

PC JEWELLER LIMITED



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

PREFACE

SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”), makes it mandatory for every listed company to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. Accordingly, in compliance of Regulation 8(1) of PIT Regulations, as amended from time to time, this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“**Code**”) has been formulated. This Code also includes Policy for determination of legitimate purposes.

APPLICABILITY

This amended / updated Code shall be effective with effect from April 1, 2019.

PRINCIPLES OF FAIR DISCLOSURE

- To promptly make public disclosure of Unpublished Price Sensitive Information (“**UPSI**”) that would impact price discovery no sooner than credible and concrete information comes into being in order to make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.
- To make disclosures of UPSI in a universal and uniform manner to avoid selective disclosure.
- The Chief Financial Officer of the Company has been designated as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI. He shall be responsible to ensure timely and adequate disclosure of UPSI pursuant to this Code. In the absence of Chief Financial Officer, Compliance Officer / Company Secretary or any other officer of the Company duly authorised by Managing Director of the Company will deal with dissemination of information and disclosure of UPSI.
- To promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
- To provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- To ensure that information shared with analysts and research personnel is not UPSI.
- To make transcripts or records of proceedings of meetings with analysts and of other investor relations conferences on the Company’s official website to ensure official confirmation and documentation of disclosures made.
- To handle all UPSI on a need-to-know basis only.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

The Company will handle all UPSI on a need-to-know basis and no UPSI shall be communicated or provided or allowed access to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The term "legitimate purpose" 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 PIT Regulations. In case of any specific situation, Compliance Officer in consultation with Managing Director and / or Chief Financial Officer will decide the legitimate purposes.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as 'Insider' for purposes of PIT Regulations and due notice shall be given to such person to maintain confidentiality of such UPSI in compliance with PIT Regulations.

AMENDMENT / UPDATE

The Board of Directors of the Company may amend / modify / revise / update this Code in whole or in part, at any time, subject to any subsequent modification(s) / amendment(s) to PIT Regulations or other applicable laws, if any. In case any provision(s) of this Code is contrary to or inconsistent with the provision(s) of PIT Regulations or other applicable laws, the provision(s) of PIT Regulations or other applicable laws shall prevail.

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