

TAMILNADU NEWSPRINT AND PAPERS LIMITED (TNPL)

TAMILNADU NEWSPRINT AND PAPERS LIMITED (TNPL) Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (FDUPSI)

Formulated in line with sub-regulation (1) of Regulation 8 of Securities and Exchange Board of India(Prohibition of Insider Trading) Regulations,2015 read with Schedule A thereof

A. This code may be called "TNPL Code forFair Disclosure of Unpublished Price Sensitive Information (FDUPSI)"

B. Covenants of the Code

1. TNPL shall ensure to make prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

'UPSI' means any information which is likely to materially affect the price of the securities and shall include: financial results; dividends; change in capital structure; mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions; changes in key managerial personnel; and material events in accordance with the Listing Agreement.

'Generally available information' means information that is accessible to the public on a non-discriminatory basis.

2. TNPL shall ensure to make uniform and universal dissemination of UPSI to avoid selective disclosure.
3. TNPL has designated Thiru V Sivakumar, Company Secretary as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
4. TNPL shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. TNPL shall ensure to make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. TNPL shall ensure that information shared with analysts and research personnel is not an UPSI.
7. TNPL shall develop best practices to make transcripts or records of proceedings of meetings with analysts and conference calls with investors/analysts on the official website of the company to ensure official confirmation and documentation of disclosures made.
8. TNPL shall handle all UPSI on a need-to-know basis.

“Need-to-know” basis means that UPSI should be disclosed only to those within the company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

9. Powers of the Board of Directors

The Board of Directors reserves the right to amend or modify the Code in whole or in part, at any time without assigning any reason whatsoever and to establish further rules and procedures, from time to time, to give effect to the intent of the Code.

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

10. Disclosure of the Code on Public Domain

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

Any amendment(s) to the Code, duly approved by the Board of Directors of the Company, shall be promptly intimated to the Stock Exchanges and shall also be updated on the official website of the Company.