



**CODE OF PRACTICES AND PROCEDURES FOR FAIR  
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE  
INFORMATION**

**OF**

**S.J.S. ENTERPRISES LIMITED**

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

**In compliance with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“the Regulation”), the Company has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”).**

The Code has been adopted by the Board on 19<sup>th</sup> July, 2021.

### **Principles for fair, timely and adequate disclosure of unpublished price sensitive information:**

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such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. The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company shall develop and implement 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.
8. The Company shall handle all unpublished price sensitive information on a need-to-know basis.

The Board of Directors may stipulate further guideline(s), procedure(s), code(s) in order to ensure fair disclosure of unpublished price sensitive information.

### **Policy for determination of Legitimate Purpose**

1. No insider shall communicate, provide or allow access to any unpublished price sensitive information relating to the Company or its securities to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. The term ‘legitimate purpose’ shall include sharing of unpublished price sensitive information in the ordinary course of business or on a need to know basis by an insider with partners, collaborators,

lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, promoters and / or its affiliates / associates / group entities, subsidiaries or governmental or statutory authorities, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulation.

Mentioned below is the illustrative list of events where sharing of unpublished price sensitive information would be considered as sharing for 'legitimate purpose':

- a) sharing pursuant to obligations under various laws, regulations, directions, notifications, guidelines, applicable to the Company;
  - b) sharing under the direction of any court, judicial or quasi-judicial, regulatory or statutory authority;
  - c) sharing pursuant to obligations arising out of any contracts, agreements or arrangements entered by the Company;
  - d) sharing for business requirement including requirement for the purposes of promoting the business and strategies of business, which may include sharing with promoters and / or its affiliates / associates / group entities;
  - e) sharing with promoter and / or its affiliates / associates / group entities for statutory consolidation requirements or mandatory disclosure obligations as per laws applicable to them.
3. Whether sharing of unpublished price sensitive information for a particular purpose will qualify as 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case.
  4. Any person in receipt of unpublished price sensitive information pursuant to a 'legitimate purpose' shall be considered an 'insider' for the purposes of the Regulation and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulation.
  5. A structured digital database shall be maintained *inter-alia* containing the names of the persons or entities, as the case may be, with whom unpublished price sensitive information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Terms not defined here shall have the same meaning as assigned under the Regulation.

This Code shall be published on the website of the Company.

This Code is subject to review from time to time. This Code and every amendment thereto shall be intimated to the stock exchange(s) where the securities of the Company are listed.