

## **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**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

Objective of the Code of Fair Disclosures Signet Industries Limited (“SIL”) has formulated this Code called Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information’ to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

### **1. Preamble:-**

- 1.1. This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is formed under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, which provides for formulation of a “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” for the Board of Directors of the Company.
- 1.2. This Code shall become applicable with effect from 15th May, 2015.

### **2. DEFINITIONS**

- (a) **Act** - means the Securities & Exchange Board of India Act, 1992;
- (b) **Board of Director** means the Board of Directors of M/s Signet Industries Limited
- (c) **Body Corporate** means a body corporate as defined under Sub section 11 of Section 2 of the Companies Act, 2013
- (d) **The Company** means M/s Signet Industries Limited
- (e) **Compliance Officer** The Officer appointed by the Board of Directors of the Company for the purpose of these regulations from time to time.
- (f) **“Code”** means this Code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time.
- (g) **“Trading”** means and includes subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities and “trade” shall be construed accordingly.
- (h) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;.
- (i) **“Designated Employees”** shall mean and include -Top three tier of the Company Management, namely:-

- i. Chief Executive Officer (CEO), Chief Financial Officer (CFO)
  - ii. General Manager and above of all the departments of the Company
  - iii. Manager and all Employees of Finance & Accounts and Secretarial.
- (j) **“Officer”** shall mean and include -
- i. Statutory and Internal Auditor of the Company.
  - ii. Person occupying the position as an officer or an employee of the company or holds a position involving a professional or business relationship between himself and the company whether temporary or permanent and who may reasonably be expected to have an access to unpublished price sensitive information in relation to that company.
  - iii. Any other person as decided by the Board of Directors of the Company.
- (k) **“Director”** means Directors on the Board of the Company both Executive and Non-Executive.
- (l) **“Insider”** means any person who,
- i. is or was connected with the company or is deemed to have been connected with the company and who is reasonably expected to have access to unpublished price sensitive information in respect of the company, or
  - ii. has received or has had access to such unpublished price sensitive information.
- (m) **"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.
- (n) **“Regulation”** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.
- (m) **"Securities"** shall mean the Equity Shares of the Company and such other securities of the Company issued from time to time as may be specified by

the Board or the Managing Director or the CEO as the case may be of the Company.

- (o) **“Trading Window”** means the period during which the Directors, Officers and Designated Employees of Company may trade in the Company’s securities.
- (p) **“trading day”** means a day on which the recognized stock exchanges are open for trading;
- (q) **“Connected person”** means,- As define in SEBI (Insider Trading) Regulation, 2015
- (r) **“immediate relative”** means a 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;

### **3. Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

This Code intends to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company’s securities. So as to ensure fair disclosure of events and occurrences that could impact price discovery in the market, the Board of Directors of the Company shall adhere to the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information envisaged in Schedule A of SEBI (Prohibition of Insider Trading) Regulation, 2015.

- 3.1. It shall be ensured that the unpublished price sensitive information is promptly disseminated to make it generally available, subsequent upon finding that a credible and concrete information having the potential of effecting the price of securities of the Company exists or comes into being.
- 3.2. It shall be ensured that uniform and universal dissemination of unpublished price sensitive information is promptly made to avoid selective disclosures.

- 3.3. It shall be ensured that any unpublished price sensitive information which gets disclosed selectively or inadvertently, is promptly disseminated through Stock Exchanges and made generally available.
- 3.4. The Company shall ensure that appropriate and fair responses and replies are promptly provided/given to the news report and any request for verification of market rumors received from regulatory authorities.
- 3.5. It shall be ensured that no unpublished price sensitive information is shared with analysts and research personnel.
- 3.6. Best practices shall be followed to ensure the recordings/transcripts of the proceedings of meetings with analysts and other investor relation conferences are disseminated by publishing the same on the website of the Company.
- 3.7. Unpublished price sensitive information is to be handled on need-to-know basis.
- 3.8. The following officials of the Company have been designated as Chief Investor Relations Officers to deal with dissemination and disclosure of unpublished price sensitive information subject to the approval of Board of Directors and/or Managing Director:

| <b>Sl. No.</b> | <b>Name of the Official</b> | <b>Designation</b>      |
|----------------|-----------------------------|-------------------------|
| 1.             | Shri Sumit Jamad            | Chief Financial Officer |
| 2.             | Smt. Preeti Singh           | Company Secretary       |