



# NLC India Limited

(Navratna' - Government of India Enterprise)  
Registered Office : First Floor, No.8, Mayor Sathyamurthy Road,  
FSD, Egmore Complex of Food Corporation of India, Chetpet, Chennai-600 031.  
Corporate Office : Block-1, Neyveli-607 801,  
**CIN No. : L93090TN1956GOI003507,**  
Website: [www.nlcindia.com](http://www.nlcindia.com), email: [cosec@nlcindia.com](mailto:cosec@nlcindia.com)  
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Lr.No.Secy/SEBI/2019

Dt.03.04.2019

To The National Stock Exchange of India Ltd Plot No.C/1,G Block Bandra-Kurla Complex Bandra(E),Mumbai-400 051. Scrip Code : <b>NLCINDIA</b>	To The Bombay Stock Exchange Ltd Phiroze JeeJeebhoy Towers Dalal Street Mumbai-400 001. Scrip Code : <b>513683</b>
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Dear sirs,

In terms of Regulation 8(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015, the amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information effective from 01.04.2019 as approved by the Board of Directors of the Company is enclosed for your reference and record.

Thanking you

Yours faithfully  
for NLC India Limited

  
Company Secretary

**NLC INDIA LIMITED**  
(the Company)

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

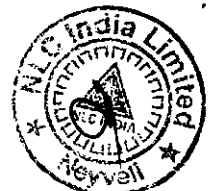
**A. DISCLOSURE AND HANDLING OF PRICE SENSITIVE INFORMATION:**

The Company shall;

- a) arrange for prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery will be made no sooner than credible and concrete information coming in to being or coming into the knowledge of the Company.
- b) adopt uniform and universal dissemination of UPSI through press releases to widely circulated news papers and announcements to stock exchanges in order to avoid selective disclosure.
- c) designate the Chief General Manager/Finance of the Company as the Chief Investor Relations Officer to deal with the dissemination of information and disclosure of UPSI.
- d) take prompt and appropriate steps to disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, so that such information are made generally available.
- e) arrange to provide appropriate and fair response by the Chief Investor Relations Officer (CIRO) to queries on news reports and requests for verification of market rumors by Stock Exchanges and other regulatory authorities.
- f) ensure that the information, if any, shared with analysts and research personnel is not one that are UPSI.
- g) as regards sharing of information with Analysts/Research Personnel and Investor Relation Conferences, ensure that information that is shared are in the public domain and does not include any UPSI and further that information shared as above, shall also be hosted in the website of the Company.
- h) handle all UPSI on a need-to-know basis.

**B. POLICY FOR DETERMINING LEGITIMATE PURPOSES FOR DISCLOSURE OF UPSI**

Pursuant to Regulation 3(2A) of the SEBI (Prohibition of Insider Trading Regulation), 2015 as amended from time to time (PIT Regulations), Legitimate Purpose of disclosure of UPSI shall be:



- a. Sharing of information in the ordinary course of business with JV partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, rating agencies, potential lenders, registrar and transfer agents, insolvency professionals or other advisors or consultants (collectively referred to as outsiders) with whom the Company is having business relationship and for the purpose of such adviser to discharge his contractual obligations arising out of such relationship.
- b. Such sharing shall not be to evade or circumvent the prohibitions of the PIT Regulations.
- c. Sharing of the UPSI not covered under the above with an outsider shall be only upon prior approval by the Chief Investor Relations Officer.
- d. Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for the purposes of the PIT Regulation and due notice shall be given to such persons by the persons making the disclosure to maintain confidentiality of such UPSI in compliance with the PIT Regulations.
- e. Any person who receives an information knowing it to be an UPSI shall be deemed to have received notice from the Company of the requirement to maintain confidentiality and he shall be deemed to have agreed to such confidentiality requirements if he receives such UPSI that he shall keep information so received confidential and use them for legitimate purposes, performance of duties or discharge of legal obligations.
- f. Any person in receipt of UPSI pursuant to a "legitimate purpose" shall execute Non-Disclosure Agreement and such person shall keep information so received confidential and shall not otherwise trade in the securities of the Company when in possession of UPSI, except as provided under the PIT Regulations.
- g. The Company shall maintain structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared under the PIT Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available or as may be specified under the PIT Regulations from time to time.

**C. PROCEDURE FOR INQUIRY IN THE CASE OF LEAK OR SUSPECTED LEAK OF UPSI**

- (i) Leak of any UPSI in contravention of the provisions of the PIT Regulations and/or the confidentiality requirements shall be viewed very seriously.



- (ii) When any such leak is suspected the same shall be brought to the notice of the CIRO who shall inform the CMD and initiate actions for a preliminary inquiry into the matter to determine if a more detailed inquiry is warranted. For this purpose the CIRO may utilize the services of the employees of the Company or third parties, as he may deem fit.
- (iii) The CIRO, based on the findings shall recommend to the CMD actions to be taken and the CMD shall constitute an Inquiry Committee (IC) to conduct the investigation / enquiry process.
- (iv) The IC shall conduct the detailed inquiry after collecting requisite evidence, documents and summoning for personal appearance as deemed necessary.
- (v) The inquiry shall be conducted in confidence and the IC shall submit the inquiry report to CMD. The Report shall contain detailed findings supported by evidence, the consequences of the leak and the quantum of punishment to be awarded. The CMD may call for such further information as may be required, if he is of the view that the information contained in the report is inadequate and the IC shall provide the same.
- (vi) The Chief Investor Relations Officer shall, promptly on receipt of the preliminary enquiry report pointing to any leak of UPSI/suspected leak of UPSI, inform to SEBI about leakage/suspected leakage of UPSI and followed by intimation about initiation of inquiry also to be informed to SEBI. Post inquiry, the details of violations, person involved, undue profit made out of it and such any other significant findings are to be furnished to SEBI.
- (vii) CMD shall determine the quantum of punishment based on the recommendation made by IC.
- (viii) All the documents and other records relating to the inquiry shall be handed over to the Compliance Officer for safe custody.

#### **D. VALIDITY**

This Code shall be effective from 1<sup>st</sup> April 2019.

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