

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION
OF
SHRI DINESH MILLS LTD., PADRA ROAD, VADODARA – 390 020**

(Under Regulation 8 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)
(Effective from 15th May, 2015)

1.0 Corporate Disclosure Policy

1.1 To ensure timely and adequate disclosure of price sensitive information, the following norms shall be followed.

2.0 Prompt disclosure of price sensitive information

2.1 The Unpublished Price Sensitive Information shall be given by the Company to stock exchanges and disseminated on a continuous and immediate basis. The said information shall be disseminated in a uniform and universal manner to avoid selective disclosure.

2.2 The Company may also consider ways of supplementing information released to stock exchange by improving investor access to their public announcements.

3.0 Overseeing and co-coordinating disclosure

3.1 Compliance Officer is designated to oversee corporate disclosure;

3.2 This Compliance Officer shall be responsible for ensuring that the Company complies with Continuous disclosure requirements, overseeing and coordinating disclosure of price sensitive information to stock exchange, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

3.3 Information disclosure/dissemination may normally be approved in advance by the official designated for the purpose.

3.4 If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if the information is not considered price sensitive.

3.5 Any unpublished price sensitive information that was disclosed as mentioned in para no.3.4, inadvertently or otherwise, shall be disseminated and made generally available.

4.0 **Responding to market rumour**

- 4.1 The Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumour by exchanges.
- 4.2 The Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumour and then making the disclosure.

5.0 **Timely Reporting of shareholdings/ownership and changes in ownership:**

- 5.1 Disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the listing agreement shall be made in a timely and adequate manner.

6.0 **Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors**

The Company should follow the guidelines given hereunder while dealing with analysts and Institutional investors: -

(i) Only Public information to be provided

The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

(ii) Recording of discussion

In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representative be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.

(iii) Handling of unanticipated questions

The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later.

If the answer includes price sensitive information, a public announcement should be made before responding.

(iv) Simultaneous release of Information

When a Company organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live web casting of analyst meets.

7.0 Medium of disclosure/dissemination

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

8.0 Submission of disclosures and prescribed forms

All submissions, forms etc., envisaged in this Code should be addressed to the Compliance Officer and forwarded to the Secretarial Department of the Company at its Registered Office, for administrative purpose and taking appropriate action.

The Secretarial Department shall acknowledge the receipt of declaration/form.

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