

SHIVKAMAL IMPEX LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1 INTRODUCTION

SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”) was published in the Official Gazette on January 15, 2015 and it came into force on the one hundred and twentieth day from the date of its publication in the Official Gazette i.e. May 15, 2015. Regulation 8 of the PIT Regulations provides as under:

- (1) *The board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to the aforesaid regulations, without diluting the provisions of the regulations in any manner.*
- (2) *Every such code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.*

Further, SEBI vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 notified on 31st December, 2018, has amended PIT Regulations, which would be effective from 1st April, 2019. As per the amendment, Regulation 3(2A) of the PIT Regulations provides as under:

The board of directors of a listed company shall make a policy for determination of “legitimate purposes” as a part of “Codes of Fair Disclosure and Conduct” formulated under regulation 8.

In pursuance to the above, the Company (Shivkamal Impex Limited) has formulated a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as ‘the Code’).

The Code has been amended by the Board of Directors at its meeting held on April 1st April, 2019 and the revised Code shall be effective from 1st April, 2019.

2 DEFINITIONS

- 2.1 “**Act**” means Securities and Exchange Board of India, 1992 as amended from time to time.
- 2.2 “**Board**” means Board of Directors of the Company.

SHIVKAMAL IMPEX LIMITED

- 2.3 “Chief Investor Relations Officer”** means a person designated as such to deal with dissemination and disclosure of Unpublished Price Sensitive Information in a fair, unbiased and timely manner.
- 2.4 “Company”** means Shivkamal Impex Limited.
- 2.5 “Company Secretary”** means a person appointed by the Board of Directors in accordance with provisions of the Companies Act, 1956 or the Companies Act, 2013.
- 2.6 “Compliance Officer”** means Company Secretary of the Company or in absence of Company Secretary, any senior officer, designated so or in absence of both, the Executive Director or such other senior officer, who is financially literate and is capable of appreciating requirements of legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring and adherence to the rules for preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in this Code of Conduct and Compliance officer shall function and carry out his responsibilities under the overall supervision of the Board of Directors of the Company.

Explanation – for the purpose of this regulation “financial literate” shall mean a person, who has ability to read and understand basic financial statement like Balance Sheet, Statement of Profit and Loss, Cash Flow statement etc.

- 2.7 “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 Act 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

SHIVKAMAL IMPEX LIMITED

- 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 recognised 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 wherein 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;

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

2.9 "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

2.10 "Insider" means any person who is:

- i. a connected person
- ii. in possession of or having access to unpublished price sensitive information

2.11 "PIT Regulations" means SEBI (Prohibition of Insider Trading) Regulations, 2015.

2.12 "Securities" means Securities as defined in Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

2.13 "Unpublished Price Sensitive Information" or "UPS" means any information relating to the 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, Demergers, acquisitions, delisting, disposal and expansion of business and such other transactions;
- v. Changes in Key Managerial Personnel;
- vi. Any other event as may be notified by the Company from time to time.

SHIVKAMAL IMPEX LIMITED

Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

3 MANNER OF DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 3.1. The Company shall ensure prompt, timely and adequate public disclosure of Unpublished Price Sensitive Information, through forums like widely circulated media and/or stock exchanges where the securities of the Company are listed, that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 3.2. The Company shall ensure uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
- 3.3. In order to ensure uniform and universal dissemination of UPSI, the price sensitive information shall be first communicated to the stock exchanges where the Securities of the Company are listed before such information is released to the investors, research analysts, media or any section of people. The same shall also be posted on the website of the Company at <http://www.shivkamalimpex.com/>.

4 CHIEF INVESTOR RELATIONS OFFICER

The Compliance Officer of the Company shall be designated as the Chief Investor Relations Officer to deal with dissemination and disclosure of Unpublished Price Sensitive Information in a fair and unbiased manner.

He/she shall be responsible for determining whether any particular information amounts to UPSI or not and shall also ensure that the Company complies with the disclosure requirements of PIT Regulations on a continuous basis in a timely manner.

5 PROMPT DISSEMINATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION THAT GETS DISCLOSED SELECTIVELY, INADVERTENTLY OR OTHERWISE TO MAKE SUCH INFORMATION GENERALLY AVAILABLE

The Company shall ensure that where any UPSI gets disclosed selectively, inadvertently or otherwise, the same along with any clarification / information, if any, shall be promptly disseminated to the stock exchanges and shall also be posted on the Company's website <http://www.shivkamalimpex.com/>.

SHIVKAMAL IMPEX LIMITED

6 APPROPRIATE AND FAIR RESPONSE TO QUERIES ON NEWS REPORTS AND REQUESTS FOR VERIFICATION OF MARKET RUMORS BY REGULATORY AUTHORITIES

The Chief Investor Relations Officer shall make sure that prompt, appropriate and fair responses are submitted in response to queries raised by media companies in news reports and requests for verification of market rumors by any regulatory or statutory authority.

The Directors and employees shall promptly direct any queries on news reports or requests for verification of market rumors received from any regulatory or statutory authority or from any other source to the Chief Investor Relations Officer in order to enable him to submit responses to the aforesaid queries or requests.

Chief Investor Relations Officer shall be responsible for deciding whether any public announcement is required to be released for issuing clarification, verification or denial on the market rumors, before or after submission of appropriate disclosures as aforesaid.

7 ENSURING THAT INFORMATION SHARED WITH ANALYSTS AND RESEARCH PERSONNEL IS NOT UPSI

All the Directors and employees of the Company shall ensure that any information shared with analysts and research personnel should not be Unpublished Price Sensitive Information. In case, such information is shared inadvertently, the concerned Director or employee shall immediately inform the Chief Investor Relations Officer who shall take immediate steps to publically disseminate such information.

All the meetings or conferences with analysts and research personnel organized by the Company shall be attended by the Chief Investor Relations Officer who shall exercise extreme care and caution while dealing with analysts' questions that raise concerns outside the intended scope of discussion. Unanticipated questions should be taken note of and an expedient response shall be furnished later.

8 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

The Company shall make transcripts or records of the proceedings of meetings with analysts and other investor relations conferences and the same shall be disseminated on Company's website to ensure official confirmation and documentation of disclosures made.

9 HANDLING OF All UPSI ON A NEED-TO-KNOW BASIS

SHIVKAMAL IMPEX LIMITED

All Unpublished Price Sensitive Information shall be handled on a need-to-know basis i.e., such information shall be disclosed to a person only where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and possession of such information will not give rise to any conflict of interest or misuse of such information in any manner.

10 LIMITED ACCESS TO CONFIDENTIAL INFORMATION

All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of PIT regulations.

Files containing confidential Unpublished Price Sensitive Information shall be kept fully secured. Computer files must have adequate security of login and password etc.

11 LEGITIMATE PURPOSE

The term “legitimate purposes” shall include sharing of UPSI 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 the PIT Regulations.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of PIT Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with PIT Regulations.

12 MAINTENANCE OF STRUCTURED DIGITAL DATABASE

The Board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

13 DISCLOSURE

This Code shall be disclosed on the Company’s website at <http://www.shivkamalimpex.com/> and shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.

SHIVKAMAL IMPEX LIMITED

The Company reserves all right to modify and/or make necessary amendments in this Code as it may deem fit. Any amendment to this Code shall be informed to the stock exchange where securities of the Company are listed and shall also be posted on the website of the Company.