

PTL ENTERPRISES LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preamble

SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'Regulations' notified on 15.01.2015 shall come into force with effect from 15.05.2015.

Clause 8 of the Regulations mandates the Board of Directors of every listed company to formulate a Code of Practices & Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) that it would follow in order to adhere to each of the Principles set out in Schedule A to the Regulations, without diluting the provisions of these regulations in any manner.

Accordingly this policy has been formulated based on the principles of Fair Disclosure of unpublished price sensitive information as set out in Schedule A of the Regulations.

CODE OF PRACTICES & PROCEDURES -

1. Person responsible to deal with dissemination of Information & disclosure of Unpublished Price Sensitive Information (UPSI)-

- 1.1. The Company has designated the Company Secretary as Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information (UPSI) to Stock Exchanges.
- 1.2. The Directors of the Company shall be responsible for guiding/ assisting the CIRO in discharging his responsibility under this Code.
- 1.3. The CIRO shall be responsible for ensuring that the Company complies with disclosure requirements as provided in Code for Prevention of Insider Trading, overseeing and coordinating disclosure of Unpublished Price Sensitive Information (UPSI) to stock exchanges.
 - 1.3.1. The Directors of the Company shall be responsible for ensuring that company complies with disclosure of Unpublished Price Sensitive Information (UPSI) to Stock Exchange through Company Secretary before disclosure to analysts, investors, select shareholders and the media.
- 1.4. Information disclosure/dissemination on behalf of the Company by anyone shall be got approved in advance from the CIRO.
- 1.5. If information is accidentally disclosed by anyone without prior approval, the person responsible shall inform the CIRO immediately, even if the information is not considered price sensitive.

2. Prompt Public disclosure of unpublished price sensitive information (UPSI) -

- 2.1. UPSI that would impact price discovery shall be promptly given to stock exchanges and disseminated no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2.2. All the information released to Stock Exchanges shall also be disseminated simultaneously on the Website of the Company “www.ptlenterprise.com”.

3. Uniform and Universal Dissemination of UPSI -

CIRO / The Directors shall ensure that the-

- 3.1. Disclosure/ Dissemination of information are done through various media so as to achieve maximum reach and quick dissemination.
- 3.2. Disclosure/Dissemination of information made to various media is uniform and no selective disclosure is made.
- 3.3. Disclosure is made to stock exchanges prior to the said information is disclosed to the media.
- 3.4. Disclosure made simultaneously through the use of internet website www.ptlenterprise.com.
- 3.5. Company’s website provides investors a direct access to analyst briefing material, significant background information simultaneously at the time when the same is shared with analysts and questions and answers should be made available as soon as possible post analyst meet.
- 3.6. The information filed by the Company with Stock Exchanges under continuous disclosure requirement is made available on the Company website.

4. Prompt disclosure of UPSI that gets disclosed selectively, inadvertently or otherwise

- 4.1. Information/disclosure to be disseminated by anyone on behalf of the Company shall be got approved in advance from the CIRO.
- 4.2. If, any information/disclosure is accidentally/inadvertently or otherwise disclosed by anyone without prior approval from Chief Investor Relation Officer, the person responsible shall immediately inform the CIRO, even if the information is not price sensitive
- 4.3. The UPSI that gets disclosed selectively, inadvertently or otherwise must promptly be attended to and the UPSI along with necessary clarification shall be promptly disseminated and be made generally available to all concerned and by sending a copy to Stock Exchange and uploading the same on the Company’s website.

5. Responding to Queries on news reports and market rumors

- 5.1. Any queries on news report or requests for verification of market rumours by stock exchanges/regulatory authorities shall be immediately forwarded by the recipient to the CIRO. CIRO in consultation with the Directors of the Company shall decide whether a public announcement is necessary for verifying or denying rumours and then make the disclosure.

6. Disclosure/dissemination of unpublished Price Sensitive Information with special reference to Analysts, Institutional Investors

The Directors or any other officials of the Company dealing with analysts and institutional investors, select shareholders, research personnel, media (hereinafter referred to as Analysts) etc shall follow the guidelines given hereunder while dealing with them.

No UPSI shall be disclosed/ disseminated to analysts, institutional investors, research personnel etc. Only public information should be provided to the analysts/institutional investors research personnel/ large investors like institutions. Alternatively, the information given to the analyst etc. should be simultaneously made public by informing to Stock Exchanges (through CIRO) simultaneously with providing of such information to Analyst.

For this purpose the information must be sent to CIRO before sharing the information with Analysts and the same be put on the Company's website.

7. Transcripts and Recording of Proceedings -

7.1. In order to avoid misquoting or misrepresentation, at least two company representatives shall be present at meetings with Analysts and discussion should be recorded in writing and countersigned by any one of the Director of the Company or transcripts be made.

7.2. The transcripts/records of proceedings shall be displayed on the website of the company to ensure official confirmation and documentation of disclosures made.

7.3. Handling of unanticipated questions

All those dealing with Analysts should be careful when dealing with their questions that raise issues outside the intended scope of discussion. Unanticipated questions should be taken on notice and a considered response be given later in consultation with the Directors of the Company. If the answer includes Unpublished price sensitive information, a public announcement should be made before responding. All public announcement should be informed to Stock Exchanges also either simultaneously or before public announcement.

7.4. Simultaneous release of Information

When ever a meeting with Analysts is organized, it shall be ensured that company makes a press release or post relevant information on its website simultaneously with every such meet.

8. Handling of all unpublished price sensitive information on a need to know basis

Unpublished Price Sensitive Information (UPSI) is to 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 whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. No unpublished Price Sensitive Information (UPSI) shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. All Unpublished Price Sensitive Information (UPSI) directly received by an employee should immediately be reported to the CIRO, who in consultation with other Directors shall decide whether a disclosure is necessary to Stock Exchanges and on Company's website.
