

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1- Background :

Regulation 8 of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (PIT Regulations), mandates every listed Company to formulate and publish Code of practices and Procedures for fair disclosure of unpublished Price Sensitive Information.

Accordingly, the Company adopts "Essar Shipping Limited- Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information"(hereinafter referred as "Code").

2- Definition

- (a) **Code** means this Code of Practices and Procedures for fair disclosure of unpublished price sensitive information
- (b) **Company** means Essar Shipping Limited
- (c) **Generally Available Information** means information that is accessible to the public on a non-discriminatory basis, such as information published on website of stock exchanges
- (d) **Insider** means any person who is ;
 - (i) A designated person or
 - (ii) In possession of or having access to unpublished price sensitive information
- (e) **Unpublished price sensitive information or UPSI** means any information, relating to a company or its securities, directly or indirectly, that is not generally available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 including but not restricted to , information relating to the following;
 - (i) **Financial results;**
 - (ii) **Dividends;**
 - (iii) **Change in capital structure;**
 - (iv) **Mergers, de-mergers, acquisitions delisting, disposal and expansion of business and such other transactions;**
 - (v) **Changes in Key Managerial Personnel**

Other terms not specifically defined here shall have the same meaning as defined/mentioned under the Code of Conduct for prevention of Insider Trading and SEBI (Prohibition of Insider Trading) Regulations, amended from time to time.

3- Objective

The Code intends to formulate a defined framework and policy for fair disclosure of events and occurrences that can impact price discovery in the market for the securities of Essar Shipping Limited (**'The Company'**) and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

4- Applicability

This policy will be applicable to all the insiders and connected persons w.e.f. April 01, 2019.

5- Principles of Fair Disclosure

The Company shall adhere to the following principles for the purpose of this code:

- Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
- Uniform and universal dissemination of UPSI by adopting a common platform i.e. Stock Exchanges for public disclosure. Once the UPSI is communicated to Stock Exchanges as aforesaid, then other medium of dissemination may also be used to ensure such information is made accessible to the public on a non-discriminatory basis;
- Prompt dissemination of UPSI that gets disclosed selectively or otherwise to make information generally available;
- Appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities;
- No UPSI should be shared with analyst and research personnel. In case any disclosure of UPSI is inadvertently made at a meeting with analysts or at any investors' relation conference, which if made public could materially impact the price of the securities of the Company on the stock exchanges, would be promptly communicated to the stock exchanges on which the securities of the Company are listed, so as to ensure such information is generally available to the public;
- 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.
- Handling of all UPSI on a need to know basis.

6- Process for sharing UPSI

The insider shall conduct the following steps while sharing UPSI ;

- (i) Satisfy that information is UPSI and sharing is for legitimate purpose'
- (ii) Identify the persons with whom the information is to be shared
- (iii) Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement
- (iv) Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, and server with acknowledgement.
- (v) Maintain names of the persons along with PAN (or any other identifier where PAN is not available with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tempering of the database. This database shall be kept confidential.

Legitimate Purpose shall mean sharing of unpublished price sensitive information in the ordinary course of business by an insider with any of the following person;

- a. Auditors and their Staff
- b. Collaborators/business partners
- c. Lenders
- d. Customers
- e. Suppliers
- f. Merchant Bankers and Valuers
- g. Bankers
- h. Legal Advisors
- i. Insolvency Professionals

- j. Any other advisors or consultants or
- k. Any other insider

Provided that such sharing has not been carried out to evade or circumvent the prohibition of the PIT Regulations.

7- Policy Review

The policy shall be reviewed periodically in accordance with review of internal control and check as well as changes or any regulatory requirements from time to time.

In the event of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this Policy

8- Disclosure Requirements

This code and every subsequent modification, alteration or amendment made thereto, shall be intimated to the Stock Exchanges where the securities of the Company are listed and shall also be uploaded on the official website of the Company i.e. www.essar.com