



PTC INDUSTRIES LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES

(last updated & approved at Board meeting dated 25th May, 2015)

**[under Regulation 8(1) of the Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015]**

Regd. Office: Malviya Nagar, Aishbagh, Lucknow – 226 00, U.P.

Tel No: 91-522-2265300/301, Fax No.: 91-522-2265302

Websites: www.ptcil.com

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

1. PREAMBLE

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') in its endeavor to protect the interests of investors in general, mandates all the listed Companies to frame a Code of Practices and Procedure for fair and timely dissemination of unpublished price sensitive information. Accordingly, Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been approved and implemented by the Board of Directors of the Company.

2. APPLICABILITY

These regulations came into force with effect from 15th May, 2015 and the same have been made applicable to your Company i.e. PTC Industries Limited.

3. Objective/ Purposes of the Code of Fair Disclosures

The Code of Practices and Procedures for Fair Disclosures is required by the Company to ensure timely and adequate disclosure of unpublished price sensitive information (UPSI) which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.

Basically, this document embodies the Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company and followed by its Directors, Officers, Employees and Concerned Persons. This Code provides a safe platform to investors for prevention from insider trading & to enable them to take informed investment decisions with regard to the Company's Securities.

4. Definitions

'Company' means **PTC Industries Limited**.

'Compliance Officer' for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

‘Chief Investors Relations Officer’ means Compliance Officer of the Company. The Company Secretary or authorized person by Board will act as Chief Investor Relation officer and shall obtain prior approval of Managing Director and/or CFO depending upon the nature of sensitivity of the information.

“Unpublished price sensitive information” means any information, relating to 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 like; information relating to financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, amalgamation, restructuring , takeover, delisting’s, disposals and expansion of business and such other transactions, changes in Key managerial personnel;and other materials events in accordance with the listing agreements.

5.CODE OF FAIR DISCLOSURE

The Board of Directors of **PTC Industries Limited** have always been in supported position to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. For complying the objective of this Code, the Company and the members of the Board, officers, all employees and concerned persons shall adhere the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

5.1 Prompt Disclosure of Price Sensitive Information

The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery. Such disclosures are made no sooner than credible and concrete information comes into being in order to make such information generally available.

5.2 Uniform and Universal dissemination of Unpublished Price Sensitive Information

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

5.3 Overseeing and co-ordinating disclosure

The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and; overseeing and co-ordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the company and media.

5.4 Process of disseminating information in order to make the unpublished price sensitive information generally available

Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.

Company shall ensure that disclosure to stock exchanges is made promptly. The website of the company may provide a direct link to investors to access the briefing material, significant background information and questions and answers.

5.5 Responding to market rumors & queries on news reports.

The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumors by exchanges.

The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

5.6 Procedure for Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors etc.

- a) Only Public information will be provided to Analysts/Research person and Institutional Investors. Alternatively any unpublished price sensitive information given to Analysts/Research Person should be simultaneously made public at the earliest.
- b) In order to avoid mis-quoting or mis-representing it is desirable that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company.
- c) Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response shall be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.

5.7 Simultaneous release of Information

When a company organizes meetings with analysts or conducts any other investor relations conferences, the company shall make a press release or post relevant information on its official website i.e. www.ptcil.com after every such meet.

5.8 Need to Know

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

6. DISCLOSURES

This Code and any amendment thereof will be published on the Company's official website (www.ptcil.com) and shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.

For PTC Industries Limited

Sd/-
Sachin Agarwal
Managing Director