

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION  
(Amended on 26<sup>th</sup> March 2019)**

(formulated in line with sub-regulation (1) of Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with Schedule A thereof)

In adherence of the principles of fair disclosure enumerated under Schedule A to the SEBI (Prohibition of Insider trading) Regulations, 2015, which stand further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as "SEBI PIT Regulations"), the Board of Directors of the Company viz. TVS SRICHAKRA LIMITED (TSL), would follow the following practice and procedure for fair disclosure of unpublished price sensitive information.

- (A) This code may be called "TSL CODE FOR FDUPSI"
- (B) This code is effective from 15<sup>th</sup> May 2015.

Clauses 9 to 11 incorporated, pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which shall come into effect from 1<sup>st</sup> April, 2019

- (C) Covenants of the Code

1. TSL shall ensure to make prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

"Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business (award or termination of order/contracts not in the normal course of business) and such other transactions;
- (v) changes in key managerial personnel (other than due to superannuation or end of term) and resignation of a Statutory Auditor or Secretarial Auditor.
- (vi) Change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

“Generally available information” means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

2. TSL shall ensure to make uniform and universal dissemination of UPSI to avoid selective disclosure.
3. TSL has designated Chief Financial Officer, as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
4. TSL shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. TSL shall ensure to make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. TSL shall ensure that information shared with analysts and research personnel is not an UPSI.
7. TSL shall developing 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. TSL shall handle all UPSI on a need-to-know basis.

**TVS Srichakra Limited**

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Persons of TSL, who are in possession or access to UPSI shall handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis.

9. Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT regulations.
10. A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
11. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI PIT regulations and due notice shall be given to such persons to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI PIT Regulations