

# Schaeffler India Limited

## Code on Prohibition of Insider Trading



### **Part – 1:**

#### **Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives**

This Policy is only an internal code of conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, to ensure compliance with applicable provisions of law, regulations, guidelines and other related statutes.

Version 6\_Applicable w.e.f. July 26, 2023

Amended in the Board meeting dated July 26, 2023

## 1. Purpose & Summary

This Code of Conduct on Prohibition of Insider Trading has been adopted by Schaeffler India Limited (hereinafter referred to as the “Company”) to ensure compliance of legal requirements in alignment with the business philosophy and ethics of the Company. With rapid change in global economic scenario, a move towards enhanced corporate governance culture is inevitable, as we are committed to continually reviewing and updating our policies and procedures. Securities and Exchange Board of India [SEBI] had *vide* Notification No. LAD-NRO/GN/2014-15/21/85 dated January 15, 2015 issued SEBI (Prohibition of Insider Trading) Regulations, 2015 and has further amended the said Regulations *vide* amendments / notifications issued from time to time.

In view of the foregoing, the Company has formulated this Code as a part of Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting by Designated Persons and their Immediate Relatives and other Connected Persons. This Code of Conduct may be modified by resolution of the Board of Directors to keep pace with any changes in law or otherwise.

## 2. Scope

Primarily the scope of this Code of Conduct is to regulate, monitor and ensure reporting of trading by the Designated Persons and immediate relatives of Designated Persons and other connected persons, towards achieving compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time .

## 3. Governing Regulations

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including any amendment(s) thereto (hereinafter referred as “SEBI (Prohibition of Insider Trading) Regulations, 2015”) and any other regulations or laws as may be applicable from time to time including any amendments therein.

## 4. Basic Principles

The duties under relevant laws, in particular the transparency obligations, are intended to prevent any information advantage for individual market participants and are thereby expected to ensure at all times the best possible transparency and the development of prices of the Company’s financial instruments or securities traded on the stock exchange. Thus, both the capital markets as institutions as well as the individual investors are protected in terms of their investment decisions.

## 5. Commencement

This version of the Code shall be effective from April 1, 2019.

**6. Definitions:**

- A. 'Act'** means the Securities and Exchange Board of India Act, 1992, as amended from time to time;
- B. 'Board'** means the Securities and Exchange Board of India;
- C. 'Connected Person' means:**
- a. any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price-sensitive Information or is reasonably expected to allow such access.
  - b. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established:
    - i. an Immediate Relative of Connected Persons specified in paragraph C. a. above; or
    - ii. a holding company or associate company or subsidiary company; or
    - iii. an intermediary as specified in section 12 of the SEBI Act, 1992 or an employee or director thereof; or
    - iv. an investment company, trustee company, asset management company or an employee or director thereof; or
    - v. an official of a stock exchange or of clearing house or corporation; or
    - vi. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
    - vii. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
    - viii. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
    - ix. a banker of the Company; or
    - x. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than ten per cent. of the holding or interest;
- D. 'generally available information'** means information that is accessible to the public on a non-discriminatory basis;
- E. 'Designated Persons' shall include:**
- a. Promoters of the Company;
  - b. Directors of the Company;
  - c. Chief Executive Officer ('CEO') and employees up to two levels below CEO, irrespective of their functional role in the Company or ability to have access to UPSI;
  - d. Executive Assistants / Secretaries of the Directors / KMPs, if any.

- e. All employees of Finance Department, Investor Relations Department, Internal Audit Department, Legal Department, Corporate Communications Department, Strategy Department, R&D department, IT department and any other Department, who has access to UPSI; and
- f. The employees designated by the Company to whom these trading restrictions shall be applicable, keeping in mind the objectives of this Code of Conduct.
- g. Immediate Relatives of the above category of persons.

**F. 'Immediate Relative' means:**

Spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

**G. 'Insider' means:** any person who is:

- a. a Connected Person or
- b. in possession of or having access to Unpublished Price-sensitive Information.

**H. 'Insider Trading' means:**

- a. An act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of the Company, either as principal or agent, if such director or key managerial personnel or any other officer of the Company or Connected Person or any person, is reasonably expected to have access to any non-public price sensitive information in respect of the Company or its securities; or
- b. An act of counselling about procuring or communicating directly or indirectly any Unpublished Price-sensitive Information to any person.

- I. 'trading' means and includes** subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

- J. 'trading day' means** a day on which the recognized stock exchanges are open for trading;

**K. 'Unpublished Price-sensitive Information' or 'UPSI' means:**

Any information which relates, directly or indirectly, to the Company or its securities, that is not generally available and which upon becoming generally available, is likely to materially affect the price of securities of the Company, and shall, ordinarily including but not restricted to, the information relating to financial results, dividends, change in capital structure, mergers, demergers, acquisitions, delisting, disposal and expansion of business and such other transactions, changes in key managerial personnel.

