

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015)
(w.e.f. April 01, 2019; adopted by the Board of Directors in their meeting held on March 28, 2019)

OBJECTIVE

The Company shall adhere to the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (**'Code'**) to ensure fair disclosure of unpublished price sensitive information (**'UPSI'**), as more particularly defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (**'Regulations'**). The terms used in this Code (as herein after defined) shall unless specifically defined in the Code, shall have the same meaning ascribed to it, in the Regulations.

The Compliance Officer shall always work under the superintendence, directions and guidance of Board of Directors. The Compliance Officer shall ensure that the Company and the relevant persons to whom the Regulations apply, shall adhere to the Code.

1. The Company shall make prompt public disclosure of UPSI that could impact the price discovery of the securities of the Company, whether listed or unlisted, no sooner than credible and concrete information comes into being in order to make such information 'generally available' in terms of the Regulations, i.e. to make it available to the public on a non-discriminatory basis.
2. The Company shall make uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Compliance Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of price sensitive information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.
4. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company shall ensure that information, if any, shared with analysts and research personnel is not UPSI.
7. The Company shall develop 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.

8. The Company shall handle all UPSI strictly on a need-to-know basis.
9. The dissemination of UPSI shall solely be for:
 - a. 'legitimate purposes';
 - b. in the performance of duties; or
 - c. the discharge of legal obligations.
10. 'Legitimate purposes' shall include sharing UPSI with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions under the Regulations.
11. Any person in receipt of UPSI pursuant to a 'legitimate purpose' shall be considered an 'insider' and shall be bound to maintain confidentiality of UPSI in compliance with the Regulations.
12. Further, the Company shall at all times, be required to maintain a database, containing the names of such persons or entities as the case may be with whom information is shared under the Regulations, along with the permanent account number ('PAN') or any other identifier authorized by law where PAN is not available, and documents pertaining to proof of address. Such databases shall be maintained with adequate internal controls and checks to ensure non-tampering of the database. The databases shall be maintained with utmost confidentiality and the access to such database shall be restricted only for the purposes of implementing fair practices under the Code.
13. The Compliance Officer shall ensure that this Code is made available on its official website.