

## The Indian Hume Pipe Company Limited

[Sub-regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015]

### Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

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. The Indian Hume Pipe Company Limited, would follow the following practice and procedure for fair disclosure of unpublished price sensitive information:

- The Company will promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
- It will follow uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- It has appointed Mr. S. M. Mandke, Company Secretary of the Company as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- It will promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- It will make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- It will ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
- It will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made.
- It will handle all unpublished price sensitive information on a need-to-know basis.

Any subsequent modification and / or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulation, 2015 shall automatically apply to this Code.

\* The policy for determination of "legitimate purposes".

The policy will be applicable to all persons who are in receipt of Unpublished Price Sensitive Information pursuant to a "legitimate purposes" and those persons shall be considered as "Insider" and due notice shall be given to such persons to maintain confidentiality of unpublished price sensitive information in compliance with these Regulations.

**"Unpublished price sensitive information"** (UPS) 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, delistings, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel.

**Sharing of UPSI :**

1. 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 SEBI PIT Regulations.
2. 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.
3. 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. 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.

(\* Inserted pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which shall come into effect from 1<sup>st</sup> April, 2019.)

