

**SHANKARA BUILDING PRODUCTS LIMITED**  
**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF**  
**UNPUBLISHED PRICE SENSITIVE INFORMATION**

## 1. INTRODUCTION

- 1.1 The Securities and Exchange Board of India (“**SEBI**”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“**Regulations**”) on January 15, 2015, effective from May 15, 2015. Pursuant to Regulation 8 of the Regulations Shankara Building products Limited (“**Shankara**” or the “**Company**”) is required to formulate and have published on its website, a code of practices and procedures for fair disclosure of unpublished price sensitive information (“**Disclosure Code**”). Accordingly the board of directors of Shankara (“**Board**”) has formulated this Disclosure Code.
- 1.2 The objective of this Disclosure Code is to ensure timely and adequate public disclosure of unpublished price sensitive information, as defined and understood pursuant to Regulation 2(n) of the Regulations (“**Unpublished Price Sensitive Information**” or “**UPSI**”) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 1.3 The provision of this Disclosure Code shall to the extent relevant, be applicable to communications made through any medium, including social media platforms. Words and expressions used and not defined in this Disclosure Code but defined in the Code of Conduct for Prevention of Insider Trading in the Securities approved and adopted by the Board on 19<sup>th</sup> September, 2016 , and as may be amended from time to time (“**Code of Conduct**”) shall have the meanings respectively assigned to them in the Code of Conduct.

## 2. EFFECTIVE DATE

This Code of Conduct shall be effective from **19<sup>TH</sup> SEPTEMBER, 2016**

## 3. OVERSEEING AND CO-COORDINATING DISCLOSURE

- 3.1 The Board shall appoint a senior officer of Shankara who shall be responsible for overseeing the timely and adequate public disclosure of Unpublished Price Sensitive Information as required under this Disclosure Code and the Regulations (“**Chief Investor Relations Officer**”). In the event that a Chief Investor Relations Officer has not been appointed, and in the absence of the Chief Investor Relations Officer for any reason, the Compliance Officer or such other person as appointed by the Board shall carry out the responsibilities of the Chief Investor Relations Officer as required under this Disclosure Code, and the Regulations.
- 3.2 The Chief Investor Relations Officer shall report to and be answerable to the Compliance Officer.
- 3.3 The responsibilities of the Chief Investor Relations Officer shall include overseeing and co-ordinating the disclosure of price sensitive information to stock exchanges, analysts, shareholders and the media. Routine disclosures to the stock exchanges shall continue to be made by designated officers who have responsibility for making such disclosures.
- 3.4 Any disclosure / dissemination of Unpublished Price Sensitive Information (unless mandated by the Regulations or the Code of Conduct) on behalf of Shankara shall be first approved by the Chief Investor Relations Officer. In the case of doubt as to whether any information is

Unpublished Price Sensitive Information or not, the same shall be referred to Chief Investor Relations Officer.

3.5 In the event of disclosure / dissemination of Unpublished Price Sensitive Information by a Designated Person without the approval of the Chief Investor Relations Officer, such Designated Person shall inform the Chief Investor Relations Officer about such disclosure / dissemination as soon as possible.

3.6 All Unpublished Price Sensitive Information is to be handled on a “need to know” basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within and outside Shankara who need to know such Unpublished Price Sensitive Information to discharge their duty and whose possession of such unpublished price sensitive information will not give rise to a conflict of interest or appearance of misuse thereof.

#### **4. RESPONDING TO MARKET RUMOURS**

4.1 Any query or request for verification of market rumours received from stock exchanges, the press, the media or any other source received by a Designated Person shall ordinarily be directed to the Chief Investor Relations Officer. The Chief Investor Relations Officer shall in turn upon consultation with the Compliance Officer and the relevant Designated Person, respond to the same. In the event that a Chief Investor Relations Officer has not been appointed the Compliance Officer shall consult with the Board in this regard.

4.2 If deemed necessary by the Compliance Officer, the Chief Investor Relations Officer shall make a public announcement for verifying or denying the rumours and thereafter make appropriate disclosures.

4.3 All requests and queries for verifications of market rumours shall be documented as far as practicable. In this regard, the Chief Investor Relations Officer shall request for all queries and requests be made in writing.

#### **5. DISCLOSURE/DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS**

5.1 The Chief Investor Relations Officer shall to the extent possible, be invited to the meetings and conferences with analysts and institutional investors, organized by Shankara.

5.2 All Designated Persons shall adhere to the following guidelines while dealing with analysts and institutional investors:

5.2.1 **Sharing of non-public information:** Investors and analysts should only be given access to generally available information. Designated Persons shall ensure that no Unpublished Price Sensitive Information is shared with analysts and research personnel. However, in the event that any information that is not generally available is provided to an institutional investor, analyst or researcher then Shankara shall ensure that such information is simultaneously made available to the public as well. In any event, disclosure of any information that is not generally available information (irrespective whether such information is price sensitive or not) shall only be made with the prior approval of the Chief Investor Relations Officer.

- 5.2.2 **Handling of unanticipated questions:** Designated Persons shall take extra care and caution while dealing with unanticipated questions during meetings with analysts, brokers, researchers and / or institutional investors. Unanticipated questions should be noted and only be given considered responses (which have been approved by the Compliance Officer). If responding to such unanticipated questions requires dissemination of Unpublished Price Sensitive Information, then the Chief Investor Relations Officer shall first disseminate such Unpublished Price Sensitive Information to the public and only subsequently respond to such unanticipated question.
- 5.2.3 **Simultaneous release of information:** In the event that Shankara proposes to organise meetings with analysts, brokers, researchers and / or institutional investors, the Chief Investor Relations Officer shall to the extent possible ensure that all such meetings are webcasted on the website of Shankara. In the event that webcasting of meetings referred to above is not possible, the Chief Investor Relations Officer shall ensure that Shankara makes a press release, post relevant information on the website of Shankara, or release relevant information or through any other effective medium.

## **6. MEDIUM OF DISCLOSURE / DISSEMINATION**

- 6.1 All material disclosures made by Shankara to stock exchanges shall be updated and maintained on its website i.e., [[www.shankarabuildpro.com](http://www.shankarabuildpro.com)]