Indo Thai
trade with confidence

Indo Thai Securities Ltd.
CIN : L67120MP1995PLC008959
Corporate Member : NSE | BSE | MSEI | DP-CDSL

01st April, 2019

To, The Listing Department **BSE Limited** Department of Corporate Affairs Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001	To, The Listing Department **National Stock Exchange of India Ltd.** Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051

Dear Sir/Ma'am,

Subject : Intimation of amendment in Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Reference : ISIN - INE337M01013; Scrip Id-533676; Scrip Code-INDOTHAI

With reference to the abovementioned subject and pursuant to Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, this is to inform you that the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure") has been amended in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The Code of Fair Disclosure shall be effective from 1st April, 2019 and a copy of which is enclosed herewith.

The Code of Fair Disclosure is also available on the website of the Company.

You are requested to please take the same in your record.

Thanking you,

Yours truly,

For Indo Thai Securities Limited

INDO THAI SECURITIES LTD. INDORE

Sanjay Kushwah
(Company Secretary cum Compliance Officer)
Membership No. A49437

Enclosure: As above

Indo Thai Securities Limited

Regd. Office: *Capital Tower, 2nd Floor, Plot Nos. 169A-171, PU-4, Scheme no. 54, Indore (M.P.), 452010*

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

ADOPTION AND APPLICABILITY:

This **Code of Fair Disclosure** is adopted by the Board of Directors in their Meeting held on 14th May, 2015, and effective from 15th May, 2015 in satisfaction of Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and is applicable to all disclosures of Unpublished Price Sensitive Information (UPSI) by Indo Thai Securities Limited (hereinafter referred to as the "Company").

RELEVANT DEFINITIONS:

- **Compliance Officer** : "Compliance Officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

- **Generally Available Information**: "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis;

- **Unpublished Price Sensitive Information**: "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, delisting, disposals and expansion of business and such other transactions;

  (v) changes in key managerial personnel.

Prompt Public Disclosure of Unpublished Price Sensitive Information

The Company shall ensure prompt 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.

Uniform and Universal Dissemination of UPSI

The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

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Designating a Senior Officer as the Chief Investor Relations Officer

The Company Secretary cum Compliance Officer of the Company shall act as the *'Chief Investor Relations Officer'* to deal with dissemination of information and disclosure of unpublished price sensitive information.

Prompt dissemination of UPSI that is disclosed selectively

The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

Response to Regulatory Authorities on market rumours

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

Interactions with Analysts, Investors and Research Personnel

The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

The Company shall develop the best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website www.indothai.co.in to ensure official confirmation and documentation of disclosures made.

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Handling of All Unpublished Price-Sensitive Information

The Company shall handle all unpublished price sensitive information on a need-to-know basis.

Communication or procurement of unpublished price sensitive information by Insider

No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, subject to exceptions as provided in Regulation 3(3) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, subject to exceptions as provided in Regulation 3(3) of SEBI (Prohibition of Insider Trading) Regulations, 2015..

For this section, "Legitimate Purposes" 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 SEBI (Prohibition of Insider Trading) Regulations, 2015.

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Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

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