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DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE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

***[As approved by the Board of Directors at their meeting held on 11th August 2023
(Effective Date - 11th August 2023)]***

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. PREFACE

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”) mandate every company, whose securities are listed on a stock exchange, to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information. In light of the abovesaid and as part of Sundaram – Clayton Limited’s commitment to transparency and good governance, this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, has been formulated by the Company in accordance with Regulation 8 read with Schedule A of the PIT Regulations.

The object of the Code is to ensure timely, adequate and fair disclosure of events and occurrences that could impact price discovery of the Company’s listed securities in the market and maintain uniformity, transparency and fairness in dealing with all its stakeholders to enable them to take informed investment decisions with regard to the securities of the Company

2. DEFINITIONS

Capitalised terms as used in this Policy (including the Preface) shall have the meanings as indicated in this Paragraph 2 and if not defined in this Paragraph 2 as assigned to such terms in the Preface and other parts of this Policy:

- (a) “**Board**” means the board of directors of the Company.
- (b) “**Code**” means this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- (c) “**Chief Investor Relations Officer**” means the chief financial officer of the Company, appointed in terms of Section 203 of the Companies Act, 2013.
- (d) “**Company**” means Sundaram – Clayton Limited.
- (e) “**Generally Available Information**” means information that is accessible to the public on non-discriminatory basis.

- (f) **“Insider”** “Insider” means any person who is (i) a Connected Person (as defined in the PIT Regulations); or (ii) in possession of or having access to UPSI.
- (g) **“Unpublished Price Sensitive Information”** or **“UPSI”** means any information, relating to the Company or its securities, directly or indirectly, that is not generally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 include but not be 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.

Words and expressions not defined in this Code shall have the same meaning as defined in the PIT Regulations, Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956 and its allied rules, Companies Act, 2013 and rules and regulations made thereunder.

3. PROMPT PUBLIC DISCLOSURE OF UPSI

- 3.1 The Company shall make a prompt public disclosure of UPSI that would impact the price discovery, as soon as credible and concrete information comes into being, in order to make such information generally available.
- 3.2 The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all.
- 3.3 The Company shall uniformly and universally disseminate UPSI in a timely manner, to avoid selective disclosure, by communicating the same to the stock exchanges (on which the securities of the Company are listed) and also disclosing on the Company’s website.

4. DESIGNATION OF CHIEF INVESTOR RELATIONS OFFICER FOR OVERSEEING AND COORDINATING DISCLOSURE

- 4.1 The Chief Investor Relations Officer shall oversee the corporate disclosures

and dissemination of information and disclosure of UPSI, as the case may be.

- 4.2 The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of UPSI to the stock exchanges (on which the securities of the Company are listed), analysts, shareholders and media, and educating staff on disclosure policies and procedures.

5. **UNIFORM AND UNIVERSAL DISSEMINATION OF UPSI**

The Chief Investor Relations Officer shall ensure:

- 5.1 uniform and universal dissemination of UPSI to avoid selective disclosure.
- 5.2 disclosure or dissemination of UPSI shall be approved in advance by the chairman of the Board or in his absence, any managing director or chief executive officer of the Company.
- 5.3 that if certain information is accidentally disclosed without prior approval of the chairman of the Board (or in his absence, any managing director or chief executive officer of the Company), as aforesaid, the Chief Investor Relations Officer shall inform the chairman of such disclosure immediately, even if the information is not considered price sensitive.
- 5.4 prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.
- 5.5 that any information that is in the nature of UPSI, shall be communicated to the Chief Investor Relations Officer. Thereafter, the Chief Investor Relations Officer shall be responsible for continuous and immediate dissemination of such information to the stock exchange on which the securities of the Company are listed.
- 5.6 that the Company shall supplement the disclosure of the information/UPSI released to the recognized stock exchanges by public announcements and / or by simultaneously publishing information on its website.

