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Finolex
Cables Limited
AN IS/ISO 9001 COMPANY

FCL: SEC: SE: 2019:120
11th May 2019

The Manager
Listing Department
National Stock Exchange of India Ltd
'Exchange Plaza', C-1, Block G,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sirs,

Sub: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

In terms of the Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, an updated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information was placed before the Board of Directors in its Meeting held on 14th February, 2019 and approved and made as applicable to the Company.

A copy of the said code is enclosed for your records and the same is also made available on the website of the Company at www.finolex.com

We would request you to kindly take the same on record and if necessary arrange to have the same updated on the Website of the Exchange at the earliest.

We thank you for giving your kind attention to this matter.

Yours faithfully
For **FINOLEX CABLES LIMITED**

Gayatri Kulkarni
Compliance Officer

Encl: As stated above

FINOLEX CABLES LIMITED, PUNE

CODES OF PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (the "Code")

The Securities and Exchange Board of India ("SEBI") has vide notification dated 31st December, 2018, amended SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 1st April, 2019. As required under the said amended Regulations, Codes of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Code") has been revised for adoption by the Board of Directors of the Company (the "Board"). The said Code shall supersede the earlier code and as approved by the Board shall be effective from 1st April, 2019.

The said SEBI Regulations, including the amendments, if any, thereto, are applicable to the Company and its employees, their relatives and connected persons as defined in the said SEBI Regulations.

Objective

The objective of the Code is as defined in the said SEBI Regulations as specified therein which includes restriction on communication and trading by insider, disclosure of trading by insider and disclosure of price sensitive information from time to time.

Definitions

Definitions or phrases used in the Code will have the same meaning as mentioned in the said SEBI Regulations or in the Companies Act, 2013 or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

Compliance Officer

The Board of Directors of the Company have appointed and/or designated the Compliance Officer of the Company who is a qualified Company Secretary as "Compliance officer" under the Regulations.

Code of practice and procedure for fair disclosure of Unpublished Price Sensitive Information

1. Prompt public disclosure by the Company 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. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

4. Prompt dissemination by the Company of any unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. Appropriate and fair response by the Company to queries on news reports and requests for verification of market rumours by regulatory authorities.

6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

7. Developing best practices to make transcripts or records of proceedings of meetings, if any, with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

8. Handling of all unpublished price sensitive information on a need-to- know basis in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

9. **Policy for determination of "Legitimate Purposes"**
In accordance with clause 2A of Regulations 3 of SEBI (Prohibition of Insider Trading Regulations, 2015) and any modification(s)/amendment(s) thereto, the sharing of unpublished price sensitive information shall be deemed to be for "Legitimate Purposes" if it satisfies the following criteria:

(i) "Legitimate purpose" shall include 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 said SEBI Regulations.

(ii) Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an "insider" for the purpose of the said SEBI Regulations and due notice shall be given to such person(s) to maintain confidentiality of such unpublished price sensitive information in compliance with the said SEBI Regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him/her, in compliance with the said SEBI Regulations.

(iii) Unpublished price sensitive information, such as Financial Results, declaration of dividends, proposal of corporate restructuring, diversification, expansion acquisition in the stake of other entities etc. shall be handled within the Company strictly on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.

10. A structured digital database shall be maintained by the Company containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number 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.

11. Any amendments that may heretofore be made by SEBI in the said SEBI Regulations shall be deemed to have been incorporated in the Code and be applicable from such date as may be specified by SEBI, in this regard.

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