The term "Securities" as used in this Code includes shares, stocks, bonds, debenture stock or any other marketable security of a like nature, by whatever name so called, listed with a Stock Exchange in India and belonging to the Company.

Any term not defined in this Code shall have same meaning as per SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

## **7. Prohibition of Insider Trading or Dealing**

Elements of Prohibition:

Insider trading or dealing in the securities is prohibited by law for all employees, directors and all persons worldwide having access to Unpublished Price-sensitive Information of the Company whether directly or indirectly. This prohibition includes trading, disclosure and the giving of recommendations.

### **A. Prohibition on Trading**

to use inside information to directly or indirectly acquire or dispose of or attempt to acquire or dispose of securities for own account or for the account or on behalf of a third party,

### **B. Prohibition on disclosure**

to disclose, communicate or make available inside information to a third party without the authority to do so in the ordinary course of the performance of duties for the Company; this shall apply regardless of whether or not the inside information is disclosed within the Company or passed on to an external third party.

### **C. Prohibition on Recommendation**

to recommend, on the basis of inside information, that a third party acquires or disposes of securities, or to otherwise induce a third party to do so.

Any infringement of the prohibition on insider dealing generally results not only in far-reaching negative effects on the reputation of the Company in the capital markets but can also result in imprisonment, fines or monetary penalties for any employee involved. In addition, other criminal law sanctions come into consideration such as court orders to counter any pecuniary advantage.

Moreover, steps can also be taken against the respective employee involved in any infringement under employment law up to the level of an immediate termination from employment.

## **8. Duty of Confidentiality**

In order to avoid any infringement of the prohibition on insider trading or dealing, it should be ensured in particular that confidentiality on (possibly) sensitive information with respect to the stock market price of the securities is maintained. This includes, amongst other matters, the following measures:

A. Unauthorised persons should not receive any access to or knowledge of confidential information.

B. Internally, confidential information should only be passed on if such confidential information is required for the performance of a respective professional task ("need-to-know principle"); in case information is passed on, reference should be made to the fact that it is confidential.

- C. Confidential information should not be passed on to third parties or discussed with third parties unless the third party requires the information to fulfil obligations for the Company and is obliged by law or by contract to treat such information as confidential and to use such information exclusively for the intended purpose.
- D. Confidential information should not be discussed in public or in any place where unauthorised parties can listen to it. In this regard special attention must be paid to conversations or discussions outside of the office.

## 9. Compliance Officer

- A. The Company has, in accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, designated the Company Secretary of the Company as Compliance Officer who shall report to the Board of Directors of the Company and in particular shall provide reports to the Chairperson of the Audit Committee at such frequency as may be stipulated by the Board of Directors of the Company, but not less than once in a year.
- B. The Compliance Officer shall be responsible, *inter alia*, for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price-sensitive Information, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.
- C. The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons.
- D. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct.

## 10. Preservation of “unpublished price sensitive information”

- A. Insider shall maintain the confidentiality of all Unpublished Price-sensitive Information and he/she shall not communicate, provide or allow access to any such information to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Insider shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
- B. Need to know  
Unpublished Price-sensitive Information is to be handled on a “need to know” basis, i.e., should be disclosed only to those within the Company who need the information to discharge their duty.
- C. Limited access to confidential information  
Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
- D. Chinese Wall Procedures  
The Managing Director shall lay down appropriate Chinese Wall (information barrier) Procedures, providing for separation of area of the Company which routinely have access to UPSI, to be

designated as *'Inside Area'* from those area which deal with sales/marketing/support services/common facility area, to be designated as *'Public Area'*. Identification of various functional departments may be done as *'inside area'*. Access to the *'inside area'* shall be restricted and segregated from *'public area'*. The employees working in *'inside area'* shall not be permitted to disclose UPSI to any person in the *'Public Area'*. A Designated Person from public area may be allowed to *'cross the wall'* and UPSI may be shared with such Designated Person on *'need to know'* basis with approval from MD/CEO or CFO.

## 11. Prevention of Insider Trading

- A. Managing Director / CEO shall put in place adequate and effective system of internal controls to ensure compliance of the regulations to prevent insider trading which shall include:
- employees who have access to UPSI are identified as Designated Employee;
  - confidentiality of UPSI shall be maintained as per the requirements of the regulations;
  - adequate restrictions on communication and procurement of UPSI are in place as required under the regulations;
  - list of employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice of confidentiality shall be served to all such employees and persons;
  - periodic process review to evaluate effectiveness of such internal controls.

