

**CODE OF CONDUCT FOR
UNPUBLISHED PRICE SENSITIVE
INFORMATION (UPS)**

SAWACA BUSINESS MACHINES LIMITED
(CIN: L74110GJ1994PLC023926)

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**CODE OF PRACTICES AND PROCEDURES FOR FAIRDISCLOSURE OF UNPUBLISHED
PRICE SENSITIVE INFORMATION**

This code is framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 as amended (“PIT Regulation”). Terms not specially defined herein shall have the same meaning as assigned to them in the “Code of conduct for prohibition of insider trading in securities of “Sawaca Business Machines Limited” framed in terms of the PIT Regulations (“Code of Conduct”) and the PIT Regulations

1. CORPORATE DISCLOSURE POLICY

- a) To ensure timely and adequate disclosure of Undisclosed Price Sensitive Information (UPSI).
- b) To ensure that all UPSI is handled on a need-to-know basis.
- c) To ensure that UPSI is not shared for any reason, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, or in any other manner permitted under the PIT Regulations.

2. PROMPT PUBLIC DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- a) UPSI shall be promptly disclosed and disseminated, in a uniform and universal manner, by the Company to the stock exchanges in terms of the disclosure policy approved by the Board no sooner than credible and concrete information comes into being in order to make such information generally available
- b) The Company shall avoid selective disclosure of UPSI and, if any UPSI is disclosed selectively, inadvertently or otherwise, the Company shall promptly disseminate the UPSI to make it generally available.
- c) The Company may also consider ways of supplementing information released to stock exchanges by improving investor access to their public announcements.

3. 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 UPSI.
- d) As and when the Company organizes 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. The Company may also consider live web casting of analyst meets.
- 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.

4. 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.

5. 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.

6. POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSES”

- a) “Legitimate purpose” shall include sharing of UPSI in the ordinary course of business on a need to know basis, by an insider with Designated Persons, partners, collaborators, lenders, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations.
- b) Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the PIT Regulations and due notice shall be given to such person which would inter alia include the following:- (i) The information shared is in the nature of UPSI, confidentiality of such UPSI must be maintained, and such UPSI must not be disclosed by the recipient in any manner except in compliance with the PIT Regulations.
 - 1) The recipient must not trade in the securities of the Company while in possession of UPSI.
 - 2) The recipient shall obtain the Company's prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate Purpose for which the Company had provided the UPSI and, pursuant to such written consent, such other purpose would also be considered to be a Legitimate Purpose.
- c) Any sharing of UPSI, other than in compliance with this Code, the Code of Conduct or the PIT Regulations, would be construed as a violation. In case of any violation, disciplinary action would be taken by the Company. The onus lies on the insider to prove to the contrary. Further, the Company shall intimate SEBI about such violations and further directions may be issued by SEBI.
- d) In certain circumstances, sharing of UPSI may be construed as a violation of the PIT Regulations even while it is in pursuit of business interests of the Company. Further, in cases where a person who possesses UPSI is uncertain of whether the UPSI can be shared for a particular purpose, such person may seek clarifications from the Compliance Officer before sharing the information.

7. AMENDMENT

- a) The Board reserves the right to amend or modify this Code in whole or part, in accordance with any regulatory amendment or notification or otherwise, at any time without assigning any reason whatsoever. Any such amended Code will be accordingly updated on the website of the Company.
- b) The Company will also promptly intimate any amendment to this Code for Fair Disclosure to the stock exchanges, as required under the Regulations also disseminate on company's website.

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