



TCM Limited

(Formerly Travancore Chemical & Mfg. Co. Ltd.)

Regd. Office : House No.54/555, MLRWA No 21
Elenjikal, Muttathil Lane, Kadavanthra, Cochin - 682 020
Phone - 0484 - 2205294, 0484 - 2203771
Email : info@tcmlimited.in/Web. www.tcmlimited.in
CIN L24299KL 1943PLC001192

TCM No.099/2019
09th April 2019

M/s The Bombay Stock Exchange,
Registered Office
25th Floor, P.J. Towers,
Dalal Street,
Mumbai - 400 001

BSE SCRIPT CODE - 524156

Dear Sir,

Sub:- TCM Ltd's Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.

We are pleased to enclose herewith the TCM Ltd's Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information formulated under SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, which has been approved by the Board of Directors and shall have effect from 01st April 2019.

Kindly take the same on records.

Thanking you,
Yours faithfully
For TCM Limited

Gokul V Shenoy
Company Secretary





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Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPS)

In terms of Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2018, it is necessary for the Board of Directors of every Listed Company to make a policy for determination of "Legitimate Purpose". The Objective of the policy is to regulate and monitor communication of Unpublished Price Sensitive Information (UPS) for legitimate purpose in the best interests of the Company and to ensure that such information is shared on "need to know" basis only and not misused by the recipient of such information thereof and it is to be treated as part of Code of Fair Disclosures and Conduct formulated under the Regulations.

Accordingly, the Board of Directors of TCM Limited (hereinafter referred to as "the Company") has adopted the following Principle and Procedures for Fair Disclosure of UPS as revised and will be effective from 1st April 2019.

Definitions:

- 1. Legitimate Purposes** shall include sharing of UPS in the ordinary course of business by an Insider of the company with the partners, collaborators, lenders, customers, suppliers, merchant bankers, auditors, legal consultants/advisors, insolvency professionals or other consultants and advisors, provided that such sharing shall not be carried out to evade or circumvent the prohibitions of the said Regulations.
- 2. Unpublished Price Sensitive Information (UPS)** means any information, relating to the Company or its securities, directly or indirectly, that is generally not available, which upon becoming generally available, is likely to materially affect the price of the securities of the Company and shall, ordinarily include, but not restricted to, information relating to the following:-
 - Financial Results (Quarterly/ Half yearly/ Annual)
 - Dividends (Interim/ Final)
 - Changes in Capital Structure
 - Changes in Key Managerial Personnel (KMP)
 - Mergers, De-Mergers, Acquisitions, Delisting, Disposals and Expansions of business and such other material transactions.
- 3. Compliance Officer** shall mean the Company Secretary of the Company, who is financially literate and is capable of appreciating the requirements for legal and regulatory compliances under the Regulations and who shall be responsible for compliance of



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TCM SOLAR Division, 57/569(A), Valiyaparambil House, Chilavanoor Road, Cochin - 682 020. Phone 0484 - 2203771

policies, procedures, maintenance of records, monitoring, adherence to the rules for preservation of UPSI, monitoring trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors. The Compliance Officer shall report to the Board.

4. **Generally Available Information** means information that is accessible to the public on a non-discriminatory basis. Any information published on the website of the stock exchanges or the website of the Company shall ordinarily be considered as Generally Available Information.
5. **Insider** means any person who is a connected person or in possession of or having access to UPSI

Fair Disclosure of Unpublished Price Sensitive Information

- Till the UPSI becomes generally available information, all UPSI shall be handled strictly on a need to know basis. No UPSI shall be communicated to any person except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- The Company shall ensure to make prompt public disclosure of UPSI by disclose/ disseminate to the Stock Exchange so that the information is generally available through publication on the website of the stock exchange, and to make the information accessible to the public on a non-discriminatory basis.
- The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure of the same. In case the UPSI gets disclosed selectively, inadvertently or otherwise, the Compliance Officer shall ensure that such information is promptly disseminated to make such information generally available through publication on the website of the stock exchange.
- The Company shall ensure that appropriate and fair response is given to queries, news reports, requests for verification of market rumors by regulatory authorities.
- Insiders working in concerned departments of the Company which are handling UPSI should not share such UPSI with personnel of other departments of the Company or with outsiders except on a need to know basis.
- The Compliance Officer shall determine whether any particular information amounts to UPSI and will deal with any query received by any Insider about any UPSI. He shall provide advice to any Insider as to whether any particular information may be treated as UPSI.



- If any Insider receives any query about any UPSI related to the Company, he shall not comment on the same and shall forward such query to the Compliance Officer. The Compliance Officer shall deal with such query in accordance with applicable law and this Code in consultation with the Managing Director of the Company.
- The Compliance Officer shall maintain record of the details of the recipients including their PAN, address etc, of UPSI on legitimate purpose including-
 - a) Whether the concerned UPSI is required to be shared with the person
 - b) The purpose of requirement of information by the recipient.
 - c) The details of person who shared the UPSI and whether that person was authorized to share such information
 - d) Whether the Compliance Officer was intimated before sharing of such UPSI
 - e) Whether Non-Disclosure agreement was signed before the disclosure of such UPSI with the person
 - f) Whether notice to maintain confidentiality of shared UPSI has been given.
- Any amendment to this Code shall be done through a resolution passed at the Board Meeting of the Company.



For TCM LIMITED

S.V. Shetty

Company Secretary