

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, ("**Regulations**") requires our company to frame a Code of Conduct for fair disclosure of Unpublished Price Sensitive Information of the Company.

Code of Conduct for fair disclosure of Unpublished Price Sensitive Information is as under:

1. Definitions

a) Chief Investor Relations Officer

Shri Pankaj Gupta, Company Secretary, is the Chief Investor Relations Officer. He shall be responsible for overseeing, monitor & co-ordinating dissemination/ disclosure of price sensitive information to Stock Exchanges and stakeholders.

b) Legitimate purposes for sharing of **Unpublished Price Sensitive Information (UPSI):**

Legitimate purpose shall mean sharing of information for performance of official duties and discharge of legal obligations by the concerned person, including sharing of UPSI in the ordinary course of business by an insider with 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 the Regulations.

c) "Unpublished Price Sensitive Information (UPSI): means any information, relating to a company or its securities, directly or indirectly, that is not generally available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, be information relating 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; and
- v) changes in key managerial personnel



2. Uniform and Universal dissemination of Unpublished Price Sensitive Information

The price sensitive information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and/ or by posting the same on official website of the Company i.e. www.shrirampistons.com.

The Company shall use its best endeavours to avoid selective disclosure of price sensitive information. However, if any Information gets disclosed selectively or inadvertently or otherwise, endeavour shall be made to make generally available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

3. Procedure for responding to any Queries on news reports and/or requests for verification of market rumours by regulatory authorities

- i) Appropriate, fair & prompt response shall be submitted to all queries received from regulatory authorities on news reports or requests for verification of market rumours.
Such replies shall be submitted by Shri Krishnakumar Srinivasan, Managing Director & CEO, Shri Pankaj Gupta, Chief Investor Relations Officer or Shri Naveen Agarwal, Alternate Company Secretary or any other person authorised by them.
- ii) Shri Krishnakumar Srinivasan, Managing Director & CEO or Shri Pankaj Gupta, Chief Investor Relations Officer shall decide whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

4. Procedure for Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors etc.

- i) Only Public information will be provided to Analysts/Research person and Institutional Investors. Alternatively, any unpublished price sensitive information given to Analysts/Research Person should be simultaneously made public at the earliest.
- ii) In order to avoid mis-quoting or mis-representing, it is desirable that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company.



- iii) Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response shall be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.

5. Need to Know

UPSI shall be handled on a “need to know” basis i.e. it shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

6. Dealing in UPSI by Insiders for legitimate purposes

Any person may communicate or procure UPSI to carry out legitimate purposes.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI.

To implement the above, a structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared along with the Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available. Such databases shall be maintained with adequate internal controls and checks to ensure non-tampering of the database.

7. Disclosures

This Code and any amendment thereof will be published on the Company's website (www.shrirampistons.com) and shall be promptly intimated to National Stock Exchange.