

CODE OF FAIR DISCLOSURE

This Code for Fair Disclosure of Unpublished Price Sensitive Information (“Code”) has been formulated by Jindal Poly Investment and Finance Company Limited (“The Company”) in pursuance of regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“The Regulations”).

The Code aims to provide a framework of practices and procedures for fair disclosure of events which may impact the price discovery in the Stock Exchanges, where the Securities of the Company are listed.

I. Definitions

“Chief Investor Relations Officer” means the Company Secretary or any other officer of the Company as designated 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“Unpublished Price Sensitive Information” or “UPSI” means any information, relating to the Company or its Securities, directly or indirectly, that is not generally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,
- iii) Change in capital structure;
- iv) Mergers, de-mergers, acquisitions, delistings, disposals and major expansion of business and such other transactions;
- v) Changes in key managerial personnel; and iv) Any other event or matter as may be prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or other statutory provisions, from time to time.

II. Practices and Procedure for fair disclosure and handling of UPSI

1. The Company shall :-

- a) Promptly make 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 and uploading of such UPSI on its official website i.e. www.jpifcl.com.
- b) Make Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- c) Promptly make dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

- d) Ensure appropriate and fair response to queries on news reports and requests for verification of markets rumours by regulators authorities.
- e) Ensure that information shared with analysts and research personnel is not UPSI.
- f) Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conference on the official website of the company i.e, www.jpifcl.com to ensure official confirmation and documentation of disclosures made.
- g) Ensure handling of all UPSI on “need to know” basis.
- h) Ensure that only Chief Investor Relations Officers of the Company shall deal with dissemination of information and disclosure of UPSI.

III. Policy for determination of Legitimate Purposes

- (a) "Legitimate purpose" shall mean sharing of UPSI in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
- (b) Any person in receipt of UPSI to a legitimate purpose shall be considered an “insider” for purposes of the Regulations and due notice shall be given to such person to maintain confidentiality of such UPSI in compliance with the Regulations. Such person is also required to ensure the confidentiality of UPSI shared with him/her, in compliance with the Regulations.
- (c) 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.

IV. REVIEW OF CODE:

The Board of Directors of the Company may amend / substitute any provision(s) with a new provision(s) or replace this Code with a new Code. Any amendment(s) in the statutory / regulatory requirements shall be binding even if not incorporated in this Code.

- V.** This Code shall be published on the Official Website of the Company www.jpifcl.com.