

Policy on Code of Fair Disclosure of
Unpublished Price Sensitive
Information of
SK International Export Limited

Code of Fair Disclosure of Unpublished Price Sensitive Information
(Effective from December 21, 2018)

Introduction:

In terms of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the “Regulations”), the Company is required, inter alia, to frame a Code of Fair Disclosure of Unpublished Price Sensitive Information (Hereinafter referred to as “the Code”) in relation to the Company and its securities.

The Board of Directors of **SK International Export Limited** has adopted this policy on Code of Fair Disclosure of Unpublished Price Sensitive Information pursuant to the meeting of the Board dated **December 21, 2018** and the Board of Directors may amend this Policy from time to time.

In line with the said Regulations, the following Code of Practices and Procedures has been prepared as follows:

(1) Definitions:

- (a) **“Compliance Officer”** means Chief Financial Officer or Company Secretary or such other senior officer, as designated so and reporting to the board of Directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, and the implementation of the codes and dissemination of information and disclosure of Unpublished Price Sensitive Information under the overall supervision of the Board of Directors of the Company or the Head of an Organization, as the case may be. Such Compliance Officer shall report to the Board of Directors.
- (b) **“Generally Available Information”** means information relating to the Company and its securities, which is accessible to the public on a non-discriminatory basis.

(c) **“Unpublished Price Sensitive Information”** means any information:-

- (i) relating to the Company and its securities, directly or indirectly, that is not generally available to the public which becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to financial results, dividends, changes in the capital structure, mergers, de- mergers, acquisitions, delistings, disposals, expansion of business and such other transactions, changes in Key Managerial Personnel and material events in accordance with the listing agreement.
- (ii) However, the code is not restricted to the information of events mentioned above, and it shall include any, direct or indirect information relating to the Company or its securities.

Words and expressions used and not defined in this code but defined in the Regulations, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

(2) **Corporate Disclosure Policy**

- (a) To ensure timely and adequate disclosure of Unpublished Price sensitive Information.
- (b) To ensure that all Unpublished Price sensitive Information is handled on a need-to-know basis.

(3) **Prompt public disclosure of unpublished price sensitive information**

- (a) Price sensitive information shall be given by the Company to Stock Exchanges and disseminated in terms of the disclosure policy approved by the Board to have uniform and universal dissemination of Unpublished Price Sensitive Information no sooner than credible and concrete information comes into being in order to make such information generally available.

- (b) The Company may also consider ways of supplementing information released to Stock Exchanges by improving investor access to their public announcements.

(4) **Overseeing and co-ordinating disclosure**

- (a) The Company shall designate a senior officer as Chief Investor Relations Officer (CIRO).
- (b) The CIRO shall ensure that the presentations and discussions with analysts and investors is promptly disseminated to stock exchanges through Chief Compliance Officer and ported on the Company's website for the benefit of other shareholders and to avoid selective disclosure.
- (c) The CIRO shall ensure that the information shared with analysts and research personnel is not Unpublished Price sensitive Information.
- (d) As and when the Company organises meetings with analysts, the CIRO shall ensure that the Company shall make a press release or post relevant information on its website after every such meet.
- (e) The CIRO shall also be responsible for 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.

(5) **Responding to market rumours**

- (a) The Company shall ensure to provide appropriate and fair response to queries on news reports and request for verification of market rumours by stock exchanges as per the disclosure policy.
- (b) The Disclosure Committee of executives shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

(6) **Medium of disclosure/dissemination**

- (a) Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- (b) The Company shall ensure that disclosure to stock exchanges is made promptly.
- (c) The Company may also facilitate disclosure through the use of their dedicated internet website.
- (d) The Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
- (e) The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the Company website.