

CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(As envisaged under SEBI (Prohibition of Insider Trading) Regulation 2015

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") under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May, 2015 and the same have been applicable to all companies whose shares were listed on Indian stock exchanges. The Company is required to formulate Code of Practices and Procedures for 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Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

The Board of Directors of Shradha Projects Limited has always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all stakeholders of the Company. Towards achieving this objective, the Company will adhere to the following principles of fair disclosure of unpublished price sensitive information:

- a) The company will make prompt public disclosure on unpublished price sensitive information to the stock exchange that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b) The Company will make disclosure of unpublished price sensitive information on a continuous, immediate, uniform basis and will be universally dissemination to avoid selective disclosure.
- c) The Company Secretary & Compliance officer of the company shall be designated as Chief Investor Relations Officer. The Chief Investor Relations Officer shall oversee the corporate disclosure and deal with dissemination of information and disclosure of unpublished price sensitive information.
- d) The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise make such information generally available.

- e) The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumors by exchanges. The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumors.
- f) The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- g) The Company will make recordings of proceedings & discussion of meetings with analysts and other investor relations conferences and post relevant information on the official website to ensure official confirmation and documentation of disclosures made.
- h) The Company will handle all unpublished price sensitive information 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.

Disclosure of Code on Public Domain: This Code any amendment thereof will be published on the Company's website www.shradhaprojects.com

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

This code was duly approved by the board in its meeting held on 29th May, 2015 and shall deemed to have come into force from 29th May, 2015.