

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES

[Under Regulation 8(1) of the Securities and Exchange Board of India(Prohibition of Insider Trading) Regulations, 2015]

Introduction

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015("Regulations"). As per the Regulation 8 of the said Regulations, the Company is required to formulate Code of Practices and Procedures for Fair Disclosures.

Objective of the Code of Fair Disclosures

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity and transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.

Definitions

"**Compliance Officer**" for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

"**Chief Investor Relations Officer**" means the Compliance Officer of the Company.

"**Unpublished price sensitive information**"(UPSI) means any information, relating to the company or its securities, directly or indirectly, that is not generally available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's, disposals and expansion of business and Such other transactions,
- v) Changes in key managerial personnel; and
- vi) Material events in accordance with SEBI(LODR), 2015.

The company will adhere to the following so as to ensure fair disclosure of events and Occurrence that could impact price of its securities in the market:

1. Norms for disclosure of Unpublished Price sensitive information

a. Prompt public disclosure of unpublished price sensitive information

Unpublished Price sensitive information shall be given by company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website www.smifscap.com order to be accessed by the investors and members of the company i.e., to make the information generally available.

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated.

b. Overseeing and co-ordinating disclosure

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. 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, on the website of the company and media.

c. Responding to market rumors

The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumours by exchanges.

2. Process of disseminating information in order to make the unpublished price sensitive information generally available

- Company shall ensure that disclosure to stock exchanges is made promptly.
- The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
- Further the Company shall ensure that the information shared with the analysts and research personnel is not UPSI.

3. Unpublished price sensitive information on Need-to-Know basis

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.

5. Legitimate Purposes

Legitimate Purpose shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, 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 these regulations. Any person in receipt of Unpublished Price Sensitive Information pursuant to a "Legitimate Purpose" shall be considered an "insider" for purposes of the Regulations and such persons are also required to ensure the confidentiality of Unpublished Price Sensitive Information shared with them, in compliance with the Regulations.

6. Disclosure of Code on Public Domain

This Code and any amendment thereof will be published on the Company's website www.smifscap.com