

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. INTRODUCTION

Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (“ Regulations”) requires every company whose securities are listed on a Stock Exchange to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code). The Board would follow each of the principles set out in Schedule A to the Regulations, without diluting the provisions of these regulations in any manner. The Code and any amendments thereto shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed. The Code shall also be published on the website of the Company. The Code shall become applicable from 05th October, 2017. The words, terms and expressions used in the Code shall have the same meanings given in Regulation 2 of Chapter I of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. PRINCIPLES GOVERNING THE CODE

The Company will adhere to the following so as to ensure fair disclosure of events and occurrences that could impact price discovery of its securities in the market: -

Prompt public disclosure of unpublished price sensitive information.

The Company shall make prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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, to stock exchanges, where its securities are listed. As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges may be supplemented by prompt updates on the Company’s website.

The Company may also consider other modes of public disclosures of such Information so as to improve investor access to the same.

Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

All the unpublished price sensitive information shall be reported promptly on uniform basis to all the stock exchanges on which the securities of the Company are listed for wide dissemination to avoid selective disclosure.

Designation of a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

Mr. Mohit Chauhan, Company Secretary cum Compliance Officer has been designated as the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information. He shall be responsible to ensure timely and adequate disclosure of unpublished price sensitive information pursuant to the aforesaid Code.

Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

In case any Unpublished Price Sensitive Information get disclosed selectively, inadvertently or otherwise, then such unpublished price sensitive information should be disseminated immediately to make such information generally available in accordance with the Code.

Should any dissemination of information on behalf of the Company take place without prior approval referred above, out of accidental omission, by any Employee or Director of the Company, such Employee/Director shall forthwith inform the CIRO about such disclosure irrespective of the fact whether such information is Unpublished Price Sensitive Information or not.

Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

No person, except those authorised by the CIRO, shall disclose any information relating to the Company's securities to analysts/ research personnel and institutional investors. The CIRO shall be invited to meeting/ conferences organised by the Company with the analysts/institutional investors/research personnel.

All Directors, Officers and Employees of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

a. Sharing of unpublished price sensitive information:

The Directors, Officers and Employees shall provide only generally available information to the analysts/ research persons/ large investors like institutions. In case, non-public information is proposed to be provided, the person proposing to so provide information shall consult the CIRO in advance. The CIRO in such cases, shall ensure that the information provided to the analysts/ research person/investor as above is made generally available simultaneously with such disclosure.

b. Extreme care and caution should be taken when dealing with analysts' questions that raise issues outside the intended scope of discussion.

c. The CIRO should tackle the unanticipated questions carefully.

The unanticipated questions may be noted and a considered response be given later, in consultation with the Managing Director or the CEO as the case may be. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the CIRO shall report the same to the Managing Director/CEO and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press or through official website of the Company.

The CIRO shall, after dissemination of such Unpublished Price Sensitive Information as aforesaid, respond to such unanticipated questions.

Developing 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.

All the analyst, broker or Institutional Investor meetings shall be attended by the CIRO and at least one (or more) senior Employee(s) of the Company. The CIRO in order to avoid misquoting or misrepresentation shall arrange for making transcripts or recordings of the proceedings of the meetings with analysts and other investor relations conferences on the official website of the Company to ensure official confirmation and documentation of disclosure made.

Wherever the Company proposes to organize meetings with investment analysts/institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting.

The CIRO shall be responsible for drafting of the press release or the text of the information to be posted on the website of the Company, in consultation with the Managing Director.

Handling of all unpublished price sensitive information on a need- to know basis.

All the Unpublished Price Sensitive Information in the Company shall be handled on need to know basis. This means that such information should be disclosed only to those within the Company who need to know the same in furtherance of the insider's legitimate purposes, performance of duties or discharge of his/her legal obligations.