Triveni
ENGINEERING & INDUSTRIES LTD.

CORPORATE OFFICE
8th Floor Express Trade Towers, 15-16, Sector 16A, Noida - 201301, U.P., India
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W: www.trivenigroup.com

By Email/Courier

REF:TEIL:SE:

Date: 16th May, 2015

| | |
|---|---|
| The Deputy General Manager<br>Department of Corporate Services,<br>BSE Limited<br>1st Floor, New Trading Ring,<br>Rotunda Building, P.J. Tower,<br>Dalal Street, Fort,<br>MUMBAI - 400 001 | The Asst. Vice President,<br>Listing Department<br>National Stock Exchange of India Ltd.,<br>Exchange Plaza, 5th Floor,<br>Plot No. C/1, G Block,<br>Bandra-Kurla Complex, Bandra (E),<br>MUMBAI - 400 051 |
| **STOCK CODE: 532356** | **STOCK CODE: TRIVENI** |
| Sub: **Confirmation of formulation of Codes under SEBI (Prohibition of Insider Trading) Regulations 2015** | |

Dear Sirs,

Pursuant to the provisions of Regulations 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular No.CIR/ISD/01/2015 dated 11th May, 2015, we wish to confirm that the Company has formulated:

1. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (copy enclosed), and the same is being published on the official website of the Company; and
2. Code of Conduct to Regulate, Monitor and Report Trading by insiders.

You are requested to take the above on record and disseminate to all concerned.

Thanking you,

Yours faithfully,
**For TRIVENI ENGINEERING & INDUSTRIES LTD.,**

**GEETA BHALLA**
Group General Manager &
Company Secretary

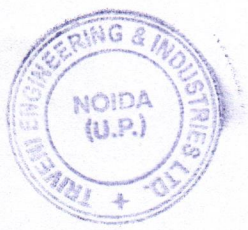
Encl: As above

# CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

## OF

## TRIVENI ENGINEERING & INDUSTRIES LIMITED

**EFFECTIVE FROM 15th May 2015**



## 1. Purpose

The Securities and Exchange Board of India has formulated the SEBI Insider Regulations *(as defined below)* to prescribe a legal framework for prohibition of insider trading. In terms of the provisions of SEBI Insider Regulations, every listed company is required to formulate a Code of Fair Disclosure. Accordingly, the Company has formulated this Code of Fair Disclosure to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

## 2. Effectiveness

This Code of Fair Disclosure has been approved by the Board of Directors of the Company and shall be effective from 15th May, 2015.

## 3. Definitions

Capitalized terms used but not defined herein shall have the same meaning as assigned thereto in the SEBI Insider Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder or any other applicable laws or regulations, as the case may be.

**"Act"** means the Securities Exchange Board of India Act, 1992 (15 of 1992).

"**Board**" means Board of Directors of the Company.

"**CFO**" means Chief Financial Officer as defined in Section 2(19) of the Companies Act, 2013.

"**CIO**" means Chief Investor Relations Officer of the Company.

"**Company Secretary**" means the company secretary of the Company appointed in terms of the resolution passed by the Board of the Company in compliance of the provisions of the Companies Act, 2013.

"**Code of Fair Disclosure**" means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information formulated by the Company and as amended from time to time.

**"Company"** means Triveni Engineering & Industries Limited

TRIVENI ENGINEERING & INDUSTRIES LTD. NOIDA (U.P.)

"**Compliance Officer**" means Company Secretary of the Company or any other senior officer, designated so from time to time and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI Insider Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in SEBI Insider Regulations under the overall supervision of the Board of the Company.

"**Investor**" means analyst, research personnel, securities market professional, individual, institutional investor or potential investor.

"**Managing Director**" means managing director as defined in Section 2(54) of the Companies Act, 2013.

"**Officer**" includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose direction or instructions the board of director or any one or more of the directors is/are accustomed to act.

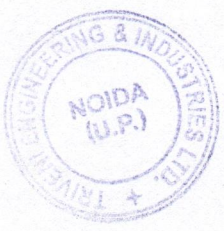
"**SEBI Insider Regulations**" shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

"**SEBI**" means the Securities and Exchange Board of India.

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

"**Unpublished Price Sensitive Information**" 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 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, disposal and expansion of business and such other transactions;
(v) changes in key managerial personnel; and
(vi) material events in accordance with the listing agreement.



## 4. Prompt disclosure of Unpublished Price Sensitive Information

The Company will comply with all periodic reporting and disclosure requirements contained in the Companies Act, 2013, listing agreement executed with the stock exchanges, SEBI Insider Regulations and other applicable laws.

The Company shall make prompt disclosure of Unpublished Price Sensitive Information that would impact the price discovery and will also consider from time to time ways of supplementing the Unpublished Price Sensitive Information released to stock exchanges by improving investors access to public announcement.

## 5. Overseeing and Co-ordinating disclosures

**5.1** The Compliance Officer will oversee the Corporate Disclosures and will be responsible for the dissemination and disclosure of Unpublished Price Sensitive Information to the Stock Exchanges on which the securities of the Company are listed.

**5.2** The following officials shall act as "CIO" of the Company to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information with the Investors/Media in co-ordination with the Managing Director(s) of the Company:

- Group CFO; and
- Group General Manager (Investor Relations & Value Creation)

**5.3** The Compliance Officer shall also promptly disseminate the Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available by informing to the stock exchanges where the Securities of the Company are listed. If any Unpublished Price Sensitive Information is inadvertently disclosed without the consultation of the Managing Director(s), the person responsible shall inform the Compliance Officer/CIO as the case may be, immediately for dissemination of the information so as to make it generally available.

## 6. Response to queries on market rumors

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. The Compliance Officer/CIO shall in consultation with the Managing Director(s) also decide whether a public announcement is necessary for verifying or denying rumors and in case it is necessary, the Company should make a public announcement for either verifying or denying the rumors.



## 7. Information shared with analyst and research personnel

The Company shall ensure that the information shared with analyst and research personnel is not Unpublished Price Sensitive Information and follow the guidelines given hereunder while dealing with analysts and institutional investors

(i) **Only public information to be provided** – The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

(ii) **Recording of discussion –** In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.

(iii) **Handling of unanticipated questions** – The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response may be given later. If the answer includes price sensitive information, a public announcement should be made before responding.

*(iv)* ***Investors Conference Calls*** After issuance of each quarterly financial results, the Company may hold an Investors conference call. The Company will furnish the Investors brief to the stock exchanges where its Securities are listed before the commencement of Investors conference call. The Company will also make available the transcript of the conference call at its website.

## 8. Unpublished Price Sensitive Information on need to know basis

Unpublished Price Sensitive Information shall be handled on a need to know basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and shall not be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

## 9. Modification and Amendments

The Company reserves all right to modify and/or amend this Code of Fair Disclosure at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.

This Code of Fair Disclosure and any amendment thereof shall also be published on the official website of the Company.

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