

August 13, 2015

To,

1) The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

Code No.:- 517385

2) The Secretary  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai – 400 051

Symphony :- SYMPHONY  
Series :- EQ

3) The Secretary  
Ahmedabad Stock Exchange Limited  
Kamdhenu Complex, Opp. Sahajanand Complex,  
Panjarapole,  
Ahmedabad – 380 015

Code No.:- 51760

**Sub: Compliance under the SEBI (Prohibition of Insider Trading) Regulations, 2015**

Dear Sir,

We wish to inform you that pursuant to regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board at its meeting held today has formulated and approved the followings codes:

- (1) Code of Conduct to regulate, monitor and report trading by Insiders;
- (2) Code of practices and procedures for fair disclosure of unpublished price sensitive information.

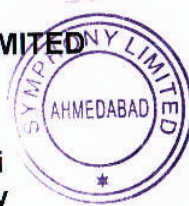
A copy of Code of practices and procedures for fair disclosure of unpublished price sensitive information is annexed herewith and the same is being uploaded on the Company's website.

Thanking you,

Yours faithfully,

For, **SYMPHONY LIMITED**

  
Chandrakant Gandhi  
Company Secretary



Encl: As above

## SYMPHONY CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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

“Symphony Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred as the Code of Fair Disclosure) is framed in line with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code of Fair Disclosure has been adopted by the Board of Directors of the Company at its meeting held on August 13, 2015 and shall be effective with immediate effect.

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code for Disclosure) is based on the facts and circumstances of the trading history and precedence of the company as has been envisaged in Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015. However, while appreciating the history and precedence of the trading and shareholding pattern of the company as well as the conduct of employees and stakeholders, the company will consistently follow its present policy of flow, preservation and dissemination of information.

Notes mentioned herein are the integral part of this Code of Disclosure.

#### Fact:

1. The regulation is based on envisaging market outcome in price of the shares of the company on prospective act in future.
2. The element of uncertainty of likely market outcome in price of the shares of the company is beyond the comprehension of the Company and the future market outcome, besides, may have an influence of inherent vagaries and volatility of capital market; including demand and supply in shares.
3. The shareholding pattern of the company as on 31st March, 2015 is as follows.

Category Code	Category of Shareholder(s)	Number of Shareholder(s)	Total Number of shares	Number of shares held in Dematerialised Form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals/ Hindu Undivided Family	6	18412910	18412910	52.64	52.64	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00

(c)	Bodies Corporate	2	6241600	6241600	17.84	17.84	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others (specify)	0	0	0	0.00	0.00	0	0.00
	<b>SUB TOTAL (A)(1)</b>	<b>8</b>	<b>24654510</b>	<b>24654510</b>	<b>70.48</b>	<b>70.48</b>	<b>0</b>	<b>0</b>
<b>(2)</b>	<b>Foreign</b>							
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	1	1579360	1579360	4.52	4.52	0	0.00
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(c)	Institutions	0	0	0	0.00	0.00	0	0.00
(d)	Any Others	0	0	0	0.00	0.00	0	0.00
	<b>SUB TOTAL (A)(2)</b>	<b>1</b>	<b>1579360</b>	<b>1579360</b>	<b>4.52</b>	<b>4.52</b>	<b>0</b>	<b>0</b>
	<b>TOTAL Shareholding of Promoter and Promoter Group(A) = (1) + (2)</b>	<b>9</b>	<b>26233870</b>	<b>26233870</b>	<b>75.00</b>	<b>75.00</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Public Shareholding</b>							
<b>(1)</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	9	678875	657375	1.94	1.94	N.A	N.A
(b)	Financial Institutions / Banks	2	11388	11388	0.03	0.03	N.A	N.A
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	N.A	N.A
(d)	Venture Capital Funds	0	0	0	0.00	0.00	N.A	N.A
(e)	Insurance Companies [Note 1]	1	38940	38940	0.11	0.11	N.A	N.A
(f)	Foreign Institutional Investors	35	1889359	1886359	5.40	5.40	N.A	N.A
(g)	Foreign Portfolio - Corporate	13	348603	348603	1.00	1.00	N.A	N.A
(h)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	N.A	N.A
(i)	Any Others	0	0	0	0.00	0.00	N.A	N.A
	<b>SUB TOTAL (B)(1)</b>	<b>60</b>	<b>2967165</b>	<b>2942665</b>	<b>8.48</b>	<b>8.48</b>	<b>N.A</b>	<b>N.A</b>
<b>(2)</b>	<b>Non - Institutions</b>						<b>N.A</b>	<b>N.A</b>
(a)	Bodies Corporate [Note 2]	351	1976198	1950198	5.65	5.65	N.A	N.A
(b)	Individuals						N.A	N.A
	i) Individual Shareholders holding nominal share capital up to Rs.1 Lakh	8895	2841388	1931788	8.12	8.12	N.A	N.A
	ii) Individual Shareholders holding nominal share capital in excess of Rs.1 Lakh	4	388467	388467	1.11	1.11	N.A	N.A
(c)	Others						N.A	N.A
	i) Non Resident (Repatriates)	412	228908	95908	0.65	0.65	N.A	N.A

