

**Code of Practices and Procedures  
for Fair Disclosure of Unpublished Price Sensitive Information**  
*(amended by the Board of Directors on 30<sup>th</sup> May, 2019,  
with retrospective effect from 1<sup>st</sup> April, 2019)*

As required under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, which stand further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, **S. R. INDUSTRIES LIMITED**, hereby notifies the “**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**” in order to adhere to the principles of fair disclosure.

**1. Definitions**

- a) **Generally available information** – means information that is accessible to the public on a non-discriminatory basis.
- b) **Insider** – shall mean any person who is –  
a connected person; or  
in possession of or having access to Unpublished Price Sensitive Information.
- c) **Insider Trading Regulations** – means the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- d) **Securities** – shall have the meaning assigned to it under the Securities Contract (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- e) **Trading** – means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- f) **Unpublished Price Sensitive Information (UPS I)** – shall mean any information, relating to the Company or its securities, directly or indirectly, that is not “Generally available information” which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following :
  - I. financial results;
  - II. dividends;
  - III. change in capital structure;
  - IV. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
  - V. changes in Key Managerial Personnel.

*Words and Expressions not defined in this Code shall have the same meaning as contained in the ‘Insider Trading Regulations’ or Securities and Exchange Board of India Act, 1992.*

## **2. Prompt public disclosure of Unpublished Price Sensitive Information**

2.1 The Company shall ensure prompt public disclosure of Unpublished Price Sensitive Information with an objective to make such information generally available in public domain.

2.2 The disclosure of Unpublished Price Sensitive Information shall be uniform and universal to avoid selective disclosure.

2.3 In the unlikely event of any Unpublished Price Sensitive Information getting disclosed selectively, inadvertently or otherwise, the same shall be made generally available.

## **3. Chief Investor Relations Officer**

The company Secretary of the Company has been designated as a Chief Investor Relations Officer of the Company and shall, after obtaining required internal approvals, disseminate and disclose Unpublished Price Sensitive Information.

## **4. Responding to Market Rumours**

The Company shall always endeavor to provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

## **5. Sharing of Information with Analysts and Research Personnel**

### **5.1 Sharing of Information :**

The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.

### **5.2 Simultaneous Release of Information:**

Whenever the Company proposes to organize meetings with analysts or other investor relations conferences, the Company shall post relevant information / record on its official website after every such meeting/conference.

## **6. Sharing of unpublished Price Sensitive Information on need to know basis**

6.1 All Unpublished Price Sensitive Information shall be handled on a 'need to know' basis.

6.2 Employees working in concerned departments of the Company which are handling Unpublished Price Sensitive Information shall not communicate such Unpublished Price Sensitive Information with employees of other departments of the Company or with any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

6.3 The Policy for Determination of "Legitimate Purposes" is annexed and forms part of this Code.

*Subsequent modification(s)/amendment(s) to the SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.*

**Annexure**

**Policy for determination of "Legitimate Purposes**

The Policy forms part of “**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**” (the Code) and is applicable to all Insiders of the Company.

**Legitimate Purposes**

1. “Legitimate Purposes” 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 the Insider Trading Regulations.
2. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Code and such persons shall ensure to maintain confidentiality of unpublished price sensitive information shared with them, in compliance with the Insider Trading Regulations.

**Digital Database**

3. The Company shall maintain a structured digital database of the persons or entities, as the case may be, with whom unpublished price sensitive information is shared, as required under the Insider Trading Regulations.
4. Such database shall be maintained with adequate internal controls and checks to ensure non-tempering of the database.