

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UNPUBLISHED PRICE SENSITIVE INFORMATION

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1. Preface:

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”) under the powers conferred on it under the SEBI Act, 1992, on January 15, 2015 and the same shall be effective from May 15, 2015.

In terms of “the Regulations” it is mandatory for every listed company/entity to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. Accordingly, this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“**Fair Disclosure Code**”) is formulated and adopted by the Board of Directors of **JENSON & NICHOLSON (INDIA) LTD.** (hereinafter referred to as ‘the Company’).

The Code seeks to ensure timely, fair and adequate disclosure/dissemination of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to their trading and or investment in Company’s Securities.

This Fair Disclosure Code shall be effective from **May 15, 2015**.

2. Fair Disclosure and Dissemination of unpublished price sensitive Information(UPSI)

- 2.1 The Compliance Officer shall act as the Chief Investor Relations Officer of the Company for the purpose of this Fair Disclosure Code. However the Board may designate any other senior officer of the Company to act as the Chief Investor Relations Officer of the Company.
- 2.2 Chief Investor Relations Officer to ensure timely and adequate disclosure/dissemination of Unpublished Price Sensitive Information (UPSI) that would impact price discovery of Company’s Securities.
- 2.3 Unpublished Price Sensitive Information (UPSI) shall be disclosed/disseminated, to make it generally available to investors, only after ensuring that information is credible and concrete.
- 2.4 Unpublished Price Sensitive Information (UPSI) shall be appropriately and promptly disclosed /disseminated by the Company to stock exchange(s) on continuous and immediate basis. Such information will also be made available on the website of the Company after disclosure to the stock exchange(s).
- 2.5 Unpublished Price Sensitive Information shall be disclosed on uniform and universal basis to avoid selective disclosure. In case of Unpublished Price Sensitive Information (UPSI) that gets disclosed selectively, inadvertently or otherwise, the Company shall immediately take steps to make prompt dissemination of such information to make such information generally available to all investors.

3. Guidelines to be followed while dealing with analysts, Research Personnel and institutional investors:

- 3.1 The Company shall provide only generally available information to the analyst/ research personnels / High networth investors & institutional investors.
- 3.2 If the answer to the queries raised includes unpublished price sensitive information (UPSI), a public announcement should be made before responding to such queries from analyst/

research personnels / High networth investors & institutional investors.

- 3.3 The Company shall, if it thinks so appropriate, disclose transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if any, on the official website of the Company to ensure official confirmation and documentation of the disclosures made by the company.

4. Chief Investor Relations Officer's Role & Responsibilities

The Chief Investor Relation Officer shall be responsible to deal with dissemination of information and disclosure of Unpublished Price sensitive Information and also to:

- 4.1 Ensure that the Company complies with continuous disclosure requirements.
- 4.2 Oversees and coordinate disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.
- 4.3 Ensure that the information disclosure is correct and concrete.
- 4.4 Decide whether a public announcement is necessary for verifying or denying market rumors and subsequently making the disclosure, if necessary.
- 4.5 To response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 4.6 To handle all unpublished price sensitive information on need to know basis.
- 4.7 To do any other/all other act(s) in such a manner to ensure the timely compliances of the aforesaid Regulations.

5. Dissemination of Unpublished Price Sensitive Information

The Company may choose appropriate medium of disclosure/dissemination of information's under this Code so as to achieve maximum reach and quick dissemination not limited to company's website & Stock Exchange(s).

6. Clarification

Any Clarification /assistance as necessary in relation to this Fair Disclosure Code may be sought from the Chief Investor Relations Officer.

7. Publication of the Code of Fair Disclosures:

- 7.1 The Fair Disclosure Code shall be published on the official web site of the Company;
- 7.2 Currently envisaged Fair Disclosure Code and every subsequent amendment made thereto, shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.
- 7.3 Any terms used in this Fair Disclosure Code shall have the same meaning as assigned to them under the Regulations and or Securities and Exchange Board of India Act, 1992.