6. **APPROPRIATE AND FAIR RESPONSE TO QUERIES**

- 6.1 The chairman of the Board or in his / her absence, the managing director or

chief executive officer or the Chief Investor Relations Officer or any other person authorised by the Board (such as a spokesperson) shall give an appropriate and fair response to queries on news reports and request for verification of market rumours by regulatory authorities and/ or the stock exchanges on which the securities of the Company are listed.

6.2 The aforesaid person shall decide whether a public announcement is necessary for verifying or denying any of the news reports or market rumours and take such actions, as may be necessary in this regard.

7. **TIMELY REPORTING OF SHAREHOLDINGS/OWNERSHIP AND CHANGES IN OWNERSHIP**

Pursuant to the receipt of disclosures from the promoters, member of the promoter group, majority shareholders and/or any director of the Company about any acquisition or disposal of securities/shares, the Company will make timely and adequate disclosure of such acquisition or disposal of securities/shares of the Company or any other disclosure as required under the provisions of the PIT Regulations and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) to the stock exchanges where its securities are listed, in such form and manner as prescribed.

8. **DISCLOSURE/ DISSEMINATION OF UPSI**

PIT Regulations permit communication or access to UPSI, relating to the Company or its listed securities to any persons including other Insiders in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Whether sharing of UPSI for a particular instance tantamounts to ‘legitimate purpose’ would entirely depend on the specific facts and circumstances of each case and will be determined by the Company in accordance with the following policy:

8.1 Sharing of UPSI for legitimate purpose:

The UPSI may be shared with the prior approval of the Chief Investor Relations Officer of the Company or any other person(s) authorized by the Board, in furtherance of legitimate purpose(s).

The “legitimate purpose” shall mean sharing of UPSI in the ordinary course of business or on a need to know basis. Legitimate Purpose shall, inter-alia,

include sharing of UPSI on 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, provided that such sharing has not been carried out to evade or circumvent the prohibitions under the PIT Regulations.

Without prejudice to the generality of the foregoing, in following cases which are illustrative in nature, sharing of UPSI would be considered as 'legitimate purpose':

- a) For strategic transactions, including acquisitions, mergers / demergers, divestments, financing, tie-up, joint ventures and similar transactions and due diligence in relation thereto;
- b) For discharge of statutory/ regulatory/ legal obligations including for obtaining regulatory licenses and approvals or registering of any intellectual property rights or legal representations or litigations or in relation to obtaining any opinion or advisory services;
- c) Arising out of genuine or reasonable business purposes/ requirements including requirement for the purposes of promoting the business and strategies of organization. This may requires sharing of information with the promoters and promoters in turn with their promoters on need to know basis.;
- d) Sharing the relevant UPSI by Company or promoter(s) with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to the Listing Regulations;
- e) Sharing of information with lawyers to fulfil any legal obligations related to the Company;
- f) For obtaining various credit facilities or loans, giving guarantees, or providing security from/to banks, financial institutions, or other lenders;
- g) For complying with the judicial orders / directions by regulatory bodies that are binding upon the Company;
- h) For any other purpose as may be prescribed under the Listing Regulations or Companies Act, 2013 or any other law for the time being in force;

- i) Sharing of information with auditors for audit purposes;
- j) For discharge of a fiduciary duty, or in the interest of public shareholders or stakeholders or transactions undertaken with an intent not to make profit or to gain unlawfully or without a view to misuse information, or the like, as may be determined by the chief executive officer of the Company.;

8.2 Process and mode of sharing the information

- a) The following shall be adhered to while sharing the information: the information to be disseminated in soft copies should have adequate password protection;
- b) UPSI should be identified by a code, i.e., folders and files should not have the names of the concerned UPSI before the public announcement;
- c) Sharing of UPSI through electronic mode with specific condition viz., restricting download access, non-copying mode, automatic expiry of access to data, etc.; and
- d) A clear record documenting the distribution of the information including the identity of the recipients and the time of dispatch should be obtained and maintained.

