



TEXEL INDUSTRIES LIMITED  
(L29100GJ1989PLC012576)

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UNPUBLISHED PRICE SENSITIVE INFORMATION

REGISTERED OFFICE

Block No. 2106, Santej – Khatraj Road,  
Nr. Shah Steel, Vill: Santej,  
Tal: Kalol (N.G) 382 721  
Dist: Gandhinagar, Gujarat.  
India.

Phone No. : +91 – 2764 – 286329 / 286334

Fax No.: +91 – 2764 – 286330

Email: [info@geotexelin.com](mailto:info@geotexelin.com)

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

### **PREAMBLE:**

The Securities and Exchange Board of India has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “Regulations”). As per Regulation 8 read with Schedule A of the new Regulations every listed company has to frame a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the ‘Code’). The Regulation intends to require companies to disseminate ‘Unpublished Price Sensitive Information’ (hereinafter referred to as ‘UPSI’) universally and not selectively. This Code is intended to lay down principles and practices to be followed by Texel Industries Limited pertaining to universal disclosure of UPSI.

#### **I. Applicability:**

This Code shall apply in relation to disclosure by the Company of UPSI. The scope exceptions as given in the applicable law shall apply for the purpose of this Code as well.

#### **II. Definitions:**

“**Applicable Law**” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, or any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.

“**Company**” means M/s Texel Industries Limited.

“**Compliance Officer**” for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary, Chief Financial Officer of the Company authorized by the Board of Directors of the Company shall discharge the duties of Compliance Officer under the regulations.

“**Chief Investor Relations Officer**” means the officer of the Company who deals with dissemination of information and disclosure of UPSI in a fair and unbiased manner. The Chief Financial Officer of the Company Secretary of the Company or such other person as may be nominated by the Chairperson(s) of the Board of Directors of the Company shall be deemed to be the Chief Investor Relations Officer.

**“Selected Group of Persons”** means securities analysts or selected institutional investors, brokers and dealers or their associated persons, investment advisers and institutional managers, investment companies, hedge funds or any other person. All the other terms used in the Code shall have the same meaning as assigned to them under the Regulations.

**“Unpublished Price Sensitive Information (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;

- a) Financial results
- b) Dividends
- c) Change in capital structure
- d) Mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions
- e) Changes in key managerial personnel; and
- f) Material events in accordance with the listing agreements.

**“Material Events”** means events that a reasonable stakeholder dealing with the Company would consider important in deciding to engage and deal with the Company, its products and services and in its securities. Whether any particular information could be considered Material by a reasonable stakeholder depends on specific circumstances existing at a particular point of time.

**“Material Information”** means Material Events meeting the requirements of the Disclosure Policy.

The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market.

### **III. Disclosure Policy:**

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.

- Uniform and universal dissemination of UPSI to avoid selective disclosure.
- If an Insider 'selectively' discloses any UPSI to any person including the Selected Group then prompt disclosure of such information shall have to be made by the Chief Investor Relations Officer to the public.

**UPSI about the Company may be disclosed to-:**

- Persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants).
- Persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the company's securities on the basis of such information
- Broad-based electronic, print, television and other media.

**Subject to Applicable Law methods of public disclosure of information to ensure uniform distribution shall include either of the following-:**

- Distributing through Press Releases in newspapers or media including electronic media.
- Filing with the Stock Exchanges.
- Any other method that ensures wide distribution of the news such as webcasts and webinars.
- Uploading the information on the website of the company.

**IV. Rumours: Verification of Market Rumours and response to queries:**

The Chief Investor Relations Officer shall provide appropriate and fair responses to queries in relation to UPSI including any news reports. A 'No Comment' policy must be maintained by the Company and the Chief Investor Relations Officer shall not comment on market rumours except when requested by regulatory authorities to verify such rumours.

**V. Need to know handling of UPSI:**

The Company shall handle UPSI only on a need to know basis. UPSI shall be provided only when needed for legitimate purposes, performance of duties or discharge of legal obligations. All insiders shall adhere to conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.

**VI. Amendments to this Code:**

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.

**VII. Posting of the Code:**

This Code shall be posted on the website of the Company.

\*\*\*\*\*