

PNEUMATIC HOLDINGS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF PNEUMATIC HOLDINGS LIMITED

(Pursuant to Sub-Regulation (1) of Regulation 8 of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

(As approved by the Board of Directors of the Company in its meeting held on 29 June 2015)

This 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' (the 'Code') of Pneumatic Holdings Limited (the 'Company') shall be effective from 01 July 2015.

Preface:

1. Securities Exchange Board of India (SEBI) on 15 January 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 15 May 2015.
2. Chapter IV of SEBI (Prohibition of Insider Trading) Regulations, 2015, Regulation 8, provides for the information of a 'Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information' (hereinafter referred to as "Code").
3. The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, the Company notifies the Code.
4. The Code shall be applicable to all the Designated Persons as defined in The Code to Regulate, Monitor and Report, Trading by Insiders' of the Company, as approved by the Board of Directors of the Company in its meeting held on 29 June 2015 (as may be amended from time to time).
5. Any subsequent modification and /or amendments brought about by SEBI in the aforesaid regulations shall automatically apply to the Code.

Principles of Fair Disclosures for purposes of Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information:

1. There shall be prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and



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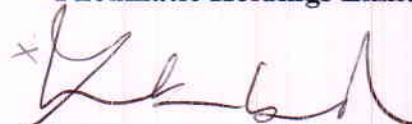
concrete information comes into being in order to make such information generally available.

2. The uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure, shall be ensured.
3. The Company Secretary of the Company or in his/her absence Chief Financial Officer shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Board of Directors shall ensure that appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Board of Directors shall ensure that information shared with analyst and research personnel is not unpublished price sensitive information.
7. The Board of Directors shall develop best practices to make transcripts or records of proceedings of meetings with analyst and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Unpublished price sensitive information shall be followed on a need-to-know basis.

Amendment:

The Company reserves its right to amend or modify the Code in whole or in part, at any time, when it deems appropriate, to suit the requirements under the applicable SEBI Regulations.

**For and on behalf of the Board of Directors
Pneumatic Holdings Limited**


Chairman



Date: 29 June 2015

Place: Pune