A structured digital database shall be maintained containing the nature of UPSI and names and Permanent Account Numbers ('PAN') of the Designated Persons and their Immediate Relatives and of such persons or entities with whom information is shared for legitimate purpose. Where PAN for any of the person is not available, any other identifier authorized by law shall be used. Such databases shall not be outsourced and be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

- B. Designated Persons shall be required to disclose names, PAN or other identifier authorised by law, of the following persons to the Company on an annual basis and as and when the information changes:
- Immediate Relatives;
  - Person with whom such Designated Person has material financial relationship; and
  - Phone, mobile and cell number which are used by them;

In addition, the names of educational institution from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation: The term *'material financial relationship'* shall mean a relationship in which one person is a recipient of any kind of payment such as by way of loan/gift from a designated person during the immediately preceding 12 months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

- C. The Audit Committee shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

- D. Leak of UPSI or a suspected leak of UPSI can be reported through the existing Whistle Blower Policy/Vigil Mechanism of the Company.
- E. In case of leak or a suspected leak of UPSI, the provisions and procedure contained in the Whistle Blower Policy of the Company shall be applied for inquiries and investigation.
- F. The Company shall initiate appropriate inquiries on becoming aware of leak or suspected leak of UPSI and it shall inform SEBI promptly of such leaks, inquiries and results of such inquiries.
- G. Any employee, whether designated or not, shall be brought 'inside' (i.e. informed about) on sensitive transaction (i.e. a transaction involving UPSI or potential thereof), only on 'need to know' basis and at the time of sharing of such information, such individual shall be made aware of his duties and responsibilities attached to the inside information and liabilities that attaches to misuse or unwarranted use of such information.
- H. The Company shall endeavour to keep minimum gap between the meeting of Audit Committee and that of Board of Directors, for the purpose of recommendation and approval of Financial Results and preferably on the same day to avoid leakage of information.
- I. **Trading window:**

All the Designated Persons and their Immediate Relatives shall be subject to trading restrictions as enumerated below:

- a. All Designated Persons shall conduct their dealings in the securities of the Company only during a valid "Trading Window", i.e. the period during which dealing in securities of the Company are allowed and which should not amount to Insider Trading.
- b. All the Designated Persons shall not deal in securities of the Company during the periods when Trading Window is closed, or when he / she is holding unpublished price sensitive information or during any other period as may be specified by the Compliance Officer, from time to time.
- c. Trading window shall be closed when Compliance Officer determines that a particular Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. The reopening of trading window shall be determined by the Compliance Officer after taking into consideration various factors including UPSI in question having become generally available, which in any case shall not be earlier than 48 hours after the information becomes generally available.
- d. The Trading Window for the purpose of declaration of quarterly financial results shall be closed from end of every quarter till 48 hours after the declaration of the financial results.
- e. When the trading window is closed, the Designated Persons and their Immediate Relatives of Designate Persons shall strictly not trade in the Company's securities during such period.
- f. The trading window shall be, *inter alia*, closed at the time of :
  - i. Declaration of financial results (quarterly, half-yearly and annually).
  - ii. Declaration of dividends (interim or final).



- iii. change in capital structure
- iv. Any major expansion plans or execution of new projects.
- v. Amalgamation, mergers, de-mergers, acquisitions, delisting, disposal, takeovers and buy-back.
- vi. Disposal of whole or substantially whole of the undertaking.
- vii. Changes in key managerial personnel

**J. Pre-clearance of trades**

- a. When trading window is open, trading by Designated Persons and their Immediate Relatives shall be subject to pre-clearance trades, if the value of the proposed trades is above the thresholds mentioned below.
- b. All Designated Persons and their Immediate Relatives who intend to deal (buy/sell) in the Equity Shares of the Company above a minimum threshold i.e. 250 Equity Shares of INR 2/- each, either in a single transaction or in multiple transactions over a calendar quarter, shall pre-clear the transaction as per the pre-dealing procedure.
- a. An application may be made in form as notified by the Company in this regard, to the Compliance Officer indicating the number of securities that the Designated Person or his/her Immediate Relative intend to trade in, the details as to the depository with which he/she has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.
- b. A declaration shall be executed in favour of the Company by such Designated Persons incorporating, *inter alia*, the following clauses, as may be applicable:
  - i. That the Designated Person does not have any access to or has not received any information that could be construed as “Unpublished Price-sensitive Information” as defined in the Code, up to the time of signing the undertaking.
  - ii. That in case the Designated Person has access to or receives any information that could be construed as “Unpublished Price-sensitive Information” as defined in this Code, after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the same and that he/she shall completely refrain from trading in the securities of the Company till the time such information becomes public.
  - iii. That he/she has not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.
  - iv. That he/she has made a full and true disclosure in the matter.
  - v. That he/she shall execute his/her order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, he/she shall inform the Compliance Officer the reasons for the same and he/she undertakes to obtain pre-clearance for the unexecuted order afresh.

