POCL ENTERPRISES LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Framed under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

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1. **Preface**

   1.1 Securities and Exchange Board of India in its endeavor to protect the interests of investors has notified SEBI (Prohibition of Insider Trading) Regulations, 2015 (herein referred to as "Regulations") on 15th January, 2015. The Regulations shall come into force with effect from 120th Day from the date of its notification in the Official Gazette i.e. w.e.f. from 15th May, 2015.

   1.2 Regulation 8 of the said Regulations provides for the formulation of a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as the "Code").

   1.3 The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. To achieve these objectives and in compliance with the aforesaid SEBI regulations, POCL Enterprises Limited hereby notifies this Code.

   1.4 This Code shall be applicable to Promoters, Directors, Officers, Employees, Connected persons of the Company with effect from 15th May, 2015.

   1.5 Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

2. **Code of Fair Disclosure**

   This code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company. To achieve this objective, the Company and the members of the Board, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

   2.1 There shall be prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.

   2.2 The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

   2.3 The Company Secretary/ Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

   2.4 There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

2.5   Appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumours by regulatory authorities.

2.6   The Board of Directors shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

2.7   Best practices shall be developed and followed 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.

2.8   All unpublished price sensitive information shall be handled on a need-to-know basis.

3. Power of Board of Directors

3.1   The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code and further to strengthen the objective of good corporate governance.

3.2   The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned.

4. Disclosure of the Code on Public Domain

This Code shall be published on the official website of the Company.

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