

TTI ENTERPRISE LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

BACKGROUND

The Company believes that compliance of applicable legislations and timely disclosures enhance the image of the Company and create a long term value for all its stakeholders. In line with the aforesaid philosophy of the Company, this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”) has been formulated as per prevailing provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended).

The Code as enumerated below seeks to ensure timely and adequate disclosure of UPSI to the Stock Exchanges wherever the equity shares of the Company are listed and also on the official website of the Company from time to time.

TERMS AND DEFINITIONS

Words and expressions used but not defined in this Code shall have the same meaning as assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

PRINCIPLES OF FAIR DISCLOSURE

To adhere to the principles as mentioned in Schedule A to the Regulations, TTIL shall ensure the following:

1. Prompt public disclosure of UPSI

Prompt public disclosure of any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is readily available to all.

2. Uniform and Universal Dissemination of UPSI - The Company shall undertake :

(a) to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website;

- (b) Disclose UPSI through press releases issued by the Company from time to time and/or personally intimate to all the stakeholders, which are considered to be important for the general public besides putting the same on Company's website;
- (c) Put on Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.

3. Chief Investor Relations Officer to deal with disclosure of UPSI

The Company Secretary of the Company shall act as the “**Chief Investor Relations Officer**” and shall be responsible to deal with dissemination of information and disclosure of UPSI to the Stock Exchanges, wherever the Company is listed and also upload the same on the official website of the Company within the stipulated time.

4. Response to queries on news reports and requests for verification of market rumours

Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, SEBI etc.

5. Prompt dissemination of UPSI in respect of improper disclosure or otherwise

Promptly disseminate UPSI in public domain that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

6. Sharing of information with analyst and research personnel

For developing best practices, transcripts or records of proceedings of the meetings with analysts and other investor relation conferences shall be available on the Website of the Company to ensure official confirmation and documentation of the disclosures made.

7. Handling of all UPSI on need-to-know basis

The Company communicates with its shareholders through meetings. All interactions with all stakeholders are based on generally available information that is accessible to the public on a non-discriminative basis.

Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

8. Policy for Determination of "Legitimate Purposes"

8.1 "Legitimate Purposes" shall include sharing of unpublished price sensitive information 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 these regulations.”

8.2 Any person who receives UPSI for legitimate purposes shall be considered as an Insider.

8.3 Notices have to be given by the Compliance Officer to such insiders to maintain confidentiality of the UPSI in their possession.

8.4. No insider shall communicate, provide, or allow access to any UPSI, relating to the Company to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

8.5 Structured Digital Database of such persons or entities as the case may be with whom UPSI is shared by the Company shall be maintained containing the names of such recipient of such UPSI.

8.6 The Company Secretary & Compliance Officer of the Company shall review the UPSI shared for Legitimate Purposes on regular basis.

AMENDMENT TO THE CODE

This code may be amended, modified or varied by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines. However, if, due to subsequent changes in the law, a particular part thereof becomes inconsistent with the law, in such case the provisions of the law will prevail.

This Modified Code is effective from April 1, 2019.