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## **Code for Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information ("UPSI")**

### **Corporate Disclosure Policy**

The following is the Corporate Disclosure Policy/norm to be followed by the Company to ensure timely and adequate disclosure of price sensitive information.

Words and expressions used in this policy will have the same meaning assigned to them in the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 or any other law being in force created for the purpose of prohibition and regulation of Insider Trading.

### **Prompt Disclosure Of Price Sensitive Information**

- Disclosure of UPSI would be done promptly when credible and concrete information is available for making the same generally available;
- The Company will endeavour to make uniform and universal dissemination of UPSI and will avoid making selective disclosure once the information is ready to be made generally available. Material events will be disseminated as mandated by the stock exchanges in as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- In case the Company is required to make selective disclosure of UPSI, then the information will be promptly disseminated either in the form of notification to stock exchanges, press releases or upload of information on the website of the Company.
- UPSI handling will be on a need to know for legitimate purposes only.
- It is desirable to consider ways of supplementing information released to stock exchanges by improving investor access to the public announcements.

### **Overseeing And Co-Ordinating Disclosure**

- The Chairman and Managing Director is designated as the Corporate Disclosure Officer (CDO) to oversee corporate disclosures. The Chief Financial Officer is designated as the Chief Investor Relations Officer (CIO) to deal with dissemination of information and disclosure of UPSI.
- CIO shall be responsible for ensuring that the company Complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of price sensitive information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.
- Information disclosure/ dissemination shall normally be approved in advance by the CIO.

- If information is accidentally disclosed without prior approval, the person responsible may inform the CIO immediately, even if the information is not considered price sensitive.

### **Dissemination / Sharing of UPSI for Legitimate Purposes**

UPSI can be shared for legitimate purposes which shall include sharing of unpublished price sensitive information in ordinary course of business by an insider with collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants. Legitimate purposes would mean actions including but not limited to sharing of UPSI in any mode, as a part of business operations and in the normal course of business.

Provided that sharing of information for the above-said purposes shall not be carried out with a motive to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Legitimate purposes shall be determined by the Chief Financial Officer in consultation with the Managing Director, which shall be in the best interest of the Company.

Any person who is in receipt of the UPSI for legitimate purposes shall be considered as an "insider" and due notice shall be given to such person to maintain confidentiality of the UPSI.

### **Responding To Market Rumours**

- Any queries or requests for verification of market rumours by exchanges should be forwarded immediately to the CIO who shall decide on the response / clarification.
- The CIO shall decide whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.
- The Company will, subject to non-disclosure obligations, aim to provide appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities.
- As a general practice, if the rumour appears in a responsible media channel which has reasonably wide audience and rumour can have material impact on pricing of securities, then the Company would immediately make a proper announcement to present the correct position.

### **Timely Reporting of shareholdings/ ownership and changes in ownership**

Disclosure of shareholdings/ ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be made in a timely and adequate manner.

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## **Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors**

The guidelines given hereunder shall be followed while dealing with analysts and Prompt release of Information.

The Company will make transcripts or records of the proceedings of the meetings with Analysts, Investor Relation meetings available on the website of the Company promptly.

### **Medium of disclosure/ dissemination**

- Disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- CIO shall ensure that disclosure to stock exchanges is made promptly.
- Company may also facilitate disclosure through the use of their dedicated Internet website.
- The information filed by the Company with exchanges under continuous disclosure requirements shall be made available on the Company website.

### **Amendments To The Policy**

The Board of Directors shall amend this policy, as may be required to be in line with the changes, amendments and modifications if any in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Further, in case of any amendment, clarification, circular, notification etc. issued by a competent authority, which is not consistent with the provisions laid down under this Policy, the provisions of such amendment, clarification, circular, notification, etc. shall prevail and this policy shall stand amended accordingly, without any further action, on and from the date on which such amendment, clarification, circular, notification comes in to effect.

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