

SOMANY CERAMICS LIMITED
Code of Practices and Procedures for
Fair Disclosure of Unpublished Price Sensitive Information
(Pursuant to Reg. 8(1), Chapter – IV of the SEBI (Prohibition of Insider trading) Regulations, 2015)

In adherence to the principles of fair disclosure enumerated under Schedule A to 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 in their meeting held on 11th February, 2019 approved the following Code of practices and procedures of fair disclosure of unpublished price sensitive information (“the Code”) and which will be effective w.e.f. 1st April, 2019:

1. Any material event/ information that could have a bearing on the price discovery of the shares/ securities of the Company shall be promptly disclosed.
2. The Company shall always endeavour to follow utmost standards of disclosures ensuring uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.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Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.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. There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall always endeavour to 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 The Company shall ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
7. Best practices shall be developed and followed 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. All unpublished price sensitive information shall be handled on a need-to- know basis.
9. 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advisors or consultants, shall be considered as “legitimate purposes” for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the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 PIT regulations.

10. 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.
11. 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 due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with SEBI PIT Regulations.

Power of Board of Directors

- The Chief Investor Relations Officer, subject to the approval of Board of Directors, reserves the right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever.
- The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code and to further the objective of good corporate governance.
- The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned.

Disclosure of the Code on Public Domain

- This Code shall be published on the official website of the Company.
- Further, this Code and every subsequent modification, alteration or amendments made thereto, shall be promptly intimated to the stock exchange where the securities of the company are listed.