

Date: 27th May, 2015

Ref: TRIL/SECT/2015-16/NSE-BSE/COMPL/05

To, The Secretary Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400023 Fax no: (022) 2272 3121/ 2272 3719	To, The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai-400051 Fax no: (022) 2659 8237/ 38
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Dear Sir,

SUB: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

In compliance with Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, we would like to inform you that the Company has adopted and approved "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" which is effective from 15th May, 2015. The said Code has been uploaded on the Company's website www.transformerindia.com

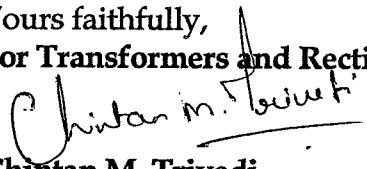
Further the Company has also adopted and approved the "Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" which is effective from 15th May, 2015 pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has also been disseminated to the employees of the Company for their information and compliance.

Request you to please take the same on your records.

Thanking you,

Yours faithfully,

For Transformers and Rectifiers (India) Ltd


Chintan M. Trivedi
Company Secretary

Encl: Code for Fair disclosure

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Disclosure of Unpublished Price Sensitive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



Introduction:

This Code has been framed in pursuance to the regulation contained in sub regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulation, 2015 and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information. This Regulation will be effective from 15th May, 2015.

This Code shall be published on the Official website of the Company.

Definition:

"Compliance Officer" for the purpose of this regulation means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorise such officer of the Company to discharge the duties of Compliance Officer under these regulations.

"Chief Investors Relation Officer" means Compliance Officer of the Company.

"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, delistings, 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

Code of Fair Disclosure:

The Company will adhere to following principles so as to ensure fair disclosure of events, occurrence and Unpublished Price Sensitive Information that could impact price of its securities in the market:

1. The Company will make 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.



2. The Company will make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Compliance Officer of the Company shall act as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company will 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.
8. The Company will handle all the unpublished price sensitive information on a need-to-know basis.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.
