

*(Approved by the Board of Directors on 10<sup>th</sup> May, 2018 and further revised on 02 March 2019)*

## **Supershakti Metaliks Limited**

### **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

#### **(Pursuant to Reg. 8(1), Chapter - IV of the SEBI (Prohibition of Insider trading) Regulations, 2015)**

In adherence of the principles of fair disclosure enumerated under Schedule A to the SEBI (Prohibition of Insider trading) Regulations, 2015, which stand further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as "SEBI PIT Regulations"), the Board of Directors of the Company viz. Supershakti Metaliks Limited, would follow the following practice and procedure for fair disclosure of unpublished price sensitive information:

#### **Definitions**

**"Compliance Officer"** for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

**"Chief Investors Relations Officer"** means Compliance Officer of the Company.

**"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.

**"Legitimate Business Purpose"** means any purpose furthering or in the best interest of the Company and shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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."

**"Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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, information relating to the following:

- (i) Financial Results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) Changes in Key Managerial Personnel; and
- (vi) Material events in accordance with the listing agreement.

## Code of Fair Disclosure

**The company will adhere to the following principles so as to ensure fair disclosure of events and occurrence that could impact price discovery in the market for its securities:**

1. Any Unpublished Price Sensitive information (UPSI) shall be shared by a designated person only on a need to know basis and only for legitimate business purpose. Any such communication or sharing of UPSI shall be in furtherance of and in best interest of the Company
2. All persons in receipt of such UPSI shall be considered as "insider" and shall not trade in securities of the company when in possession of such UPSI. Such insiders are obliged to comply with the requirements of PIT Regulations
3. Any material event/ information that could have a bearing on the price discovery of the shares/ securities of the Company shall be promptly disclosed.
4. The Company shall always endeavor to follow utmost standards of disclosures ensuring uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure
5. The Head of Investors Relations Department shall act as the as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
6. In the unlikely event of any unpublished price sensitive information getting disclosed selectively, inadvertently or otherwise, the same shall be made generally available.
7. The Company shall always endeavour to provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
8. Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an

insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT regulations.

9. A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. The Company shall before sharing of such information serve a notice on or sign a confidentiality/non disclosure agreement with , the person firm or entity and or any Regulatory ,statutory or government authority with whom UPSI is shared informing him/her, it that he/she or it has to ensure the compliance of PIT Regulations while in possession of UPSI Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes
10. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI PIT regulations and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI PIT Regulations.
11. The Board of Directors are authorized to make such alterations as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations. Further, every amendment to this code shall be promptly intimated to stock exchanges where the securities are listed. This Code shall be hosted on the website of the Company.