

Date: November 09, 2015

To,  
M/s. Bombay Stock Exchange of India Limited  
PJ Towers,  
Mumbai Samachar Marg, Mumbai - 400 001

M/s. National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai-400051

Dear Sir/Madam,

**Subject: Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information**

**Reference : Company Name : Pennar Engineered Building Systems Limited**  
**Company Symbol: PENPEBS**  
**Security Code : 539333**  
**ISIN : INE455O01019**

With respect to the captioned Issue, we are submitting **Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information** of the Company duly approved by the Board of Directors at its meeting held on November 09, 2015.

Thanking you,

**For Pennar Engineered Building Systems Limited**



Subhash Kishan Kandrapu  
Company Secretary & Compliance Officer  
ACS 32743



## **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

**APPROVED BY THE BOARD OF DIRECTORS ON NOVEMBER 09, 2015**

### **1. Introduction**

- i. Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as Regulations) requires inter alia every listed company to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to the regulations.
- ii. In compliance with the above requirements, the company has introduced a code of practices and procedures for fair disclosure of unpublished price sensitive information (hereinafter referred to as the 'Code').
- iii. This code shall come into force upon listing of the Company's shares on the stock exchanges.

### **2. Prompt disclosure of Unpublished Price Sensitive Information**

- i. Price Sensitive information shall be given by the Company to Stock Exchanges and disseminated on a continuous and immediate basis.
- ii. The Company may also consider ways of enhancing information released to stock exchanges by improving investor access to the public announcement of the Company.

### **3. Uniform and Universal dissemination of Unpublished Price Sensitive Information**

- i. The Company shall make uniform and universal dissemination of unpublished Price Sensitive to avoid selective disclosure to any person.

### **4. Chief Investor Relations Officer**

- i. The Company hereby designates the Company Secretary as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

### **5. Dissemination of Unpublished Price Sensitive Information disclosed selectively**

- i. The Company shall promptly disseminate the unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

### **6. Overseeing and coordinating disclosure**

- i. The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

- ii. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and; overseeing and co-ordinating disclosure of unpublished price sensitive information to stock exchanges, analysts, shareholders, on the website of the company, media and educating staff on disclosure policies and procedure.
- iii. If information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

#### **7. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities**

- i. The Company has laid down procedure for responding to any queries for verification of market rumors by stock exchanges.
- ii. In case if any queries or requests for verification of market rumours is made by the stock exchanges, then the Chief Investor Relations Officer will have to suitably reply to the same in consultation with the Managing Director. The Chief Investor Relations Officer shall on receipt of requests as aforesaid, consult Managing Director as the case may be and respond to the same without any delay.
- iii. The Company will, subject to non-disclosure obligations, aim to provide appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities.
- iv. As a general practice, if the rumour appears in a responsible media channel which has reasonably wide audience and rumour can have material impact on pricing of securities, then the Company would immediately make a proper announcement to present the correct position.

#### **8. Timely Reporting of shareholdings/ ownership and changes in ownership:**

- i. 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.

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

- i. The guidelines given hereunder shall be followed while dealing with analysts and institutional investors:-

- **Only Public information to be provided**

Only public information should be provided to the analyst/ research persons alternatively, the information given to such persons should be made generally available at the earliest.

- **Recording of discussion**

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

- **Prompt release of Information**

The Company will make transcripts or records of the proceedings of the meetings with Analysts, Investor Relation meetings and make available on the website of the Company promptly. The company may also consider live webcasting of analyst meets.

#### **10. 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 Chief Investor relations Officer 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 requirements may be made available on the company website.

#### **11. Unpublished price sensitive information on Need-to-Know basis**

- i. 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 where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

#### **12. Disclosure of Code on Public Domain**

- i. This Code and any amendment thereof will be published on the Company’s website

#### **13. Amendment of the Code**

- i. This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges where the securities of the Company are listed.



**P V Rao**  
**Managing Director**  
**DIN : 03157581**

**Place: Hyderabad**  
**Date: November 09, 2015**