



TVS Electronics Limited

SEBI (Prohibition of Insider Trading) Regulations, 2015

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

This Code has been framed in pursuance to the regulation contained in sub-regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulation, 2015 and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

TVS Electronics Limited (TVSE) has formulated this Code called 'TVSE's Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information' to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with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. Further, the Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

Definitions:

"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.

"Unpublished Price Sensitive Information" means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon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, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) such other information, in the opinion of the Board, if disclosed is likely to materially affect the prices of the securities

The Company will adhere to the following principles so as to ensure fair disclosure of events, occurrence and Unpublished Price Sensitive Information that could impact price of its securities in the market:

1. The Company will make prompt public disclosure of unpublished price sensitive information to stock exchanges and also upload the same on to the website of the



Company in order to be accessed by the members or any stakeholder, to make the information generally available to public.

2. The Company will make, uniform and universal dissemination of unpublished price sensitive information by way of intimation to stock exchanges and other means to improve investor access to their public announcements.
3. The Compliance Officer of the Company shall act as 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 UPSI 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 rumours by regulatory authorities.
6. The Company will ensure that information, if shared, with analysts and research personnel are 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. In respect of unanticipated questions from members or any stakeholder, such questions will be taken note of and a considered response will be given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.
9. The Company will handle all unpublished price sensitive information on a need-to-know basis.
10. This Code shall be published on the official web site of the Company.

Policy For Determination of “Legitimate Purposes”

- i. Legitimate Purposes shall mean sharing of unpublished price sensitive information (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 the Regulations.
- ii. UPSI shall be provided only when needed for legitimate purposes, performance of duties or discharge of legal obligations and shall not share any UPSI to any other person except for the aforesaid purposes.
- iii. Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered as “Insider” for purposes of the Regulations. Due notice shall be given to such persons to maintain confidentiality of such UPSI and such persons shall execute agreements to contract confidentiality and non-disclosure obligations and shall be required to



ensure the confidentiality of UPSI shared with them, in compliance with the Regulations.

- iv. 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 under the regulations along with the Permanent Account Number (PAN) or any other identifier authorised by law where PAN is not available. Such database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

This policy for determination of Legitimate Purpose forms part of this Code.

The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information and may delegate to any Director(s)/Compliance Officer, the authority to amend or modify this Code, in whole or in part, subject to approval of the Board. Subsequent modification(s)/amendment(s) to SEBI (Prevention of Insider Trading) Regulations, 2015 and any amendment thereto shall automatically apply to this Code.

(Updated and Approved by the Board with effect from 01.04.2019)