

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (CODE)

[Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. Objective:

- 1.1 The Company has a policy of providing timely and credible material information to the investing public, media, etc. consistent with the legal and regulatory requirements and for sharing such information in the ordinary course of business for legitimate business purposes in the interest of the Company.
- 1.2 This Code is formulated pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 laying down the process of fair disclosure in connection with the Unpublished Price Sensitive Information (**UPSI**).
- 1.3 The Company Secretary is designated as Chief Investor Relations Officer (CIRO) to deal with dissemination and disclosure of unpublished price sensitive information (UPSI).
- 1.4 This Code was approved by the Board of Directors of TTK Prestige Limited at their meeting held on March 29, 2019 and shall come into effect from April 01, 2019.

2. Scope of Application of the Code:

- 2.1 The Company endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives and in compliance with the aforesaid Regulations, the Company has adopted this Fair Disclosure Code.
- 2.2 This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
- 2.3 This Code needs to be complied with by Designated Persons and their immediate relatives.

3. The Code:

TTK Prestige has adopted the following principles in connection with this Code:

- 3.1 Establish a mechanism for Identifying information which will be classified as UPSI and mark them as such and maintain a record of all UPSI.

- 3.2 Adopt such process, such that any UPSI is handled only on a need-to-know basis.
- 3.3 Issue a notice to all such designated persons with whom the UPSI is shared for ensuring compliance with the regulations and obtain dated acknowledgment.
- 3.4 Maintain a structural digital data base of such designated persons with whom the UPSI is shared, with adequate safeguards.
- 3.5 Promptly disclose UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 3.6 Ensure UPSI is not selectively disclosed and the same is disseminated uniformly and universally.
- 3.7 Exercise adequate care that UPSI is not shared with Analysts and other research personnel.
- 3.8 Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 3.9 Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 3.10 Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website www.ttkprestige.com to ensure official confirmation and documentation of disclosures made.

4. Definitions / Meaning of Expression:

Words and expressions used and not defined in this Code but defined in the TTK Prestige Limited Prevention of Insider Trading (Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons), Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

5. Procedure:

- 5.1 The Company has nominated a set of Senior Executives called Authorized Spokes Persons who will be authorized to speak about the Company to Analysts, Security dealers and fund managers. "Authorized Spoke Persons" currently consist of Chairman, Managing Director, Chief Investor Relationship Officer (CIRO) and Chief Financial Officer (CFO).
- 5.2 All presentations and communications to the investing community and Press Releases relating to financial matters and other material developments shall be referred to CIRO for vetting before dissemination.
- 5.3 Where any UPSI is required to be shared in the ordinary course of business for legitimate business purpose and in the interest of the Company, such sharing of UPSI with the business partners, collaborators, lenders, customers, legal advisors, auditors, consultants of the Company, prior written permission needs to be obtained from the CIRO before sharing of UPSI.
- 5.4 In all such matters, a prior undertaking to be obtained from such persons with whom the UPSI is shared (duly dated, stamped and signed) accepting the confidentiality terms of the Company and also undertaking to ensure compliance with SEBI (prohibition of Insider trading) Regulations in this regard. The standard undertaking format is available with the secretarial department, which may be obtained, whenever UPSI information is to be shared after approval by the CIRO. All signed and stamped undertakings to be deposited with the CIRO for the purpose of maintaining of such records. Copy of such undertaking may be retained with the concerned employee of the Company.
- 5.5 Any unintended communication of UPSI by any Employee of the Company shall be immediately brought to the notice of CIRO who will ensure that the same is disseminated to the Stock Exchange expeditiously.
- 5.6 Any visit to the Head Office or factories of the Company by any representatives of the investor community shall be arranged only with the prior consent of CIRO / Authorized Spokes Persons and shall be accompanied by a person authorized by any of the Authorized Persons.
- 5.7 Enquiries received from analysts, security holders etc. by any other department other than the investor relations must be forwarded to CIRO. Under no circumstances, any employee shall attempt to handle the enquiries without the prior authorization from CIRO and Authorized Spokes Persons.

5.8 Employees of the Company are required to generally assume that any information relating to the following “explanation clause” is material and non-published and if they have any doubt, they should consult the CISO for clarification.

Explanation Clause: UPSI generally means financial results, financial condition and forecasts, any announcement on future earnings or loss, funding/capital issue proposals, proposed dividend, discussions regarding acquisitions, joint ventures, divestments, change in business, new products, etc. and litigations and any other information which if made generally available is likely to materially affect the price of the Company’s securities.

6. Penalty for violation of the fair disclosure standards:

For violation of fair disclosure standards, the concerned designated person may be subject to penalty by way of wage freeze, suspension, recovery of profit made, claw back, etc.

7. Power of the Board to effect modifications:

The Board shall have the powers to make such changes / modifications in this Code as may be required from time to time to make these Rules more effective and in line with such notifications / changes / amendments made by SEBI.
