

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

[Under Regulation 8(1) and 9(1) of the Securities Exchange Board of India (Prohibition of Insider Trading Regulations, 2015)]

1. Purpose

The Securities and Exchange Board of India has formulated the SEBI Insider Regulations to prescribe a legal framework for prohibition of insider trading. In terms of the provisions of SEBI Insider Regulations, every listed company is required to formulate a Code of Fair Disclosure. Accordingly, the Company has formulated this Code of Fair Disclosure to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

2. Effectiveness

This Code of Fair Disclosure has been approved by the Board of Directors of the Company and shall be effective from 30th May, 2015.

3. Definitions

Capitalized terms used but not defined herein shall have the same meaning as assigned thereto in the SEBI Insider Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made there under or any other applicable laws or regulations, as the case may be.

"Act" means the Securities Exchange Board of India Act, 1992.

"Board" means Board of Directors of the Company.

"CFO" means Chief Financial Officer as defined in Section 2(19) of the Companies Act, 2013.

"Company Secretary" means the Company Secretary of the Company appointed in terms of the resolution passed by the Board of the Company in compliance of the provisions of the Companies Act, 2013.

"Code of Fair Disclosure" means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information formulated by the Company and as amended from time to time.

"Company" or **"SICL"** means Shivom Investment and consultancy Limited

"Compliance Officer" means Company Secretary of the Company or any other senior officer, designated so from time to time and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI Insider 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in

SEBI Insider Regulations under the overall supervision of the Board of the Company.

"Director" means a member of the Board of Directors of the Company.

"Investor" means analyst, research personnel, securities market professional, individual, institutional investor or potential investor.

"Managing Director" means managing director as defined in Section 2(54) of the Companies Act, 2013.

"Officer" means officer as defined in Section 2(59) of the Companies Act, 2013.

"SEBI Insider Trading Regulations" shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

"SEBI" means the Securities and Exchange Board of India.

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

"Unpublished Price Sensitive Information" 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 restricted to, information relating to the following:

- (i) Financial results
- (ii) Dividend
- (iii) Changes in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnel; and
- (vi) Material events in accordance with the listing agreement.

4. Prompt public disclosure of Unpublished Price Sensitive Information

SICL will comply with all periodic reporting and disclosure requirements contained in the Companies Act, 2013, listing agreement executed with the stock exchanges, SEBI Insider Regulations and other applicable laws. SICL shall make prompt disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. SICL shall disseminate the Unpublished Price Sensitive Information uniformly and universally without any selective disclosure.

5. Prompt disclosure of information that gets disclosed inadvertently or selectively

SICL shall also promptly disseminate the Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available by informing to the stock exchanges where the Securities of the Company are listed. If any Unpublished Price Sensitive Information is inadvertently disclosed without the consultation Company Secretary should be informed about the

same as soon as possible and they may take such action to ensure that such information is generally available.

6. Information shared with analyst and research personnel

SICL shall ensure that the information shared with analyst and research personnel is not Unpublished Price Sensitive Information.

7. Unpublished Price Sensitive Information on need to know basis

Unpublished Price Sensitive Information shall be handled on a need to know basis, i.e. Un published Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and shall not be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

8. Modification and Amendments

SICL reserves all right to modify and/or amend this Code of Fair Disclosure at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.

9 Miscellaneous

9.1 Other requirements

The Company shall ensure the compliance of other application provisions of SEBI Insider Regulations in this regard.

This Code of Fair Disclosure and any amendment thereof shall also be published on the official website of SICL.

For Shivom Investments and Consultancy Limited

Jayanta Gupta
Jayanta Gupta
Company Secretary/Compliance Officer

