T T LIMITED

(CIN NO.-L18101DL1978PLC009241)
879, MASTER PRITHVI NATH MARG
OPP: AJMALKHANPARK, KAROL BAGH,
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29th May, 2019

M/s National Stock Exchange of India Ltd
"Exchange Plaza"
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (E), Mumbai-400051
Ph: 022-26598100-8114

Bombay Stock Exchange Limited
Floor 35, P.J. Towers
Dalal Street
Mumbai-400001
Fax-022-22722061/41/39/37

Reg: Scrip Code:TTL/ 514142
Sub: Code of practices & procedures for fair disclosure of unpublished price sensitive information as per the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018

Dear Sir,

Kindly note that the Board of Directors of the Company has adopted revised Code of practices & procedures for fair disclosure of unpublished price sensitive information, in compliance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. We are enclosing hereto Code of Fair Disclosure.

You are requested to take the above on your record.

Thanking You
Cordially Yours
For T T Limited

T.T. LIMITED 879, Master P.N.Marg, Karol Bagh, N. Delhi-5

Neha Lakhera
Company Secretary
ACS31978

T T LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

1. Preface:

In an endeavor to preserve the confidentiality of Unpublished Price Sensitive Information ("UPSI") and to prevent its misuse in the day–to–day business affairs along with an aim to promote the culture of fair disclosure of information in due compliance with the Principles of Fair Disclosures as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as "SEBI (PIT) Regulations"), the Board of Directors of T T Limited. ("the Company") has formulated a Code of Conduct to be known as **"TTL Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information"** (hereinafter referred as "Code for Fair Disclosure of UPSI" or "Code").

The Code is subject to review by the Board of Directors as and when deemed necessary.

This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.

This revised Code is effective from April 01, 2019.

2. Objects of the Code:

The Code aims at:

i. Preventing the misuse of UPSI within the Organization and practice of selective disclosures to the public;

ii. Acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

3. Compliance officer and Chief Investor Relations Officer:

The Company Secretary or any other senior officer duly authorized by the Board of Directors of the Company, shall act as the Compliance officer and Chief Investor Relations Officer ("CIRO"), who would be responsible for satisfactory discharge of the duties and responsibilities laid down under this Code. The CIRO may be contacted by email at: investors@ttlimited.co.in.

The Company through its Compliance officer and CIRO is committed to ensure timely and accurate disclosures based on applicable legal and regulatory requirements.

4. **Procedural aspects involved in complying with the principles of fair disclosure of information:**

S. No.	Principle	Procedure
1.	**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.**	In this regard, to ensure fair and timely disclosure of information that would have direct impact on the market price of the securities, the Company generally follows the below-mentioned procedure: (i) Intimates the Stock Exchange(s) well in advance about the Board Meeting in which any such proposal is to be considered; (ii) Intimates the outcome of the said Board Meeting within, stipulated time periods; (iii) Updates the Stock Exchange(s) about the current happenings in respect of the events that have direct bearing on the market sentiments for onward dissemination to the public at large.
2.	**Uniform and universal dissemination of UPSI to avoid selective disclosure.**	To ensure that the UPSI is evenly and properly disseminated, the Company generally, in compliance with the provisions of applicable statues, follows the following procedure & practices:- (i) Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period; (ii) Publicize the said information in the Newspapers, wherever mandated under various Statutes; (iii) Uploading the said information on the Official Website under Investors' section as early as possible or as is stipulated under various Statutes;
3.	**Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.**	If any information gets disclosed selectively, inadvertently or otherwise, the Company: i. intimates the facts and rectified information to the Stock Exchange(s), where the securities of the Company are listed, for onward dissemination to the shareholders; ii. Publicize the facts and rectified information, if required, in the Newspapers.

4.	**Appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities.**	Any whole time Director of the Company and/or the Compliance Officer and/or the Investor Relations Team and any other spokesperson shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.
5.	**Ensuring that information shared with analysts and research personnel is not UPSI.**	The CIRO/ respective Departmental Heads takes all necessary measures to ensure that no UPSI is being disclose to analysts and research personnel.
6.	**Handling of all UPSI on a need – to – know basis.**	The Company has in place various suitable safeguards, including *"Code of Conduct for regulating, monitoring and reporting of trading in securities by Designated Persons"* to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.
7.	**Policy for Determination of Legitimate Purpose for sharing of UPSI.**	The Company has in place a policy for determination of legitimate purpose for sharing of UPSI. The same is attached as **Annexure A** to this Code.

5. **Declaration:**

The Company hereby declares that all requisite measures shall be taken to ensure adherence with the principles of fair disclosure of UPSI.

Annexure A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE FOR SHARING OF UPSI

[Framed under Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. INTRODUCTION:

This Policy has been framed in compliance with the provisions of Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ["SEBI (PIT) Regulations"].

This Policy will be applicable to all "Insider(s)".

2. DEFINITION:

Insider means any person in receipt of UPSI of the Company shall be considered as an Insider for the purpose of this Policy and SEBI (PIT) Regulations.

Legitimate Purpose means sharing of UPSI by the Company for any purpose satisfying the following factors :-

i. Must be shared in the ordinary of course of business;
ii. Required to be done in furtherance of fiduciary duties or in fulfillment of any statutory obligation;
iii. Information shared is in the interest of other Stakeholders; and
iv. Information is not being shared for personal benefit but may result in personal gain consequently.

3. SHARING OF UPSI:

The Company, in its ordinary course of business, shares UPSI, **for legitimate purpose**, 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 this Code and SEBI (PIT) Regulations.

Explanation: For the Company its "Ordinary course of business" includes regular and usual day to day transactions, general customs and practices of a business performed in the Company.

4. COMMUNICATION PURSUANT TO SHARING OF UPSI:

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an Insider and due notice shall be given to such Insider to maintain confidentiality of such UPSI in compliance with SEBI (PIT) Regulations.

The Communicates shall require to execute Non- Disclosure agreements with the Company, to contract confidentiality and non-disclosure obligations on the part of receivers of such UPSI and such outside parties shall keep information so received confidential, and shall not trade in securities of the Company when in possession of UPSI.

The Company shall take requisite information before communicating UPSI to such persons as per the internal policy of the Company, including but not limited to:

i. Full name of the recipient of UPSI;
ii. Name of the entity whom the recipient represents;
iii. Complete residential address of recipient & registered office address of the recipient entity; and
iv. Permanent Account Number or other identifier authorized by law in case Permanent Account Number is not available of the recipient and his entity.

5. AMENDMENT:

In case there are any regulatory changes requiring modification to this policy, the same shall be reviewed and amended with the approval of the Board of Directors