

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

*[Framed under regulation 8(1) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]*

1. The Company will promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 The Company will make uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. The Compliance officer of the Company will be the chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company will develop 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 The Company will handle of all unpublished price sensitive information on a need-to-know basis.

### **Policy for determination of "Legitimate Purposes"**

A policy for determination of Legitimate Purposes is annexed as **Annexure – A** and forms part of this Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information.

## **POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

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

### **INTRODUCTION:**

The Board of Directors (the "Board") of TCFC Finance Limited, (the "Company"), has adopted the following "Policy for Determination of Legitimate Purposes" ("Policy") as defined below, in compliance with requirement of 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.

### **DEFINITION:**

"**Legitimate Purposes**" means 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 the Regulations.

"**Insider**" Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

### **APPLICABILITY:**

This policy shall apply to every Insider who is in possession or having access of Unpublished Price Sensitive Information.

### **OBJECTIVE:**

The objective of this policy is to preserve the confidentiality and prevent the misuse of UPSI. Every Insider has a duty to safeguard the confidentiality of all such information which he/ she obtained in the ordinary course of business to perform the official duties and they should not use their position to gain personal benefit. To achieve these objectives, the Board of Directors through this policy have allowed the Insiders of the Company to share unpublished price sensitive information for legitimate purpose in the ordinary course of Business.

**RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS:**

The Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

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

**DISSEMINATION OF POLICY:**

This Policy shall be hosted on the Company's website at <http://www.tcfcfinance.com/>