	ii) Non Resident (Non Repatriates)	78	37427	37427	0.11	0.11	N.A	N.A
	iii) Trust	1	600	600	0.00	0.00	N.A	N.A
	iv) Clearing Members	107	17506	17506	0.05	0.05	N.A	N.A
	v) Executive Director, Spouse, Fathers' HUF and Independent Director [Note 2]	4	286971	286971	0.82	0.82	N.A	N.A
	<b>SUB TOTAL (B)(2)</b>	<b>9852</b>	<b>5777465</b>	<b>4708865</b>	<b>16.52</b>	<b>16.52</b>	<b>N.A</b>	<b>N.A</b>
	<b>TOTAL Public Shareholding (B) = (1) + (2)</b>	<b>9912</b>	<b>8744630</b>	<b>7651530</b>	<b>25.00</b>	<b>25.00</b>	<b>N.A</b>	<b>N.A</b>
	<b>TOTAL (A)+(B)</b>	<b>9921</b>	<b>34978500</b>	<b>33885400</b>	<b>100</b>	<b>100</b>	<b>N.A</b>	<b>N.A</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>9921</b>	<b>34978500</b>	<b>33885400</b>	<b>100</b>	<b>100</b>	<b>0</b>	<b>0.00</b>

Note

1	Insurance Company which is a body corporate is classified under the heading of Insurance Companies
2	(A) Executive Director: Total 6,99,902 equity shares (2.00%) held by himself, spouse, two bodies corporate in which Mr. Nrupesh Shah, Executive Director, is substantially interested as a partner and father's HUF. These have been reported in Annual Reports. Mr. Nrupesh Shah is not a promoter director and hence holding classified under 'Others' category. The break up is as under:  (i) 4,13,431 equity shares held by two bodies corporate in which Mr. Nrupesh Shah is substantially interested have been classified under "Bodies Corporate" category.  (ii) 2,86,471 equity shares in aggregate held by himself, spouse and father's HUF classified under 'Others'.  (B) Independent Director: includes 500 equity shares held by Mr. Himanshu Shah, Independent Director which have been reported in Annual Reports
3	N.A. means Not Applicable

Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above)	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	Matthews India Fund	1126560	3.22	0	0	0	0	3.22

2	Rowenta Networks Private Limited	998800	2.86	0	0	0	0	2.86
<b>TOTAL</b>		<b>2125360</b>	<b>6.08</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>6.08</b>

4. The shareholding distribution pattern of the company as on 31st March, 2015 is as under.

No. of Shares	Holders		Holding	
	Folio	% to the total holders	Shares	% to the total shares
Less than 500	9025	90.969	1498224	4.283
5000-1000	420	4.233	353371	1.010
1001-2000	171	1.724	259393	0.742
2001-3000	99	0.998	261919	0.749
3001-4000	35	0.353	124661	0.356
4001-5000	33	0.333	154175	0.441
5001-10000	60	0.605	450189	1.287
More than 10001	78	0.785	31876568	91.132
<b>Total</b>	<b>9921</b>	<b>100.00</b>	<b>34978500</b>	<b>100.00</b>

5. The company is of reasonable view that the shareholding of the promoters having reached the maximum permissible limit of 75% of the total share Capital of the company, the shareholding in public category is not substantial and the shareholding distribution structure amongst the public shareholder is manifesting so insignificant quantity with public shareholders and more particularly considering the ratio of institutional shareholding and non-institutional shareholding the indulgence on their part in the scrip may not have likely material influence on the price discovery of the shares;
6. The spirit of the regulation has been to strike equality of access of information between the act of privileged and unprivileged shareholders in the price discovery of the shares of the company. However, the fact of the company, As can be gathered from the available record as on date, has been that there has not been material trading in terms of shareholding pattern by employees or directors in last five years, in the shares of the company, whose conduct is being intended to be regulated to protect the interest of unprivileged shareholder; Keeping this perspective in mind, the policy is framed as has been envisaged in Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015.

