



TALBROS AUTOMOTIVE COMPONENTS LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

This Code has been formulated in compliance of Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Accordingly, in compliance of the above mentioned requirements of the Regulations, the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Code") as revised w.e.f. April 01, 2019 at the Board Meeting held on February 14, 2019, is hereby framed as under:

1. The Company shall ensure prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available.
2. The Company shall ensure a uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
4. The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
5. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
6. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
7. The Company shall ensure the handling of all UPSI on a need-to-know basis.
8. The Company has designated the Compliance Officer as the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information.

Disclosure for Legitimate Purposes

The UPSI can be shared as an exception by an Insider for Legitimate purposes as per its "Policy for determination of Legitimate Purposes", as appended below provided it is not shared to evade or circumvent the prohibition under this Regulation.

Amendment

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend/ substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code.

In any circumstance where the terms of this Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Code.

Words and expressions used and not defined herein shall have the meaning assigned to them in the Regulations.

Policy for Determination of Legitimate Purposes

[Pursuant to Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015 ("regulation"), will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is formulated in compliance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Objective

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

Legitimate Purposes

"Legitimate Purposes" 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 these regulations."

The UPSI may emanate from any department within the Company and hence the onus shall be on the concerned Head of Department who is the originator of such UPSI to justify the need to share it with other person on the basis of their functional/ legal requirement.