



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FAIR DISCLOSURE OF UNPUBLISHED PRICE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

T.C. TERRYTEX LIMITED



Fair Disclosure of Unpublished Price Sensitive Information (UPSI) and Code of Conduct to Regulate, Monitor, and Report Trading by Insiders

T.C. Terrytex Limited (“The Company”) is committed to the fair disclosure of information about the Company, ensuring no advantage is provided to any specific person(s). The Company will adhere to the following principles for the fair disclosure of Unpublished Price Sensitive Information (UPSI) relating to the Company and/or its securities, without diluting the provisions specified in SEBI (Prohibition of Insider Trading) Regulations, 2015, (“Insider Trading Regulations”).

Fair Disclosure Principles:

1. Prompt Disclosure:

- The Company shall promptly disclose any Unpublished Price Sensitive Information that could impact the market, as soon as concrete information is verified and validated by the Board of Directors, to the stock exchange, and upload it on the Company’s official website to ensure that information becomes available to investors and members of the Company.

2. Uniform Disclosure:

- To prevent selective disclosure, the Company shall ensure uniform and universal dissemination of Unpublished Price Sensitive Information by disclosing it immediately to the stock exchanges, and simultaneously uploading the information on the Company’s website.

3. Selective Disclosure Handling:

- In case of inadvertent selective disclosure of Unpublished Price Sensitive Information, the Company shall ensure prompt dissemination of the same to ensure that it becomes publicly available.

4. Analyst and Research Information:

- The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.

5. Compliance Officer’s Role:

- The Company Secretary & Compliance Officer shall act as the Chief Investor Relations Officer of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015, to oversee the dissemination of information and the disclosure of Unpublished Price Sensitive Information.

6. Response to Queries:

- The Company shall provide appropriate and fair responses to inquiries about news reports and requests for the verification of market rumors from regulatory authorities.

7. Transcripts of Meetings:

- The Company shall make reasonable efforts to ensure that transcripts or records of meetings with analysts and other investor relations conferences are available to the public by uploading such transcripts and records on the Company’s official website.

8. Need-to-Know Basis:

- Unpublished Price Sensitive Information shall be shared on a “need-to-know” basis within the Company, ensuring that it is disclosed only to those within the Company who require it to perform their duties.



Code of Conduct to Regulate, Monitor, and Report Trading by Insiders

1. Preamble

1.1. The Company is dedicated to maintaining the confidentiality of Unpublished Price Sensitive Information and preventing its misuse. The Company is committed to transparency, fairness in dealing with all stakeholders, and compliance with all applicable laws and regulations.

1.2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”), which replace the previous 1992 regulations, mandate every listed company to establish a code of conduct for regulating, monitoring, and reporting insider trading activities by employees, including directors and “connected persons,” in relation to the Company’s securities.

1.3. This Code applies to every designated employee, their immediate relatives, and other connected persons (collectively referred to as “Designated Persons”), each of whom has a duty to safeguard the confidentiality of all information obtained during their employment with the Company.

2. Definitions and Interpretations

Terms and Definitions:

- **“Board” or “Board of Directors”** refers to the Board of Directors of the Company or any committee thereof.
- **“Code” or “Code of Conduct”** refers to the Code of Internal Procedures and Conduct for Regulating, Monitoring, and Reporting Insider Trading by T.C. Terrytex Limited, as amended from time to time.
- **“Compliance Officer”** refers to the Company Secretary or any other senior officer designated by the Board to handle regulatory compliance and manage insider trading policies.
- **“Connected Person”** refers to any person who is or has been associated with the Company in any capacity that allows access to Unpublished Price Sensitive Information.

(Definitions continue as per the provided document, but are kept for internal Company usage.)

3. Compliance Officer

3.1. The Company Secretary is designated as the Compliance Officer. The Compliance Officer shall report to the Board of Directors and will oversee all insider trading and disclosure activities, ensuring adherence to the regulations.

3.2. The Compliance Officer’s responsibilities include the following:

- Maintenance of records for Designated Employees, including all necessary declarations, for a minimum of five years.
- Specifying and announcing the prohibited periods.
- Ensuring all rules for preserving Unpublished Price Sensitive Information are followed.
- Supervising pre-clearance procedures and monitoring trading activities.



4. Unpublished Price Sensitive Information

4.1. All Designated Persons must maintain the confidentiality of Unpublished Price Sensitive Information and should not pass it on to any person, directly or indirectly, except as part of legitimate duties.

4.2. Confidential information must be handled on a “need-to-know” basis. Files containing confidential information should be kept secure, and digital information should be password-protected.

5. Prohibition of Insider Trading

5.1. No insider shall:

- Trade in securities when in possession of Unpublished Price Sensitive Information.
- Communicate any such information to others unless required for legitimate purposes.

5.2. **Trading Plan:**

- Insiders may formulate a trading plan, subject to approval by the Compliance Officer, allowing trades to occur within a pre-approved plan.

5.3. **Trading Restrictions:**

- Designated Persons must not trade during a Prohibited Period. The Prohibited Period is triggered by significant events like financial result declarations, dividend declarations, mergers, acquisitions, and similar events.

5.4. **Pre-Clearance:**

- Designated Persons intending to trade in securities when the trading window is open must seek pre-clearance for trades above specified limits, as outlined by the Compliance Officer.

6. Disclosures

6.1. **Initial Disclosure:**

- All promoters, key managerial personnel, and directors must disclose their holdings within thirty days of these regulations taking effect.

6.2. **Continual Disclosure:**

- Every promoter, designated employee, and director must disclose any acquisition or disposal of securities above specified thresholds within two trading days.



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6.3. Company's Disclosures:

- The Company shall notify the stock exchanges about trades made by Designated Persons within two trading days.

7. Records of Disclosures

7.1. The Compliance Officer shall maintain records of all disclosures for a minimum of five years.