8.3 Pre-requisites

The compliance officer of the Company shall ensure the following before any UPSI is shared pursuant to a “legitimate purpose”:

- a) To satisfy that information is UPSI and that sharing of UPSI is for ‘legitimate purposes’ only;
- b) Inform the recipient person that the information shared is UPSI.
- c) To inform such person who is in receipt of UPSI, the duties and responsibilities attached to the receipt of such UPSI, including maintenance of confidentiality and the liability attached to misuse or unwarranted use of such UPSI.
- d) That non-disclosure/ confidentiality agreements for maintaining strict

confidentiality of the information are executed with the recipient, in this regard.

8.4 Database of Insiders

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall also be considered an “Insider” for the purposes of this Code.

The compliance officer of the Company to be informed of the following information about such persons/ Insiders who are in receipt of UPSI so that a structured digital database of recipients can be maintained by the Company:

- a) Name of such recipient of UPSI;
- b) Name of the organization or entity to whom the recipient represents;
- c) Address and e-mail ID of such recipient;
- d) Permanent Account Number (PAN)
- e) Nature of UPSI
- f) Names of the persons who have shared the information.

The compliance officer of the Company shall also be responsible to ensure that such databases shall be maintained internally and not outsourced with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

Moreover, the compliance officer shall ensure that the database is preserved for a minimum of eight years after completion of the relevant transactions.

9. ONLY PUBLIC INFORMATION TO BE PROVIDED -ANALYSTS/INVESTORS MEET

- 9.1 The Company shall provide only Generally Available Information, namely information that is accessible to the public on a non-discriminatory basis, to analysts, research personnel, institutional investors.

However, if the information given to/shared with analysts, is in the nature of UPSI, the same shall simultaneously be made public through a press release and/or by publication on the Company’s website and disclosure to the stock exchanges (where the securities of the Company are listed).

- 9.2 When the Company organizes meetings with analysts or potential investors post disclosure of financial results, it shall make a press release or post/ publish on its website, relevant information regarding the discussions

that took place, and make relevant disclosures to the stock exchanges (where the securities of the Company are listed).

10. **RECORDING OF DISCUSSION**

In order to avoid misquoting or misrepresentation, it is desirable that at least 2 (two) representatives of the Company be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded. It is also desirable that, if the meeting involves a large gathering, the meeting may be video-graphed.

11. **HANDLING OF UNANTICIPATED QUESTIONS**

The Company shall ensure that all UPSI is shared on a need-to-know basis only, by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. The representatives of the Company should be careful while dealing with questions from analysts, research personnel, investors or other such persons, that raise issues outside the intended scope of such discussion. Any unanticipated questions may be noted and a considered response may be given later. If the answer includes UPSI, then the response should be made generally available before responding.

12. **MEDIUM OF DISCLOSURE/ DISSEMINATION**

12.1 Disclosure/dissemination of information may be done through various media such as publication of results, briefings on meetings with analysts and other investor relations conferences, disclosure on the Company's website and disclosure to the stock exchanges (where the securities of the Company are listed) so as to achieve maximum reach and quick dissemination.

12.2 The Company shall ensure that disclosure of information to the stock exchanges (where the securities of the Company are listed) are made promptly.

12.3 The information filed by the Company with stock exchanges (where the securities of the Company are listed) under continuous disclosure requirements of the Listing Regulations and the PIT Regulations may be made available on the Company's website.

13. **REVIEW**

This Code shall be subject to review or revision by the audit committee of the Company formed by the Board of the Company, at least once in a financial year.



The Board, upon the recommendation of the audit committee and subject to applicable laws, rules and regulations, may amend / substitute any provision(s) with new provision(s) or replace the entire Code in line with the requirement of the applicable laws, rules and regulations.

In any circumstance, where the terms of this Code differ from applicable laws, rules and regulations, such law shall take precedence over this Code.

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the recognized stock exchanges where the securities of the Company are listed. This Code shall also be uploaded on the website of the Company from time to time.

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