**Events likely to materially affect the price:**

- (i) financial results; as specified in Clause 41 of the Listing Agreement
- (ii) dividends; as and when recommended by the Board of Director
- (iii) change in capital structure; as and when recommended by the Board of Director
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; as specified in Listing Agreement
- (v) changes in Key Managerial Personnel; and; as and when intimation received by the company
- (vi) material events in accordance with the listing agreement.

**Notes:** The following information will not be considered as UPSI on the basis of facts and circumstances.

1. The trades being contrary to the nature of UPSI;
2. Communication of UPSI by any insider, where such communication is legitimately necessary for performance of duties or discharge of legal obligations;
3. The trades were pursuant to a trading plan compliant with the requirements of the regulations;
4. The insider being an innocent recipient of UPSI or placed reliance on information not believed to be UPSI;
5. The trades are made by a duly authorised person other than the insider without any reference to or prior knowledge of the insider although the trades may have been made on behalf of the insider;
6. A person trades on the basis of contents of an information, which later turns out to have contained UPSI illegally procured by someone who is not a connected person, the fact that a bona fide recipient of that information and traded when in possession of that information should not be treated as insider;
7. In situations, where both the buyer and the seller of securities are in possession of identical information, the trade by them will not be considered as insider;
8. Where the person in possession of the UPSI is different from the person who takes the trading decisions and the two are segregated by effective arrangements, the purpose of the prohibition would not be attracted.



In light of the above, in the present Code of Disclosure, the Company intends to ensure the following:

### **Code of Fair Disclosure**

1. The Company will endeavor to promptly disclose unpublished price sensitive information to the public having nature and character of influencing and/or impacting the affairs and operations of the company in significant and material manner, which may impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

### **Note**

- 1.1 The nature and character of information bearing significance and materiality to the operation and affairs of the company would be such UPSI which influences the consolidated net worth of the company or consolidated profit after tax of the company exceeding 50%; for the relevant financial year as a whole.
- 1.2 The nature and character of such information would be deemed to be UPSI, if it results into causing variation in the price of the scrip to the extent of circuit limit as may be prescribed by the Stock Exchange or 20%, whichever is higher on either side from the last traded price on the Stock Exchange, while in possession.
- 1.3 The price discovery for the security would not be exposed, if the prospect of an insider, who is not benefitting by making profit or avoidance of loss from trading when in possession of UPSI. In the absence of the quantifiable benefitting, mere discovery in price in a market through an inter-play of demand and supply, it would not be possible to envisage an insider benefitting from his possession of UPSI and the lack of such information in possession of the others in the market.
2. The Company will designate a senior officer as chief investor relations officer ("Chief Investor Relations Officer") who shall deal with the dissemination of information and disclosure of Unpublished Price Sensitive Information.
3. The Company will endeavor to promptly, uniformly and universally disseminate unpublished price sensitive information having nature and character of influencing and/or impacting the affairs and operations of the company insignificant and material manner, which may impact price discovery to the extent of circuit filter or the 20% of last traded price, whichever is higher to avoid inadvertent selective disclosure or otherwise to make such information generally available.
4. The Company will endeavor to give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.



5. The Company will ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
6. The Company has developed practices to make transcripts or records of proceedings of meeting with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made. The company will review the same from time to time as maybe required on the basis of the facts and circumstances.
7. The Company will handle all unpublished price sensitive information on a need-to-know basis.

**Note:** While appreciating the Shareholding as on date of 31st March, 2015, it appears that in the history of the company since the date of listing on the Stock Exchange, no employee or director of the company, other stake holders in their corporate capacity has ever held the significant shares of the company which can affect the material price discovery process while in possession of UPSI. The company believes that in absence of significant trading by employees, directors or other stakeholders influencing materially price discovery that has taken place in the share price of the company till date, i.e. the loyal conduct and an environment of free, fair, and transparent flow of information based on absolute mutual trust amongst all, deserves appreciation besides continuing the same on as is where basis, instead of framing new policies for flow, preservation and dissemination of information. In light of this history and precedence, the company is of the genuine view that the actions relating to enforcement against insider trading would necessarily depend on the facts and circumstances of each case of indulgence in price discovery based on UPSI as defined herein above.

