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FCL:SEC:NSE:2015:118
29th May 2015

The Manager - Listing Department,
National Stock Exchange of India Limited,
'Exchange Plaza', C-1, Block G,
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400 051
E-Mail ID: cmlist@nse.co.in, compliance@nse.co.in
Symbol: **FINCABLES**

Dear Sirs,

Re: Code of Fair Disclosure and Code of Conduct under SEBI (Prohibition of Insider Trading) Regulation, 2015

We refer to the relevant provisions of SEBI (Prohibition of Insider Trading) Regulation, 2015 and would inform that the Board of Directors of the Company has its last meeting formulated the following:

1. Code of practices and procedures for fair disclosure of unpublished price sensitive information ("Code of Fair disclosure") and
2. Code of Conduct to Regulate, Monitor and Report Trading by insiders including employees and other concerned persons (" Code of Conduct")

As required, please find enclosed a copy of the Code of Fair Disclosure for your kind records.

Thanking you,

Yours faithfully
For **FINOLEX CABLES LIMITED**



R G D'SILVA
Company Secretary &
President (Legal)

Encl.: As stated above

CODE OF FAIR DISCLOSURE

[Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

FINOLEX CABLES LIMITED

**Registered Office : 26 / 27, Mumbai – Pune Road,
Pimpri,
Pune – 411 018**

Adopted by the Board of Directors on 12th May 2015

1. PREAMBLE

- 1.1 The Board of Directors of Finolex Cables Limited (the '**Company**') is expected to manage the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all the stakeholders.
- 1.2 The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information.

2. LEGAL FRAMEWORK

- 2.1 The Securities and Exchange Board of India ('**SEBI**') has, *vide* its circular no. LAD-NRO/GN/2014-15/21/85 dated 15th January, 2015 enacted the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the "**Regulations**").
- 2.2 Regulation 8 (1) under Chapter - IV of the Regulations provides for the formulation of a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' ('**Code of Fair Disclosure**').
- 2.3 Schedule A to the Regulations enlists the principles of fair disclosure for the purpose of the Code of Fair Disclosure.
- 2.4 Any subsequent modification and / or amendments brought about by the Regulations shall automatically apply to the Code of Fair Disclosure.
- 2.5 The Code of Fair Disclosure shall be applicable to all members of the Board of Directors of the Company with effect from 15th May, 2015.

3. PRINCIPLES OF FAIR DISCLOSURE FOR THE PURPOSE OF THE CODE OF FAIR DISCLOSURE

The Code of Fair Disclosure 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 members of the Board of Directors of the Company shall adhere to the following principles in letter as well as in spirit :

- 3.1 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.
- 3.2 The uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure, shall be ensured.
- 3.3 Unless otherwise resolved by the Board of Directors of the Company, the Chief Financial Officer of the Company shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 3.4 There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise. It shall be ensured that such information is generally available.
- 3.5 Appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumours by regulatory authorities.

- 3.6 The Board of Directors of the Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- 3.7 Best practices will be 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.
- 3.8 Unpublished price sensitive information shall be followed on a need-to-know basis.

4. POWER OF THE BOARD OF DIRECTORS

- 4.1 The Executive Chairman, subject to approval of the Board of Directors of the Company, reserves the right to amend or modify the Code of Fair Disclosure in whole or in part, at any time, without assigning any reason whatsoever.
- 4.2 The Board of Directors of the Company may establish further rules and procedures, from time to time, to give effect to the intent of the Code of Fair Disclosure and to further the objective of good corporate governance.
- 4.3 The decision of the Board of Directors of the Company with regard to any or all matters relating to the Code of Fair Disclosure shall be final and binding on all concerned.

5. DISCLOSURE

- 5.1 The Code of Fair Disclosure shall be published on the official website of the Company that is:
<http://www.finolex.com>.
- 5.2 The Code of Fair Disclosure and every amendment thereto shall be promptly intimated to the stock exchanges where the securities of the Company are listed, that is, the BSE Limited and the National Stock Exchange of India Limited.

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