman/ Managing Director accordingly;
6. UPSI to Analyst: The Chairman/ Managing Director is the authorized spokespersons of the Company. They are permitted to meet with and discuss with analysts and other market participants but care must be taken to ensure that no UPSI that has not been previously disclosed, including information in the form of guidance on financial performance relative to street's expectations, is communicated.
7. The following measures to be observed while making communication with Analysts, Investors and Media.
  - a. The spokesperson should desist from disclosing any material information which is not available to the Public.

- b. In the event any UPSI is proposed to be disclosed, a press release should be made prior to such disclosure of UPSI to analysts, Investors or Media.
  - c. The Company will observe a quiet period prior to release of quarterly results. During such period the company will not conduct meeting with analyst and investors. The quiet period shall remain in force until the UPSI is made public.
8. Company shall handle all UPSI on a need to know basis. Persons of the company , who are in possession or access to UPSI shall handle such information with care and to deal with the information with them when transacting their business strictly on a need to know basis.

**Events Transactions to be disclosed**

Within the framework of this Policy, in accordance with Clause 36 of the Listing Agreement, the events/transactions/information upon occurring (List of material events as mentioned in the said Clause 36 of the Listing Agreement) shall be disclosed or published in public domain within the timelines stipulated thereunder. Managing Director shall be the authority who is entitled to take a view on the materiality of an event that qualifies for disclosure.

**Manner of Disclosure**

The material disclosures under this policy, shall be disclosed to the Stock Exchanges by sending e-mails to the designated email IDs of the Stock Exchanges and couriering the original intimation letters to them.

**Power of the Board of Directors**

Managing Director subject to the approval of the Board of Directors reserves the right to amend or modify this code at any time.

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