

Johnson Controls-Hitachi Air Conditioning India Limited

Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information

Purpose:

Company has formulated Code of Conduct for Insider Trading under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. SEBI has replaced said regulations by enacting Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

This Code of Conduct is formulated under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, regarding Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI).

Principles of Fair Disclosures:

- A. Company shall make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- B. Selective disclosure will be avoided. Uniform and universal dissemination of unpublished price sensitive information will be made.
- C. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise, such information will generally be made available.
- D. It will be ensured that information shared with analysts and research personnel is not unpublished price sensitive information.
- E. In case of meetings with analysts and other investor relations conferences, best practices will be developed to make transcripts or records of proceedings on the official website to ensure official confirmation and documentation of disclosures made.
- F. All unpublished price sensitive information will be available to employees or intermediaries on a need-to-know basis.

Policy for determination of Legitimate Purposes for sharing information to Analysts, Investors, Research Personnel, Brokers partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants

Following will be the UPSI to be shared by the Insider to Analysts, Investors, Research Personnel, Brokers, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants in the ordinary course of business for Legitimate purpose:

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnel

In no case such sharing of above information by Insider will be carried out to evade or circumvent the prohibitions of these regulations.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

Disclosure of UPSI

Disclosure and dissemination of information will be done through various media so as to achieve maximum reach and quick dissemination. All disclosures to the stock exchanges will be made promptly. The Company shall also disclose information on website of the Company.

The Company will ensure that no UPSI will be disclosed selectively to anyone to the advantage of such specific stakeholder. The Company shall carefully deals with questions that raise price sensitive information.

Digital Database

Company shall maintain a structured Digital Database which will contain following details:

- Names of persons or entities with whom information is shared under this regulation
- Permanent Account Number of such person / entity
- Any other identifier authorized by law where Permanent Account Number is not available

Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Chief Investor Relations Officer:

Company Secretary has been designated as a chief investor relations officer who will deal with dissemination of information and disclosure of unpublished price sensitive information.

Response to Queries on News Reports and request for verification of Market Rumours:

On receipt of query from Stock exchanges on News Reports and / or requests from stock exchanges for verification of market rumours, the Compliance Officer shall ascertain the factual position and respond to such queries or requests.

At the time of making such response, the Compliance Officer may decide as to whether a public announcement is necessary for verifying or denying rumours and then make the disclosure.