



PRECISION CAMSHAFTS LIMITED

CIN: L24231PN1992PLC067126

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF PRECISION CAMSHAFTS LTD

As required by clause 8(1) of Chapter IV of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

This Policy of disclosure of Price Sensitive information related to Securities of Precision Camshafts Ltd is known as "Code of Conduct for Fair Disclosure of information related to unpublished price sensitive information", as required by clause 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

1. Equity shares of Precision Camshafts Limited are listed on BSE and NSE.
2. Company Secretary of the Company acts as Compliance Officer of this purpose. In absence of Company Secretary due to separation/pre-occupation with other work, Board of Directors may place the responsibility for compliance with some other senior official of the Company, until such time new Company Secretary is appointed and assumes office/ or is available for this work.
3. Price sensitive information is disseminated on continuous basis to the Stock exchanges as required by SEBI (Listing obligations and disclosure requirements Regulations) 2015. This is further supplemented by Public announcements by way of Press release and release of information on website of the Company.
4. Disclosure of information to press and website is also overseen by the Director, Finance of the Company.
5. Compliance Officer is responsible for continuous disclosure of price sensitive information to stock exchanges, analysts, shareholders, media and for educating concerned staff on disclosure policy and procedures
6. Information disclosure and dissemination is normally approved by the Managing / Whole-time Directors/ Senior Management of the Company
7. In case any information is accidentally disclosed without prior approval by any official, the person responsible is expected to draw attention of Compliance Officer. Compliance Officer shall thereafter take steps for its immediate and proper disclosure.
8. Company does not provide response to mere market rumors. Compliance Officer, in consultation with the Whole-time Directors / Senior Management of the Company, examines the news item and after investigation provides response to media and / or Stock Exchanges if necessary, else states Company's policy of not providing reaction to mere market rumors



9. Only public information is provided to Analysts, Research personnel, Institutional and large shareholders. Alternatively information provided to Analysts is simultaneously put in public domain which may include hosting the same on the website of the Company.
10. At least two representatives of the Company remain present at a meeting with Analysts, stock brokers, institutional investors. Efforts are made to record the proceedings of such meetings, where situation permits. For unanticipated questions from Analysts, brokers, investors, note of the questions is made and response is given later. If the response/information to be provided is considered as price sensitive, the same is put in public domain, before providing the response/ information is provided to the questions/queries.
11. Press release is issued along with website update in respect of the information released at Analyst meet / brokers' conference. Company may also webcast such meetings.
12. All unpublished price sensitive information is shared strictly on need to know basis.
13. As per regulation 3 (2A) of Securities Exchange Board of India (Prohibition of Insider Trading) (Amendments) Regulations, 2018 (the "Regulations") , Policy for Determination of "Legitimate Purpose" for sharing unpublished price sensitive information (UPSI) shall be part of code of practices and procedures for fair disclosure of unpublished price sensitive information.

Please refer "**Annexure A**" - , Policy for Determination of "Legitimate Purpose" for sharing unpublished price sensitive information (UPSI).



Annexure A
POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSE” FOR SHARING
UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

1. Preamble and Objective

The Board of Directors (the “Board”) of Precision Camshafts Limited (the “Company” or “PCL”), adopts the “Policy for Determination of Legitimate Purpose(the “**Policy**”) for sharing unpublished price sensitive information (UPSI) in compliance with the requirements of regulation 3 (2A) of Securities Exchange Board of India (Prohibition of Insider Trading) (Amendments) Regulations, 2018 (the “Regulations”)in order to establish a mechanism for sharing of unpublished price sensitive information (UPSI) in the ordinary course of business by the insider of the Company.

2. Enforcement

The Policy shall come into force on April 1, 2019.

3. Scope

The Policy shall form part of Code of practices and procedures for fair disclosure of material information. It will be the responsibility of Insiders of the Company to ensure compliance of SEBI regulations and guidelines and other related statutes fully.

4. Un-published Price Sensitive Information (“UPSI”)

UPSI 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) Periodical financial results of the Company;
- (ii) Intended declaration of dividends (Interim and Final);
- (iii) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company’s shares;
- (iv) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
- (v) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- (vi) Changes in key managerial personnel;
- (vii) Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (viii) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.



5. Legitimate Purpose

The legitimate purpose for sharing the UPSI by insider in the ordinary course of business shall include but not limited to the following: -

- a) Sharing of UPSI with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants;
- b) Sharing of UPSI where such communication is in furtherance of performance of duty (ies);
- c) Sharing of UPSI in business situations like acquisitions, mergers, divestments, rights issue or any other transaction where insider need to share information with the promoter's /controlling shareholders for the transaction to be successful;
- d) Sharing UPSI for discharge of Legal Obligation(s).
- e) Possible investment/disinvestment in a new venture/existing undertaking;
- f) Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time. Provided that such sharing should not be carried out to evade or circumvent the prohibitions of PIT Regulations.
- g) Any event or information as prescribed under Part A of Schedule III under Regulation 30 of SEBI Listing Obligation and Disclosures Requirements, 2015, as amended from time to time, (**Refer Annexure I**); and
- h) Any other purpose as the Board of Directors may determine depending upon the transaction into question.

6. Sharing of UPSI

- a) Any UPSI in possession of insiders shall only be shared for "legitimate purpose".
- b) Any person in receipt of UPSI pursuant to "legitimate purpose" shall be considered as an "insider" and due notice shall be given to such person to maintain the confidentiality of such UPSI.
- c) Person(s) in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of the Regulations.

7. Consequences of Non-Compliance

Non-compliance of this Policy may lead to the prescribed consequences under the SEBI PIT Regulations.

8. Amendments

All amendments to the Policy would be subject to approval by Board of Company except in case the amendment in the Policy is necessitated on account of change in the applicable law.

9. Interpretation

All capitalised terms used in this Policy but not defined herein shall have the meaning ascribed to such term in the Act, and the applicable SEBI regulations, as amended from time to time.

In the event of any conflict between the provisions of this Policy and the provisions of any statutory enactment or any rules or regulations made thereunder, such provisions shall prevail over the provisions of this Policy.



Annexure I

Event or information as prescribed under Part A of Schedule III under Regulation 30 of SEBI Listing Obligation and Disclosures Requirements, 2015

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.

Explanation. - For the purpose of this sub-para, the word 'acquisition' shall mean,-

- (i) acquiring control, whether directly or indirectly; or,
- (ii) Acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that -
 - (a) the listed entity holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure made under Sub-clause (a) of clause (ii) of the Explanation to this sub-para and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. Revision in Rating(s).
4. **Outcome of Meetings** of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a) Dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - b) Any cancellation of dividend with reasons thereof;
 - c) The decision on buyback of securities;
 - d) The decision with respect to fund raising proposed to be undertaken
 - e) Increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
 - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g) Short particulars of any other alterations of capital, including calls;
 - h) Financial results;
 - i) Decision on voluntary delisting by the listed entity from stock exchange(s).



5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
6. Fraud/defaults by promoter or key managerial personnel or by listed entity or arrest of key managerial personnel or promoter.
7. Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer.
8. Appointment or discontinuation of share transfer agent.
9. Corporate debt restructuring.
10. One time settlement with a bank.
11. Reference to BIFR and winding-up petition filed by any party / creditors.
12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
13. Proceedings of Annual and extraordinary general meetings of the listed entity.
14. Amendments to memorandum and articles of association of listed entity, in brief.
15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the listed entity to analysts or institutional investors;