

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION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amended from time to time, ("**Regulations**") requires our company to frame a Code of Conduct for fair disclosure of Unpublished Price Sensitive Information of the Company.

1. Definitions

For the purpose of this code the following terms shall have the meanings assigned to them hereunder:

- a) "**Code**" or "**this Code**" shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- b) "**Company**" or "the Company" or "SPRL" means Shriram Pistons & Rings Limited.
- c) "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis such as information published on the website of the stock exchanges. "Generally Available" with respect to information shall be construed accordingly.
- d) "**Insider Trading Regulations**" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- e) "**Listing Regulations**" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- f) "**Mainstream Media**" shall include print or electronic mode of the following:
 - i) Newspapers registered with the Registrar of Newspapers for India;
 - ii) News channels permitted by Ministry of Information and Broadcasting under Government of India;
 - iii) Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
 - iv) Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India.

g) Chief Investor Relations Officer

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

h) Legitimate purposes for sharing of Unpublished Price Sensitive Information (UPSI):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.

i) "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, award or termination of order/contracts not in the normal course of business and such other transactions;
- v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi) change in rating(s), other than ESG rating(s);
- vii) fund raising proposed to be undertaken;
- viii) agreements, by whatever name called, which may impact the management or control of the company;
- ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

- xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1-For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2:

For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

- j) Other terms not specifically defined here shall have the same meaning as assigned under the 'Code of Conduct for Prevention of Insider Trading in Securities of Shriram Pistons & Rings Limited and 'the Insider Trading Regulations'.

The provisions of this Code have to be read along with the Insider Trading Regulations and if there is any inconsistency/contradiction between the two, the provisions of the Insider Trading Regulations shall prevail.

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 Mr. Krishnakumar Srinivasan, Managing Director & CEO, Mr. Pankaj Gupta, Chief Investor Relations Officer or any other person authorised by them.

- ii) Mr. Krishnakumar Srinivasan, Managing Director & CEO or Mr. 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 the stock exchanges i.e. National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The Board, in its meeting of 30.7.2016, had approved the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code), which was further amended by the Board in its meeting held on 30.3.2019, 3.9.2021, 29.10.2021 and 01.08.2025.