

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Background

SEBI vide its Circular dated 15th January, 2015 has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 to be effective from 15th May, 2015

Regulation 8(1) of the Chapter IV of the said regulations provides that the Board of Directors of the listed company, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information.

Principles of fair disclosures are set-out in schedule A to the said regulations.

Definition as per said regulations :

Unpublished Price Sensitive Information means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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 and shall, ordinarily including but not restricted to the following:

- (i) Financial results;
- (ii) Dividends
- (iii) Change in capital structure
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) change in key managerial personnel; and

Legitimate purpose shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.]

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

Effective principles of fair disclosures :

This code intends to formulate a standard framework and policy for fair disclosure of unpublished price sensitive information. The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its equity shares on the floor of Stock Exchanges.



1. The Company shall ensure to make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such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.
2. The Company shall ensure to make Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary / Compliance 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.
4. The Company shall make prompt dissemination of unpublished price sensitive information 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 rumours by regulatory authorities.
6. The Company will ensure that, information if any, shared with analysts and research personnel, if any, is not unpublished price sensitive information.
7. The Company shall develop and follow 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 unpublished price sensitive information on a need-to-know basis in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Amendment :

The Managing Director of the Company, subject to approval of the Board, is authorised to amend or modify this Code in whole or in part. The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information. Subsequent modification(s) / amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

Disclosure of the code on Public Domain

This code shall be published on the official website of the Company. This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

