



Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. Introduction

This code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”) has been formulated by SKIPPER LIMITED in pursuance of Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and is based on the Principles mentioned therein.

2. Objective

This Code aims to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price of the Company’s securities. The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

3. Definitions

‘Company’ means SKIPPER LIMITED

‘CIRO’ means Chief Investor Relations Officer

‘UPSİ’ means Un-published price sensitive information

Words and terms used in this Code and not defined herein shall derive the meaning as per the SEBI (Prohibition of Insider Trading) Regulation, 2015, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 or the Companies Act, 2013.

4. Un-published price sensitive information means any information which relates directly or indirectly to the Company and which, if published is likely to affect the price discovery of shares of the Company. The following shall be deemed to be Price Sensitive Information:

- i. Periodical financial results of the Company;
- ii. Intended declaration of dividends (both interim and final);
- iii. Issue of securities, buy- back of securities or any forfeiture of shares or change in market lot of the Company’s shares;
- iv. Acquisition, Merger, De-merger, Delisting, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
- v. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
- vi. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- vii. Changes in Key Managerial Personnel;
- viii. Material events in accordance with the listing agreement; and
- ix. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

5. Prompt Public Disclosure of UPSI

- i. The Company shall promptly disclose UPSI to the Stock Exchanges where the shares of the Company are listed as soon as credible and concrete information comes into being in order to make such information generally available. Upon the information being sent to the stock exchanges, the information shall be deemed to be generally available and shall no longer be treated as UPSI. The Company may consider others ways of supplementing information released to stock exchanges to improve Investor access to such public announcements.
- ii. The Company shall endeavour to make uniform and universal dissemination of UPSI and not on selective basis.
- iii. In the event of disclosure of UPSI selectively, inadvertently or otherwise, the Company shall promptly disseminate such information to the Stock Exchanges to make it generally available.

6. Chief Investor Relations officer (CIRO)

The Company Secretary shall act as the CIRO of the Company.

The CIRO shall be responsible for overseeing, monitoring & coordinating for dissemination of UPSI.

In the temporary absence of CIRO for any reason whatsoever, the Managing Director shall be responsible for dissemination and disclosure of UPSI.

7. Appropriate response to queries on news reports

The CIRO shall fairly and appropriately respond to queries on news reports and requests for verification of market rumours by regulatory authorities.

8. Sharing of information with analysts

The Company shall ensure that information shared with analysts and research personnel are not UPSI.

The Company shall make transcripts of records of proceedings of meetings with analysts and other investors relations conferences and shall upload the same on the website of the Company for making the same generally available.

9. Handling of UPSI on need to know basis

Unpublished Price Sensitive Information shall be handled on a “need to know” basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.