

Siemens Limited

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015]

- 1. Prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.**

The Company believes in timely, uniform and adequate disclosure of UPSI as per the statutory framework and the Company's communication policies.

- 2. Uniform and universal dissemination of UPSI to avoid selective disclosure.**

The Chief Investor Relations Officer (CIRO) or any Key Managerial Personnel of the Company shall furnish UPSI to the Stock Exchanges. The UPSI shall be hosted on the website of the Company after the information is furnished to the Stock Exchanges.

- 3. Designation of a senior officer as a CIRO to deal with dissemination of information and disclosure of UPSI.**

The Company shall have designated a senior officer as a CIRO.

- 4. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.**

If information is accidentally disclosed, the person making such disclosure shall immediately inform the Chief Investor Relations Officer who shall take all necessary steps to make the information generally available and accessible.

- 5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.**

The Company shall not respond to all speculative media articles or enquiries regarding any activities of the Company and shall make all efforts to clarify rumours and queries requested by regulatory authorities and as required under applicable law, while ensuring that there is no disclosure of information of a confidential nature.

- 6. Ensuring that information shared with analysts and research personnel is not UPSI.**

All Directors, Officers and Employees of the Company shall comply with the following guidelines while dealing with analysts, institutional investors and media:

- Only the Managing Director, Chief Financial Officer and CIRO will deal with the analysts, institutional investors and media.
- All other directors, officer and employees of the Company shall not deal with analyst and media except with the prior approval of the Managing Director.

- iii. Information which is in public domain shall only be provided to the analyst/research persons/large investors, institutional investors and media. However, if any information which is not in public domain is shared, then such information shall be immediately made available in public domain.
- iv. In order to avoid misquoting or misrepresentation, at least two representatives of the Company which shall preferably include Chief Investor Relations Officer shall be present at meetings with Analysts, brokers, Institutional Investors and media. A record shall be maintained for such meetings.
- v. Unanticipated questions shall be taken on notice and a considered response given later. If the answer includes UPSI, a public announcement shall be made before responding.
- vi. When an analyst/investor meet is organized, the presentation used for the meet shall be hosted on the website before every such meet as per the regulatory norms.

7. Developing best practices to make transcripts or records of proceedings of quarterly analyst meets, group meetings with analysts/investors and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

- i. Disclosure/dissemination of information shall be made through various modes so as to achieve good reach and quick dissemination.
- ii. Disclosures shall also be made through the Company's official website.
- iii. The Investor Relations section of the Company's website shall be used to give investors a direct access to analyst briefing material, significant background information, etc.

8. Handling of all UPSI on a need-to-know basis and only for legitimate purposes.

No insider shall communicate, provide, or allow access to any UPSI, relating to the Company or its securities listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Legitimate purpose shall mean sharing of UPSI in ordinary course of business by an insider on a need-to-know basis, with Designated persons, Promoter, Promoter group entities, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants provided such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading), Regulations, 2015 (PIT Regulations).

Any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered an "insider" for purposes of PIT Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the PIT Regulations.

UPSI may also be communicated, provided or allowed access for any purpose as may be prescribed under PIT Regulations.

The Company shall require the parties to whom UPSI is communicated, provided or allowed access to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential and shall not otherwise trade in securities of the Company when in possession UPSI.



The Company while engaging with intermediaries (registered with SEBI) and fiduciaries being professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company, shall seek a confirmation from them as to whether they have internal code of conduct to regulate, monitor and report trading by their designated persons and immediate relative of designated persons towards achieving compliance formulated by their respective organizations pursuant to PIT Regulations.

The Company to maintain a structured digital database containing names of such persons or entities as the case may be with whom UPSI is shared in this regard, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Designated person who is sharing UPSI shall promptly inform the Compliance Officer regarding nature of UPSI shared along with Permanent Account Number and in case of absence of Permanent Account Number, any other identifier authorized by law with whom UPSI is shared for the purpose of updating structured digital database maintained for said purpose.

The responsibility for adherence to this Policy vests entirely with the person who is sharing the UPSI as well as the recipient of the UPSI.