**K. Procedure on receipt of application for pre-clearance of trades**

The Compliance Officer shall on receiving an application, provide the Designated Person with an acknowledgement on the duplicate of the application.

- a. The Compliance Officer shall respond with his decision within 2 working days from the date of acknowledgement.
- b. While considering the application and declaration, the Compliance Officer shall have regard to whether any such declaration is reasonably capable of being rendered inaccurate and in such a case or when the Compliance Officer is of the opinion that the proposed trade is while Designated Person being in possession of any Unpublished Price-sensitive Information or the trade being violative of any provisions of the Code or of the Regulations, he shall not grant pre-clearance for such trades. There shall be no obligation to give any reasons for not granting pre-clearance.
- c. The Compliance Officer shall retain copies of all applications, declarations and reports etc.

## 12. Other restrictions

- A. All the Designated Persons and their Immediate Relatives shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, the directors/officers/Designated Persons must pre-clear the transaction again.
- B. All Designated Persons and their Immediate Relatives who buy or sell any number of shares of the Company shall not enter into a 'Contra Trade' i.e. opposite transaction - sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons and their Immediate Relatives shall also not take positions in derivative transactions in the shares of the Company at any time.
- C. The Compliance Officer may grant relaxation from strict application of restriction referred in para no. 12B after recording reasons in writing in this regard provided that such relaxation does not violate SEBI (Prohibition of Insider Trading) Regulations, 2015.
- D. In case of contra trade being executed, inadvertently or otherwise, in violation of restriction referred in para 12B or / and 12A, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund.

## 13. Reporting Requirements for transactions in securities

- A. All the Designated Persons of the Company shall be required to forward following details of their securities transactions including the statement of Immediate Relatives to the Compliance Officer:
  - a. all holdings in securities of the Company by Designated Persons and their Immediate Relatives at the time of joining the Company;
  - b. periodic statement of any transactions in securities (the periodicity of reporting may be defined by the Company). The Company may also be free to decide whether reporting is required for trades where pre-clearance is also required; and
  - c. annual statement of holdings in securities

- d. reporting of trades executed pursuant to pre-clearance and reasons for trades not executed order after obtaining pre-clearance
- B. The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of five years.
- C. The Compliance Officer shall place before the Managing Director / Chief Executive Officer and Chairperson of the Audit Committee, on a quarterly basis, all the details of the dealing in the securities by Designated Persons of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

**14. Penalty for contravention of Code of Conduct**

- A. Any Designated Person who trades in securities or communicates any information for trading in securities in contravention of this Code of Conduct may be penalised and appropriate action may be taken by the Company.
- B. The Designated Person of the Company who violates this Code of Conduct shall also be subject to disciplinary actions by the Company, which may include wage freeze, suspension, recovery, immediate termination from the employment, ineligible for future participation in employee stock option plans, etc. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act. Such amounts shall be credited to the IPEF through the online mode or by way of a demand draft (DD) in favour of the Board (i.e. SEBI – IPEF) payable at Mumbai. The bank account details of SEBI – IPEF for online transfer is given below:

Name of Beneficiary	SEBI – IPEF
Bank Name	Bank of India
Bank Branch	Bandra Kurla Complex (BKC)
Account Number	012210210000008
IFSC Code	BKID0000122

- C. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**15. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015**

In case it is observed by the Company that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall inform SEBI promptly.

**16. Disclosure of Interest / holding in the Company by certain person:**

- A. Initial Disclosure

Every person on appointment as a key managerial personnel or a director of the Company or a Director of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose his holding of shares of the Company in Form, the number of shares or voting rights held and positions taken in derivatives by such person and his Immediate Relatives as on the date of

appointment or becoming promoter, within seven days of such appointment or becoming a promoter of the Company.

## B. Continual Disclosure

- a. Every promoter, member of the Promoter Group, Designated Person and director of the company shall disclose to the Company in Form, the number of shares or voting rights acquired or disposed of and positions taken in derivatives by such person, within two trading days of transactions, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of -
  - INR 10,00,000 or
  - such other value as may be specified.

## C. Disclosures by other Connected Persons

- a. Any Connected Person or class of Connected Persons shall make disclosures to the Company in Form, of holdings and trading in securities as and when required by the Company in order to monitor compliance.

