



TCI INDUSTRIES LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[UNDER REGULATION 8(1) OF SEBI (PROHIBITION OF INSIDER
TRADING) REGULATIONS, 2015]

(Effective from 1st April, 2019)



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PREAMBLE:

With a view to protect the interests of investors and to strengthen the legal framework, the Securities and Exchange Board of India (SEBI) in exercise of the powers conferred by Section 30 read with Sections 11 and 12A of the Securities and Exchange Board of India Act, 1992 (15 of 1992) has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 and further amended the same vide its notification dated December 31, 2018 issued the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, to put in place a Code of Practices and Procedures for fair disclosure of unpublished price sensitive information.

In terms of the Regulations, it is mandatory for every listed Company to formulate a specific Code of Fair Disclosure of Unpublished Price Sensitive Information.

In order to comply with the requirement of the Regulations, TCI Industries Limited (hereinafter referred to as 'the Company') has formulated a specific Code of Fair Disclosure of Unpublished Price Sensitive Information.

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

DEFINITIONS:

"Compliance Officer" means the Company Secretary or such other senior officer designated so, reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors of the Company.

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

"Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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;



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- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

CODE OF FAIR DISCLOSURE

To achieve the objective of this Code, the Company will adhere to the following principles to ensure timely and adequate disclosure of price sensitive information with respect to it and its Securities which is likely to affect price of the securities:

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available.
2. The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary / Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
7. The Company shall develop and follow best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle all unpublished price sensitive information on a need-to-know basis.



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The Board is authorized to amend or modify this Code in whole or in part and may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

This Code shall be published on the official web site of the Company.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

This Code has been adopted by the Board of Directors of TCI Industries Limited in its meeting held on May 08, 2015 and shall be deemed to have come in to force from May 15, 2015.

Subsequent modification(s) / amendment (s) to SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

SHARING OF PRICE SENSITIVE INFORMATION PURSUANT TO LEGITIMATE PURPOSE

Legitimate Purpose shall include sharing of unpublished price sensitive information in ordinary course of business by an Insider with Partners, Collaborators/ Lenders, Customers, Suppliers, Merchant Banker, 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.

MAINTENANCE OF DIGITAL DATABASE

The Company shall maintain digital database with time stamping and audit trails to ensure non-tampering of the data base containing name and PAN of the person/entity(ies) with whom information is shared pursuant to Legitimate Purposes and name and PAN of Designated Person along with their immediate relatives.

This policy is only internal code of conduct and one of the measures to avoid Insider trading. It will be the responsibility of each employee to ensure compliance of SEBI Guidelines and other related statutes.