

# PHOENIX TOWNSHIP LIMITED

## Code of Conduct for Fair Disclosure of UPSI

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### 1) Introduction

The Company's confidential and unpublished price sensitive information (UPSI) is a valuable asset. It includes all the trade related information, trade secrets, confidential and privileged information, customer information, employee related information, strategies, research in connection with the Company and commercial, legal, scientific, technical data and all other information's that are not generally available to public which upon becoming generally available, is likely to materially affect the price of the securities.

All such confidential and UPSI information are either provided or made available to each member of the Board of Directors, Senior Management and other Designated person's by the Company to facilitate their work or perform their duties or that they are able to know or obtain access by virtue of their position within the Company.

All such information must be provided on need to know basis and must be used for Company's business purpose only. It is the responsibility of every such person for safeguarding, securing, and proper disposal of confidential information in accordance with the Company's policy on maintaining and managing records along with making proper disclosure to the chief investor relation officer of UPSI and prevent misuse of such information and avoid conflict of interest.

This obligation extends to confidential & UPSI information of third parties, which the Company has rightfully received under non – disclosure agreements

### 2) Applicability

This Code for fair Disclosure will be applicable to Directors/Designated Person's of Phoenix Township Limited, wherein the designated person shall include promoters, key managerial personnel and other designated employees of the Company including Group Companies.

### 3) Definition

**a) “Designated Person’s”** shall include

- Directors,
- Employee comprising of top three tier or its equivalent
- Notified Employees in Finance, Legal and Secretarial Department irrespective of any designation and grade.
- Employee designated by the Board of Directors from time to time to whom the trading restriction shall be applicable.
- Any other person who may have access to any ‘price sensitive information’ as defined in this Code or the Regulations for eg Auditors, Accountancy firms, Law firms, Analysts, Consultants etc assisting or advising the Company.

**b) “Insider”** means any person who is:

i) a connected person; or

ii) in possession of or having access to unpublished price sensitive information;.

c) “Unpublished Price Sensitive Information” means any information, relating to a 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 expansion of business and such other transactions;

(v) changes in key managerial personnel; and

(vi) material events in accordance with the listing agreement

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

#### **4) Fair Disclosure of Unpublished Price Sensitive Information (UPSI)**

➤ Procedure for Disclosure of Unpublished Price Sensitive Information(UPSI):

- Any UPSI shall be strictly shares on need to know basis to the employees or other concerned persons.
- The Company will take a declaration from the persons having UPSI to restrain themselves from trading in securities of Company or sharing the UPI to any other persons until the same is properly disseminated to public.
- The company will make the UPSI generally available to the public as per the applicable rules or regulation.
- Any UPSI first be disseminated to stock exchanges or any other authority as may be prescribed by the law in force and thereafter the same will be provided to media, analyst or any other persons.
- The declaration of the Chief investor relation officer, as appointed by the Company, that the information is properly made available to the public will be mandatory to share any information with media, analyst or any other persons.

➤ Chief Investor Relation Officer (Powers & Duties):

The Company has appointed Mr. Lalan Kumar, as the Chief Investor Relation Officer of the Company for supervision and compliance with “the code” and assist people in the organization for dealing with the Price Sensitive Information as and when disclosed by them.

For any doubt or clarification regarding the possession, use, disclosure or any query related to such price sensitive information should be addressed to the Chief Investor relation officer.

#### **5) Dissemination of Price Sensitive Information**

The Price Sensitive Information should be shared /handled strictly on Need to Know basis as described in the code of conduct of the company and reference should also be made to the Chinese wall policy of the organization for complying with the same.

No Unpublished price sensitive information shall be shared by any Persons for making a recommendation for dealing in securities of the Company.

Any rumor or information regarding Company shall be clarified by the Company with the help or permission of Chief Investor Relation officer to avoid any further confusion. A press release

should be made in public regarding the same after the same is disseminated to the stock exchanges. No other person shall be entitled to provide clarification in person.

Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- To make transcripts or records of proceeding of meeting on Companies official website after every such meet.

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