

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Framed under regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

INTRODUCTION

In consonance with the principles of fair disclosure specified in SEBI (Prohibition of Insider Trading Regulations), 2015, (herein after referred to as “Insider Trading Regulations”) this policy has been formulated by the Committee and approved by the Board of Directors.

OBJECTIVE

This Code has been made pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”) to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its debt securities.

PRINCIPLES OF FAIR DISCLOSURE

The Company would adhere to following practice and procedure for fair disclosures in respect of unpublished price sensitive information (UPSI) relating to the Company and/or its securities.

1. The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being and as soon as the information or the decisions are validated by the Board of Director of the Company to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and upload such information on the Company’s official website in order to make such information generally available to investors and members of the Company.
2. The Company shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure by making simultaneous disclosure to NSE and BSE and also at the website of the Company.
3. Company Secretary/Compliance Officer of the Company shall act as Chief Investor Relations Officer to take all required action for dissemination of information and disclosure of unpublished price sensitive information indiscriminately.
4. In case of selective disclosure of unpublished price sensitive information inadvertently or otherwise, the Company shall make prompt dissemination of such unpublished price sensitive information to ensure that such information is generally available.
5. Chief Investor Relations Officer shall provide appropriate assistance and fair response to queries raised by regulatory authorities on news reports and requests for verification of market rumors.

6. The Company shall ensure that information share with analysts and research personnel is not unpublished price sensitive information.
7. The Company shall take reasonable steps to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences are generally available by uploading such transcripts and records available to the Company on the official website to ensure official confirmation and documentation of disclosures made.
8. Unpublished price sensitive information shall be handled on a “need-to-know basis” ie., no unpublished price sensitive information shall be shall be communicated to any person except in furtherance of legitimate purposes, by virtue of statutory requirement, contractual obligation to discharge their duties/obligations etc. in the interest of the Company.

OVERSEEING AND CO-ORDINATING DISCLOSURE

1. The Company Secretary is designated as the Chief Investor Relations Officer (CIO) for the purpose of this code and the Insider Trading Regulations. The CIO shall deal with dissemination of information and disclosure of UPSI.
2. CIO would 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.
3. The Chief Investor Relations Officer shall promptly intimate about the occurrence of the material events for necessary intimation to Stock Exchange.
4. The Company shall handle UPSI only on a need to know basis. UPSI shall be provided only when needed for legitimate purposes, performance of duties or discharge of legal obligations. All insiders shall adhere to conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.

“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 SEBI (Prohibition of Insider Trading) Regulations, 2015¹.

5. Disclosure/dissemination of UPSI in public domain may normally be approved in advance by the Chief Investor Relations Officer/Compliance Officer.
6. 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.

RESPONDING TO REQUESTS FOR INFORMATION

REQUESTS FOR INFORMATION FROM INVESTORS, RESEARCH ANALYSTS, ETC.

Any request for information received by the Company from any investor, research analyst, journalist or other member of the public shall be responded to, based on information that is in essence generally available. It is clarified that the sharing with a specific person or persons, of information which about the Company or the industry(ies) that the Company operates in which is general in nature, or any information that is derived from or is a mere elaboration of generally available information and is not inconsistent with such generally available information, or any information that is not likely to impact the price-discovery process of the Company's securities shall not be treated as selective disclosure by the mere fact of the information not being publicly disseminated earlier in the same form.

REQUESTS FOR VERIFICATION OF INFORMATION FROM REGULATORY AUTHORITIES

Any queries on material published in the media or requests for verification of market rumors received from regulatory authorities or stock exchanges shall be responded to promptly and in a manner that is not misleading.

This Code shall be published on the official website of the Company in due course of time.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchanges where the securities of the Company are listed.

Subsequent modification(s)/amendments to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this code.

POLICY REVIEW

This policy was last modified and adopted on 01st April 2019 and will be reviewed as and when deemed necessary.