## D. Disclosures by the Company

- a. The Company, within two trading days of receipt, shall disclose in prescribed format to the stock exchanges, the information received under paragraphs a., b. or c. above.
- b. The disclosures are required to be made in format as specified by the Company until and unless notified by the regulatory authority.
- c. The disclosures required herein may also be made through electronic filing in accordance with the system devised by the stock exchange, if any.
- d. The above disclosures shall be made in such form and such manner as may be specified by the SEBI from time to time.

## **17. Protection against retaliation for reporting an alleged violation of insider trading laws**

An Employee (regular or contractual) or a Director of the Company, who files Voluntary Information Disclosure Form in accordance with the Informant mechanism contained in chapter IIIA of SEBI (Prohibition of Insider Trading) Regulations, 2015, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

## **18. Amendments to the Policy**

This Policy shall be considered as updated automatically, without any formal approval, to the extent it needs to be aligned with any change in law. An update thereon would be reported to the Board of Directors.

\*\*\*\*\*

# Schaeffler India Limited

## Code on Prohibition of Insider Trading

### Part – 2:

### Code of Fair Disclosure and Conduct and a Policy for determination of “Legitimate Purposes”

To ensure timely and adequate disclosure of Unpublished Price-sensitive Information, the Company will ensure the following:

1. Prompt public disclosure of Unpublished Price-sensitive Information:
  - A. Unpublished Price-sensitive Information shall be disclosed by the Company to stock exchanges and disseminated on a continual and immediate basis.
  - B. The Company may improve investor access to the public announcements by other supplemental means.
  - C. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
2. Overseeing and co-ordinating disclosure: The Compliance Officer shall be responsible:
  - A. to oversee fair disclosure;
  - B. for ensuring that the Company complies with continual disclosure requirements;
  - C. overseeing and co-ordinating in consultation with Managing Director (CEO), Chief Financial Officer and Investor Relations team of the Company, disclosure of Unpublished Price-sensitive Information to stock exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.
3. Responding to market rumours:
  - A. The Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumours by exchanges.
  - B. The official designated as Chief Investor Relation Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.
4. Timely Reporting of shareholdings/ownership and changes in ownership:

Disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Securities Exchange Board of India Act, 1992 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be made in a timely and adequate manner.

5. Disclosure/dissemination of Unpublished Price-sensitive Information with special reference to analysts, research personnel and institutional investors. The Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors:
  - A. Only generally available information (i.e., information that is accessible to the public on a non-discriminatory basis) to be provided; alternatively, the information given to the analyst should be simultaneously made public at the earliest.
  - B. Recording of discussion - In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
  - C. Handling of unanticipated questions – The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion.
  - D. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes Unpublished Price-sensitive Information, a public announcement should be made before responding.
  - E. Ensuring that information shared with analysts and research personnel is not UPSI.
  - F. Simultaneous release of Information - When the Company organises meetings with analysts, it shall make a press release or post relevant information on its website after every such meet. The Company may also consider live webcasting of analyst meets.
  - G. Developing the 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 documentations of disclosures made, in accordance with SEBI (Listing Obligations & Disclosure Requirements, Regulations, 2015, as amended from time to time.
6. Uniform and Universal Medium of disclosure/dissemination:
  - A. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
  - B. The Company shall ensure that disclosure to stock exchanges is made promptly.
  - C. The Company may also facilitate disclosure through the use of their dedicated Internet website.
  - D. The Company's websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

E. The information filed by the Company with exchanges under continual disclosure requirement may be made available on its website.

7. Dissemination by stock exchanges:

A. The disclosures made to stock exchanges may be disseminated by the exchanges to investors in a quick and efficient manner through the stock exchange network as well as through stock exchange websites.

B. Information furnished by the Company under continual disclosure requirements, should be published on the website of the exchange instantly.

8. Handling of all UPSI on 'Need to know' basis:

Unpublished Price-sensitive Information is to be handled on a "need to know" basis, i.e., should be disclosed only to those within the Company who need the information to discharge their duty.

**A Policy for Determination of Legitimate Purpose:**

A. The term 'legitimate purpose' shall include sharing of Unpublished Price-sensitive Information in the ordinary course of business by an insider with partners, 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 these regulations.

B. Any person in receipt of Unpublished Price-sensitive Information 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 Unpublished Price-sensitive Information in compliance with these regulations.

C. Amendments to the Policy

This Policy shall be considered as updated automatically, without any formal approval, to the extent it needs to be aligned with any change in law. An update thereon would be reported to the Board of Directors.

\*\*\*\*\*