

CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In terms of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the “Regulations”), the Company is required, inter alia, to frame a Code of Fair Disclosure of Unpublished Price Sensitive Information (hereinafter called as the Code) in relation to the Company and its securities.

In line with the said Regulations, the following Code of Practices and Procedures has been prepared as follows:

1. Definition

1.1 Compliance Officer

The Company Secretary of the Company shall be the Compliance Officer for these Regulations and also Chief Investor Relations Officer and shall be responsible for compliance of policies, procedures and implementation of the Code and dissemination of information and disclosure of Unpublished Price Sensitive Information. The Compliance Officer / Chief Investor Relations Officer shall report to the Board of Directors.

1.2 Generally Available Information

- Any information relating to the Company and its securities, which is accessible to the public on a non-discriminatory basis is Generally Available Information.
- Any disclosure made by Company to stock exchange shall be considered as Generally Available Information.

1.3 Unpublished Price Sensitive Information

- Any information relating to the Company and its securities, which is not generally available to the public and when generally available, is likely to materially affect the price of the securities shall be Unpublished Price Sensitive Information.
- The information relating to the Company and its securities could be direct or even indirect information.
- Information relating to financial results, dividends, changes in the capital structure, mergers, de-mergers, acquisitions, delistings, disposals, expansion of business and such other transactions, changes in Key Managerial Personnel and material events as per listing agreement are generally considered as Price Sensitive Information.
- However, the code is not restricted to the information of events mentioned above and it shall include any, direct or indirect information relating to the company or its securities.

Words and expressions used and not defined in this code but defined in the Regulations, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

2. Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

- The information related to the Company and its securities, within the organization or with outsiders, which could impact price discovery in the market, shall be strictly handled on the need-to-know basis.
- The UPSI shall be promptly and fairly disclosed to the Stock Exchange and the dissemination shall be uniform and universal. Information to be disclosed to stock exchange as per timeline mentioned in Listing Agreement Clause 38 and other related clauses.
- The news reports and requests for verification of market rumors by Regulatory Authorities shall be appropriately and fairly responded by Compliance Officer / Chief Investor Relations Officer in consultation with Managing Director of the Company.
- The Compliance Officer shall ensure that the information shared with Analysts and research personnel is not Unpublished Price Sensitive Information and such meetings / calls or investor relations conferences shall be transcribed or recorded on the website of Company.
