TEXMACO INFRASRUCTURE & HOLDINGS LTD

CODE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

I. INTRODUCTION

This Code for Fair Disclosure of Unpublished Price Sensitive Information ("Code") has been formulated by **Texmaco Infrastructure & Holdings Ltd** ("Company") in pursuance of regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"). The Code will be effective from May 15, 2015.

II. PURPOSE

The Code aims to provide a framework of practices and procedures for fair disclosure of events and occurrences which may impact the price discovery in the market for the Securities of the Company listed on the stock exchanges.

III. DEFINITIONS

"**Chief Investor Relations Officer**" means the Company Secretary or any other officer of the Company designated as such by the Board of Directors of the Company.

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

"**Unpublished Price Sensitive Information**" or "UPSI" means any information, relating to the Company or its Securities, directly or indirectly, that is not generally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 and shall, ordinarily including but not restricted to, information relating to the following:-

i) Financial results;

ii) Dividends;

ii) 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; and

vi) material events in accordance with the listing agreement.

The capitalized terms used but not defined herein shall have the meanings as ascribed to such terms in the Regulations.

IV. DISCLOSURE AND HANDLING OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. The Company shall adhere to the following practices and procedures to ensure timely and adequate disclosure of Unpublished Price Sensitive Information (UPSI):

a) The Company shall promptly disclose UPSI to the stock exchanges where the Securities of the Company are listed no sooner than the concrete and credible information comes into being in order to make such information Generally Available Information. The Company shall also upload such UPSI on its official website i.e. www.texinfra.in after the disclosure is made to the stock exchanges.

b) The Company shall make uniform and universal dissemination of UPSI in the manner mentioned above and shall not disclose UPSI on selective basis.

c) The Board of Directors of the Company has designated the Company Secretary as Chief Investor Relations Officer who shall deal with dissemination and disclosure of UPSI.

d) In the event of any UPSI getting disclosed selectively, inadvertently or otherwise, the Company shall promptly disseminate such UPSI to the stock exchanges and on its official website, to make it Generally Available Information.

2. In the event of any query or request for verification about news reports or market rumours by regulatory authorities, the Chief Investor Relations Officer shall fairly and appropriately respond to such queries and requests.

3. The Company shall ensure that the information shared with analysts and research personnel is not UPSI.

4. In order to avoid misrepresentation or misquoting, endeavor shall be made that atleast two Company representatives are present in the meetings or conference calls with analysts, brokers or institutional investors. The transcripts of aforesaid conference calls or record of the proceedings of the meetings shall be made available on the website of the Company in order to make the information shared with analysts, brokers or institutional investors, Generally Available Information.

5. There shall be limited access to UPSI. UPSI will be disclosed on need to know basis only to those persons who need the information for legitimate purposes to discharge their duty or legal obligations.