

## **Code for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)**

### **1. Preface:-**

- a. This Code has been framed in pursuance to the regulation contained in sub regulation (1) of Regulation 8 of SEBI (Prohibition of insider Trading) Regulation, 2015 (hereinafter referred to as "Regulations"), and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.
- b. This code of practices and procedures has been approved by the Board of Directors of the Company for implementation in the company.

### **2. DEFINITIONS:-**

#### **"Connected person" means:-**

- (i) any person who is or has during the six months prior to the concerned act been associated with a 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) 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:
  - a. an immediate relative of connected persons specified in clause (i); or
  - b. a holding company or associate company or subsidiary company; or
  - c. an intermediary as specified in section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
  - d. an investment company, trustee company, asset management company or an employee or director thereof; or
  - e. an official of a stock exchange or of clearing house or corporation; or
  - f. 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
  - g. 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
  - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - i. a banker of the company; or
  - j. a concern, firm, trust, Hindu undivided family, company or association of persons herein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

**"Unpublished price sensitive information"**

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, de-listings, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnel.

**3. Preservation of "Unpublished Price Sensitive Information (UPSIs)" :-**

- (a) All UPSIs shall be handled on a **need-to-know basis** and no unpublished price sensitive information shall be communicated to any person except in furtherance of the **Insider's legitimate purposes** (as described hereinafter), performance of duties or discharge of his legal obligations.

Explanation:

- (i) **Need to know** basis means that Unpublished Price Sensitive Information should be disclosed only to those who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

**(ii) Legitimate Purpose means**

Legitimate Purpose shall include sharing of Unpublished Price Sensitive Information (UPSIs) in the ordinary course of business by any Insider with :-

- (i) partners,
- (ii) collaborators,
- (iii) lenders,
- (iv) customers,
- (v) suppliers,
- (vi) merchant bankers,
- (vii) legal advisors,
- (viii) auditors,
- (ix) insolvency professionals or
- (x) other advisors or consultants, etc.

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of regulations.

**(iii) "Insider" means**

Any person in receipt of unpublished price sensitive information (UPSIs) pursuant to a "Legitimate purpose" and such person shall maintain confidentiality of such UPSIs.

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**4. Limited access to confidential information:-**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
4. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
6. Developing 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.
7. Handling of all unpublished price sensitive information on a need-to-know basis.
8. All non-public information directly received by any employee be immediately reported to the head of the department.

**5. Dissemination of Unpublished Price Sensitive Information:-**

No unpublished Price Sensitive information shall be passed on by Insiders/Designated Persons in form of recommendation for the purchase or sale of securities of the Company.

Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors will be as per following guidelines which shall be followed while dealing with analysts and institutional investors.

- i. Only public information to be provided.
- ii. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

**6. Maintenance of Insiders' Record:-**

The company shall ensure that proper database/record is maintained containing the names of insiders with their PAN or any other identifier authorized by law where PAN is not available and or to whom the unpublished price sensitive information is passed.

**7. Non Disclosure Agreements:-**

The Board of Directors may require the parties to execute agreement(s) so as to ensure that confidentiality of UPSIs or other business information(s) of the company is maintained and non-disclosure obligations are met out on part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

**8. Amendment:-**

Any or all provisions of this Code would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued by SEBI from time to time.

The Board of Directors reserves the right to modify, add, or amend any of provisions of this Code through Board process.

**9. Other Terms**

Other terms not specifically defined herein shall have same meaning as amended under the respective regulations.