

# JAYASWAL NECO INDUSTRIES LIMITED

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This Code has been formulated by Jayaswal Neco Industries Limited in pursuance of Regulation 8 (1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**Regulations**"). The Code is effective from 15<sup>th</sup> May, 2015 and being amended from time to time as per statutory requirements.

### Definitions

**I. "Chief Investor Relations Officer"** means the Company Secretary & Compliance Officer or any other officer of the Company designated by the Board of Directors of the Company.

**II. "Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.

**III. "Unpublished price sensitive information" ("UPSI")** means any information, relating to a company or its securities, directly or indirectly, that is not generally available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;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- v. change in key managerial personnel;

The Company shall adhere to the following practices and procedures to ensure timely and adequate disclosure and proper handling of unpublished price sensitive information which is likely to affect price of the securities: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 The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.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Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosures of unpublished price sensitive information.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 The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.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 render appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company shall develop and pursue the 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 ensure effective handle of all unpublished price sensitive information on a need-to-know basis.
9. The Company shall ensure that UPSI is communicated, provided or is accessible to insiders or procured by any person only in furtherance of legitimate purposes.

#### 9.1 Principles for determination of Legitimate Purposes

Legitimate Purpose shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, 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 the Regulations.

The purposes involving sharing of UPSI which shall be deemed to be legitimate, shall include, but not restricted to the following:

- ▶ Sharing of relevant UPSI in conformity with the statutes applicable to the Company;
- ▶ Sharing of relevant UPSI in conformity to the business of the Company/ is in the ordinary course of business of the Company;
- ▶ If it is undertaken by any person to fulfil the obligation of his/her role with respect to the Company;
- ▶ Sharing of relevant UPSI for facilitating conduct of due diligence for undertaking any transaction in the ordinary course of business;
- ▶ Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations.

9.2 Any person in respect of UPSI pursuant to a "Legitimate Purpose" shall be considered an "Insider" for purposes of the regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the regulations.

The code may be suitably amended or modified by the Board of Directors of the Company from time to time to ensure fair disclosure and proper handling of unpublished price sensitive information.

Pursuant to the provisions of Regulation 8 (1) and (2) of the said Regulations this Code shall be published on the official website of the Company and shall be intimated to the Stock Exchange where the securities of the Company are listed.

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