

FOSECO INDIA LIMITED

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Corporate Identity Number: L24294PN1958PLC011052

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

[Under Regulation (8) of the SEBI (Prohibition of Insider Trading) Regulations, 2015] ("the Regulations")

The above mentioned Regulation requires a listed company to formulate and publish on its official website a **"Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information"** in adherence to the principles set out in Schedule A to the said Regulations.

Accordingly, the Board of Directors of Foseco India Limited (hereinafter referred to as "the Company") has adopted the following Principle and Procedures for Fair Disclosure of UPSI, which has come into force w.e.f. 15 May, 2015. It was revised on 29 March 2019 and shall come into effect from 1 April 2019.

I. Definitions:

- a) The term "legitimate purposes" shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the said Regulations.
- b) 'Unpublished Price Sensitive Information (**UPSI**)' means any information, relating to the Company or its securities, directly or indirectly, that is not generally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
- c) Other terms not specifically defined here shall have the same meaning as assigned under the said Regulations.

II. The Code:

- 1. The Company shall ensure prompt public disclosure of UPSI that would impact price discovery, no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2. The Company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.

3. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI.
4. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel, if any, is not UPSI.
7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle all UPSI on a need-to-know basis.
9. Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for the purposes of the Regulations and due notice shall be given to such person(s) to maintain confidentiality of such UPSI in compliance with the said Regulations.
10. A structured digital database containing the names of such persons or entities, as the case may be, with whom UPSI is shared, along with the Income Tax Permanent Account Number or any other identifier authorised by law, where Income Tax Permanent Account Number is not available, shall be maintained. Such databases shall be maintained with adequate internal controls and checks, such as time stamping and audit trail to ensure non-tampering of the database.

This code is subject to review from time to time.

Dated: 29 March 2019
