

SHREEJI TRANSLOGISTICS LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION [Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

BACKGROUND:

With a view to protect the interests of investors and to strengthen the legal framework, the Securities and Exchange Board of India (SEBI) in exercise of the powers conferred by Section 30 read with Sections 11 and 12A of the Securities and Exchange Board of India Act, 1992 (15 of 1992) has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**the Regulations**”). These regulations shall be applicable to all companies whose shares are listed on stock exchanges.

In terms of the Regulations, it is mandatory for every listed Company to formulate a specific Code of Fair Disclosure of Unpublished Price Sensitive Information.

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company’s securities, to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information. The Company is committed to uniformity, transparency and fairness in dealings with all stakeholders.

DEFINITIONS:

“**Compliance Officer**” for the purpose of this Code means the Company Secretary of the Company. In absence of the Company Secretary, the Board of Directors may authorized such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

“**Insider**” means any person who is:

- i) a connected person as defined under Regulation 2(1)(d) of the Regulations; or
- ii) in possession of or having access to unpublished price sensitive information pursuant to a legitimate purpose.

“**Legitimate purpose**” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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 Regulations.

"Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and

PRINCIPLES OF FAIR DISCLOSURE

The Company shall adhere to the following principles to ensure timely and adequate disclosure of price sensitive information with respect to it and its securities which is likely to affect price of the securities:

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 Company Secretary / 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 make 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, if any, is not unpublished price sensitive information.
7. The Company shall develop and follow 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.

SHARING OF UNPUBLISHED PRICE SENSITIVE INFORMATION FOR LEGITIMATE PURPOSE

The unpublished price sensitive information shall be shared by any person(s) authorized by the Board of Directors or Chief Investor Relations Officer of the Company, only in furtherance of legitimate purpose(s) which shall include the following;

- (i) In the ordinary course of business by any insider or by any Authorized Person with existing or proposed partners, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, valuers, insolvency professionals, other advisors or consultants or business support agents, service providers, in order to avail professional services from them in relation to the subject matter of unpublished price sensitive information.
- (ii) With consultant, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment/ tie-up/ fund raising resulting to unpublished price sensitive information;
- (iii) Where such communication is in furtherance of performance of duty (ies);
- (iv) For discharge of legal obligation(s).
- (v) For any other genuine or reasonable purpose as may be determined by the Chief Investor Relations Officer of the Company.
- (vi) With potential customers, joint ventures partners and vendors essential to fulfill the terms and conditions of business contract.
- (vii) For advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new business opportunities.
- (viii) For statutory consolidation requirements or related customary disclosure obligations;
- (ix) With persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (x) For any other purpose as may be prescribed under the Securities Law or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of the Regulations.

AMENDMENT OR MODIFICATION OF THE CODE

The Board is authorized to amend or modify this Code in whole or in part and may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

Subsequent modification(s)/ amendment(s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

Revision History

Sr. No.	Date of adoption & subsequent modifications	Approved by
1.	12/08/2017	Board of Directors
2.	30/05/2018	Board of Directors
3.	18/03/2019	Board of Directors