**JINDAL COTEX LIMITED**

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Dated: 4th April, 2019

National Stock Exchange Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

**Sub: Revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering to the Principles of Fair Disclosure**

**Symbol: JINDCOT** **Series: EQ** **ISIN: INE904J01016**

Dear Sir/Madam,

Please find attached the revised "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering to the Principles of Fair Disclosure"(Revised Code) in compliance with SEBI (Prohibition of Insider Trading)(Amendment) Regulations , 2018.

The Revised Code shall be available on the website of the company at www.jindalcotex.com

Kindly take the above on record

Thanking you,

Yours faithfully,
For Jindal Cotex Limited,

(Sandeep Jindal)
Managing Director

**JINAL COTEX LIMITED**

**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering to the Principles of Fair Disclosure**

As required under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015, which stand further amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as "the Regulations"), Jindal Cotex Limited, hereby notifies the "**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for adhering to the Principles of Fair Disclosure" (hereinafter referred to as "the Code").**

The Code intends to formulate a framework and policy for fair disclosure of events and occurrences that would impact price discovery in the market for the securities of the company. To achieve this objective, the Board of Directors shall adhere to the principles of fair disclosure mentioned hereunder in letter and in spirit , to ensure fair disclosure of events and occurrence that could impact price of its securities in the market.

**PART A - Definitions**

**" Company "** means Jindal Cotex Limited

**" Board of Directors"** means Board of Directors of Jindal Cotex Limited

**"Compliance Officer "** means the the officer appointed by the Board of Directors as per the Regulations from time to time.

**" Insider"** means any person who is:

I. A connected person
II. In possession of or having access to unpublished price sensitive information

"**Immediate relative**" means a spouse of person , and includes parent , sibling, and child of such person or the spouse, any of whom is either dependent financially on such person , or consults such person in taking decisions relating to trading in securities;

"**Generally**" available information" means information that is accessible to the public on a non – discriminatory basis;

"**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act,1956 (42or1956) or any modification thereof except units of a mutual fund;

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

**"Unpublished Price Sensitive Information or UPSI"** means any information, relating to a Company or its securities, directly or indirectly, that is not Generally Available Information 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;

**Words and Expressions not defined in this code shall have the same meaning as contained in SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992,**

## PART B -Principles of Fair Disclosure for Purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

a. There shall be 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.
b. The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
c. Unless otherwise appointed by the Board of Directors, the Managing Director of the company will act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
d. There shall be prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
e. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
f. It shall be ensured that information shared with analysts and research personnel is not UPSI.
g. The best practices will be developed 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.
h. UPSI shall be handled on a need-to-know basis.

## PART C-Policy for determination of "Legitimate Purposes" (Pursuant to sub- regulation 2 A of Regulation 3)

a. Sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants shall be considered as "legitimate purposes" provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

b. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "Insider" for purposes of the Regulations and due notice shall be given to such person to maintain confidentiality of such USPI in compliance with the said Regulations. Such person is also required to ensure the confidentiality of UPSI shared with him/her, in compliance with the Regulations.

c. UPSI as defined 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.

d. Adequate and effective internal controls will be laid out including entering into Non Disclosure Agreements with connected persons to ensure the confidentiality of UPSI in compliance with the Regulations.

## PART D – Powers of Board of Directors

The Managing Director, subject to the approval of Board of Directors, reserves the right to modify or amend the Code in whole or in part.

The Board of Directors may establish further rules and procedures, from time to time, to give effect to the intent of this Code.

The decision of the Board of Directors with regard to all matters relating to the Code will be final and binding.

## PART E – Disclosure of the Code in Public Domain

The Code shall be published on the official website of the company

Further , this code and every subsequent amendment made thereto, shall be promptly intimated to the stock exchange where the securities are listed.

(Note : Part C incorporated pursuant to SEBI ( Prohibition of Insider Trading ) Amendment, Regulation, 2018 shall come into effect from 1st April, 2019)