JINDAL

JINDAL SAW LTD.

March 29, 2019

BSE Limited
P. J. Towers,
Dalal Street,
Mumbai – 400 001
Scrip Code : 500378

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, C-1, Block-G
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
Scrip Code : JINDALSAW

Sub. : Intimation under SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sirs,

Pursuant to the Regulation 8(2) of the SEBI (Prohibition on Insider Trading) Regulation, 2015, as amended, we hereby inform you that the Board of Directors has amended and approved the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and that shall be effective from 1st April, 2019. The above revised Code is enclosed herewith.

This is for your reference and record.

Thanking you,

Yours faithfully,
For JINDAL SAW LIMITED

JINDAL SAW LIMITED * NEW DELHI *

SUNIL K. JAIN
COMPANY SECRETARY
FCS : 3056

Encl. : As above.

JINDAL SAW LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Framed under Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

PREAMBLE

The Securities and Exchange Board of India has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "**Regulations**") on January 15, 2015. As per Regulation 8 read with Schedule A of the Regulations every listed company has to frame a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the 'Code') in order to disseminate 'Unpublished price Sensitive Information' (hereinafter referred to as 'UPSI') universally and not selectively by such companies. This Policy is intended to lay down the principles and practices to be followed by the Company pertaining to universal disclosure of UPSI.

The Company intends to follow best practices, duly complaint with Applicable Law, in the matter of disclosure of UPSL. Accordingly the Code was adopted w.e.f. 15th May, 2015. In view of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board of Directors has amended and approved the code which will be effective from 1st April, 2019.

I. Applicability

This Code shall apply in relation to disclosure by the Company of UPSI. The scope-exceptions as given in Applicable Law shall be applicable for the purpose of this Code as well. Any amendments in the Applicable Law, including any clarification/circulars of relevant regulator, shall be read into this Policy such that the Policy shall automatically reflected the contemporaneous Applicable Law at the time of its implementation.

II. Definitions

"Applicable Law" shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, or any statute, law, listing agreement, regulation, ordinance, rule, judgement, order, decree, bye-law, clearance, directive, guidelines, policy, requirement, notifications and clarifications, circulars or other governmental instructions and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.

"Connected Person" shall mean such persons as defined under the Regulations.

"Chief Investor Relations Officer" means such senior officer of the Company appointed by the Board of Directors of the Company, to deal with disseminations of information and disclosure of UPSI in a fair and unbiased manner.

Unless otherwise designated by the Board, the Company Secretary for the time being of the Company shall be deemed to be the Chief Investor Relations Officer. In case the Board designates any other officer, the name and designation of such officer shall be published on the website of the Company.

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"Generally available information" means information that is accessible to the public on a non-discriminatory basis.

"Insider" means any person who is a connected person or in possession of or having access to UPSI;

"Selected Group of Persons" includes securities analysts or selected institutional Investor, brokers and dealers or their associated persons, investments advisers and institutional managers, investment companies, hedge funds or any other person.

"Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and 'trade' shall be construed accordingly.

"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 include 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 or business and such other transactions ;
v) Changes in key managerial personnel.

All the other terms used in the Code shall have the same meaning as assigned to them under the Regulations.

III. Sharing of UPSI for legitimate purpose

- UPSI is in the nature of information relating to the Company, directly or indirectly, of precise nature that can have an impact on the prices of the securities of the Company if made public.

- Till the UPSI becomes a generally available information, UPSI can be shared only on a need-to-know basis and for legitimate purpose as provided hereunder and not to evade or circumvent the prohibitions of the Regulations :-

    - Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/assignment in relation to UPSI ;

    - Sharing of relevant UPSI with intermediaries/fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional service from them in relation to the subject matter of the UPSI ;

    - Sharing of relevant UPSI with persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants);

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- Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the company's securities on the basis of such information.

- Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations.

IV. Before sharing of the UPSI, the concerned person sharing such UPSI shall comply with the requirements in relation to circumstances and procedure for bringing people 'inside' as provided in Code of Conduct for Prohibition of Insider Trading.

V. The Compliance Officer shall maintain record of the details of the recipients, including their PAN, Address etc., of UPSI on legitimate purpose including the following :-

a. Whether the concerned UPSI is required to be shared?
b. Why the information is required by the recipient?
c. Who had shared the UPSI and whether he was authorised to do so?
d. Whether the Compliance Officer was intimated before such sharing of UPSI?
e. Whether non-disclosure agreements were signed?
f. Whether notice to maintain confidentiality of the shared UPSI has been given?

VI. Functions of the Chief Investor Relations Officer :

- Dealing with universal dissemination and disclosure of UPSI.
- Determination of questions as to whether any particular information amounts to UPSI.
- Determination of response, if any, of the Company to any market rumour in accordance with this Code.
- Dealing with any query received by any Insider about any UPSI.
- Providing advice to any Insider as to whether any particular information may be treated as UPSI.

If an Insider receives a query about any UPSI related to the company, he shall not comment on the same and shall forward such query to the Chief Investor Relations Officer. The Chief Investor Relation Officer shall deal with such query in accordance with Applicable Law and this Code in consultation with Managing Director and CFO.

VII. Disclosure Policy :

The Company shall ensure :

- 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.
- Uniform and universal dissemination of UPSI to avoid selective disclosure.
- If an Insider 'selectively' discloses any UPSI to any person including the Selected Group then prompt disclosure of such information shall have to be made by the Chief Investor Relations Officer to the public. Such disclosure must be made not later than 48 hours after the Chief Investor Relations Officer learns that communication of such UPSI has taken place.
- That information shared with analysts and research personnel is not UPSI.
- 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.

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Subject to Applicable Law methods of public disclosure of information to ensure uniform distribution shall include either of the following :-

- Distributing through Press Releases in newspapers or media including electronic media.
- Filing with the Stock Exchanges.
- Any other method that ensures wide distribution of the news such as webcasts and webinars.
- Uploading the information on the website of the Company.

VIII. Third Party Dealings

The Chief Investor Relations Officer shall ensure that best practices of making 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 are developed by the Company.

The best practices shall include uploading the following information on the website of the company:-

- Any Power Point Presentation or similar material used by the analyst in such meeting on the website of the Company.
- Any earnings guidance or any other similar material distributed during press conference.
- Any material information about business plans of the Company provided in response to analyst queries or during discussions in a meeting or any other information which may lead to price discovery has been shared.

IX. Rumours : Verification of Market Rumours and response to queires

The Chief Investor Relations Officer shall provide appropriate and fair responses to queries in relation to UPSI including any news reports. A 'No Comment' policy must be maintained by the Company and the Chief Investor Relations Officer shall not comment on market rumours except when requested by regulatory authorities or verify such rumours.

X. Need to know handling of UPSI

Company shall handle UPSI only on a need to know basis. UPSI shall be provided only when needed for legitimate purposes, performance of duties or discharge of legal obligations. All insiders shall adhere to conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.

XI. Digital Database

The Company shall maintain a structured digital database containing the names of such persons or entities, as the case may be, with whom UPSI is shared along with the Permanent Account Number (PAN) or any other identifier authorized by law , where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database. The responsibility of maintaining such database shall be of the Compliance Officer or such other person as may be nominated by the Board of Directors.



XII. Amendments to this Code

Any amendment to this Code shall be done through a resolutions passed at the Board Meeting of the Company.

XIII. Posting of the Code.

This Code shall be posted on the website of the Company.

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