



SSF LIMITED

CODE OF PRACTICES AND PROCEDURES

FOR FAIR DISCLOSURE OF

UNPUBLISHED PRICE SENSITIVE INFORMATION



SSF LIMITED

1. Introduction:

- 1.1. The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on January 15, 2015.
- 1.2. Pursuant to Regulation 8(1) of the Regulations, SSF LIMITED is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code").
- 1.3. The Board of Directors of SSF LIMITED has formulated the Fair Disclosure Code and approved the same at its meeting held on 25.05.2019 and the same shall come into force from the date of listing.

2. Scope

- 2.1. SSF LIMITED endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the Regulations, SSF LIMITED has adopted this Fair Disclosure Code.
- 2.2. This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
- 2.3. SSF LIMITED is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. Terms and Definition:

Words and expressions used but not defined in this Code shall have the same meaning as assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or 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 the rules and regulations made there under, as the case may be or in any amendment thereto.

4. Principles of Fair Disclosure:

To adhere to the principles as mentioned in Schedule A to the Regulations, SSF LIMITED shall:

- 4.1. Promptly disclose publicly any UPSI that would impact price discovery no



SSF LIMITED

sooner than credible and concrete information comes into being so that such information is generally available.

- 4.2. (a) Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website;
(b) Disclose press releases issued by it from time to time which are considered to be important for the general public besides putting the same on Company's website;
(c) Put on Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.
- 4.3. Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorized to do so by the Chief Investor Relations Officer (CIRO) or by the Managing Director of the Company.
- 4.4. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" and due notice will be given to such persons to maintain confidentiality of such unpublished price sensitive information.
- 4.5. Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 4.6. Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, etc.

(Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour)
- 4.7. Ensure that information shared with analysts and research personnel is not UPSI.

Details relating to quarterly performance and financial results are disseminated to the shareholders through the press releases and uploaded on the Company's website.

- 4.8. Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of



SSF LIMITED

legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company. The “Policy for determination of “legitimate purposes” is as below:

For determining legitimate purposes, the below mentioned policy shall be adhered to:

- a) UPSI can be shared only on a need-to-know basis and for legitimate purposes and not to evade or circumvent the prohibitions of the Regulations.
 - b) UPSI can be shared in the ordinary course of business only if the same is necessary to be shared in order to complete any task / activity / deal including any other assignment for furtherance of the business interests of the Company.
 - c) Subject to conditions prescribed in (a) and (b) above, UPSI can be shared with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. in respect of proposed assignment or in order to avail professional services from them or other business purposes, as the case may be. UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal obligations.
- 5.** The Board of Directors of SSF LIMITED has appointed a CIRO who will be reporting to the Managing Director of the Company to deal with dissemination of information and disclosure of UPSI. The CIRO may be contacted by e-mail at: ssflimited.secretarial@gmail.com
- 6.** The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.