



***BELIEVE IN THE POWER OF US***

**CODE OF PRACTICES & PROCEDURES FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE  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

## CODE OF PRACTICES & PROCEDURES FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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

### 1. INTRODUCTION

- 1.1. The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) on January 15, 2015.
- 1.2. Pursuant to Regulation 8(1) of the SEBI PIT Regulations, TVS Supply Chain Solutions Limited (the “Company”) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”).
- 1.3. The Board of Directors of the Company has formulated the Fair Disclosure Code and approved the same at its meeting held on August 3, 2023

### 2. SCOPE

- 2.1. The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (“UPSI”) and to prevent its misuse. To achieve these objectives, and in compliance with the SEBI PIT Regulations, the Company has adopted this Fair Disclosure Code.
- 2.2. This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency, and fairness in dealing with all its stakeholders.

### 3. TERMS AND DEFINITIONS

- 3.1. Words and expressions used but not defined in this Code shall have the same meaning 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.
- 3.2. “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis; “Generally Available” with respect to information shall be construed accordingly.
- 3.3. “Unpublished Price Sensitive Information” or “UPSI” means any information, relating to the Company or its securities, directly or indirectly, that is not generally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 of the Company and shall, ordinarily including but not restricted to, information relating to the following:
  - (a) financial results;
  - (b) dividends;
  - (c) change in capital structure;
  - (d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of
  - (e) business and such other transactions; and
  - (f) changes in key managerial personnel.
  - (g) such other information as determined by the Board of Directors/Chief Executive Officer/Chief Operating Officer/Chief Financial Officer from time to time. (Regulation 2(1)(n)).

- 3.4. **“Compliance Officer”** shall have the meaning ascribed to it under the “Code of Conduct for Regulating, Monitoring and Reporting of Trading by Employees and Other Connected Persons”, formulated by the Company, pursuant to Regulation 9 of the SEBI PIT Regulations.

#### **4. CODE OF FAIR DISCLOSURE**

Adhering to the requirements outlined by the SEBI PIT Regulations, including the requirements outlined in Schedule A to the SEBI PIT Regulations, the Compliance Officer, shall ensure:

- 4.1. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 4.2. Uniform and universal dissemination of UPSI to avoid selective disclosure. Speculative disclosures or selective disclosures that could have an adverse impact on the market and the price discovery process shall be avoided.
- 4.3. The Chief Financial Officer of the Company is designated as the Chief Investor Relations Officer (**“CIRO”**) for the purpose of this Code and the SEBI PIT Regulations, to deal with dissemination of information and disclosure of UPSI under the guidance of the Managing Director. CIRO shall coordinate with the Compliance Officer for the purposes of such dissemination and disclosure of UPSI.
- (a) In the event of any UPSI getting disclosed selectively, inadvertently or otherwise, the CIRO shall ensure prompt dissemination of UPSI, so as to make such UPSI generally available.
  - (b) Information disclosure / dissemination of any UPSI shall be approved in advance by CIRO. If UPSI is accidentally disclosed selectively, inadvertently or otherwise in good faith, without prior approval of CIRO, the person responsible for such accidental dissemination of UPSI shall be obligated to inform the CIRO immediately. The CIRO will then promptly disseminate such accidentally disclosed UPSI so as to make it generally available.
  - (c) CIRO shall ensure that the Company complies with disclosure requirements, overseeing and coordinating disclosure of UPSI to stock exchange, analysts, shareholders and media, as the case may be.
  - (d) The Board will ensure that the Code is published on its official website.
  - (e) The Board will further ensure that every subsequent amendment to this Code is intimated to the stock exchanges where the securities of the Company are listed.
- 4.4. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. Any such queries shall be promptly directed to CIRO. CIRO shall decide the responses of the Company in consultation with the Managing Director and the Compliance Officer.
- 4.5. (a) The CIRO shall ensure that no UPSI is shared with analysts, research personnel or during investors meetings.

- (b) The CISO shall follow the following guidelines while dealing with research personnel, analysts, Institutional investors and during investors meetings:
    - (i) Only information to be provided:  
The CISO shall only provide information which is publicly available.
    - (ii) Handling of unanticipated questions/issues raised outside the scope of discussion:  
Unanticipated questions/issues raised outside the scope of discussion with analysts or during investor/press meetings may be taken on notice and a considered response be given later, provided that the response does not fall within the purview of UPSI. It is clarified that such responses are also based solely on information which is publicly available.
  - (c) No UPSI to be provided during the interaction with the Press or while giving interview to any TV Channel.
- 4.6. Developing 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.
- 4.7. The Compliance Officer shall handle UPSI strictly on a *need-to-know* basis.

## POLICY ON DETERMINATION OF LEGITIMATE PURPOSE

[Under Regulation 3(2A) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

### 1. DEFINITIONS

- 1.1. **“Connected Person”** means Connected Person as defined under SEBI PIT Regulations and shall also include promoters and their directors and key managerial personnel. (Regulation 2(1)(d)).
- 1.2. **“Insider”** means any person who is
- (a) a Connected Person; or
  - (b) in possession of or having access to Unpublished Price Sensitive Information according to Regulation 2(1)(g) of the SEBI PIT Regulations.
- 1.3. **“Unpublished price sensitive information or UPSI”** 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:
- (a) financial results;
  - (b) dividends;
  - (c) change in capital structure;
  - (d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  - (e) changes in key managerial personnel; and
  - (f) such other information as determined by the Board of Directors/Chief Executive Officer/Chief Operating Officer/Chief Financial Officer from time to time. (Regulation 2(1)(n)).

### 2. LEGITIMATE PURPOSE

- 2.1. **“Legitimate Purpose”** shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis. The Company may share the UPSI if required in the interest of the Company.
- 2.2. Legitimate Purpose shall *inter alia* include sharing of UPSI on need-to-know basis 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 SEBI PIT Regulations. (Regulation 3(2A) and 3(2B)).
- 2.3. In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:
- (a) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
  - (b) Under any proceedings or pursuant to any order of courts or tribunals;
  - (c) As part of compliance with applicable laws, regulations, rules and requirements;

- (d) Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking;
- (e) Arising out of business requirement including requirement for the purposes of promoting the business and Strategies of business, which may require sharing of information with Promoters and their authorised employees ("Promoters"), and Promoters in turn with their Promoters as well as by Promoters with their advisors, consultants, intermediaries, fiduciaries etc.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an Insider for purposes of the SEBI PIT Regulations and shall comply with the Code.

### **3. PROCESS FOR SHARING UPSI**

The insider may conduct the following steps while sharing UPSI:

- (a) Satisfy that information is UPSI and sharing is for legitimate purpose
- (b) Identify the persons with whom the information is to be shared
- (c) Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement.
- (d) Mode of sharing UPSI shall be either by an email (addressed directly to the insider without marking copies) or hard copy or any other electronic mode or device or provide access to the information, data, server with acknowledgement or verbal exchange.
- (e) Maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared. The 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 database shall be kept confidential.

### **4. POLICY REVIEW**

- 4.1. The Policy shall be reviewed periodically in accordance with review of internal control and check as well as changes or any regulatory requirements from time to time.
- 4.2. In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this.