



Tyche Industries Limited

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

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INTRODUCTION:

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

The Board of Directors of the Company has prepared the policy in terms of Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

OBJECTIVE:

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

DEFINITION:

"Legitimate purpose" Shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professional or other advisors or consultants, which sharing carried out to evade or circumvent the prohibitions of these 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"Unpublished price sensitive information" - UPSI Means any information, relating to a company or its securities, directly or indirectly, that is not generally available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 include but not restricted to, information relating the following: - Financial results; - Dividends; - Change in capital structure; - Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; - Changes in key managerial personnel.

"Insider" Means any person who is:

- ✓ a connected person; of
- ✓ in possession of or having access to unpublished price sensitive information

STRUCTURAL DIGITAL DATABASE:

Structured digital database is required to be maintained by the Company in house containing:

- a. the nature of unpublished price sensitive information;
- b. the names of such persons who have shared the information; and also the names of such persons with whom information is shared under this regulation;
- c. along with his Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available

The said database is to be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

The structured digital database is to be preserved for a period of:

- a. not less than eight (8) years after completion of the relevant transaction(s); or
- b. in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings- till the completion of such proceedings.

COMMUNICATION OR PROCUREMENT OF UPSI:

- ❖ Notice shall be given to all such persons to maintain confidentiality of such UPSI;
- ❖ UPSI may be communicated, where the board of directors is of opinion that sharing of such information is in the best interest of the company, in connection with a transaction that would entail an obligation to make an open officer under the takeover regulation;
- ❖ The board of directors and parties execute agreement to contract confidentiality shall not trade in securities of the company when in possession of UPSI;
- ❖ Board of directors shall ensure structured digital data base is maintained with time stamping along with Permanent Account number or any other identification of authorized by law where PAN is not available;

CODE OF FAIR DISCLOSURE AND CONDUCT

- ❖ Shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of UPSI;
- ❖ Every amendment shall be promptly be intimated to Stock Exchange; } Shall ensure uniform and universal dissemination of UPSI;
- ❖ Company Secretary and compliance officer of the company duly authorised to deal with dissemination of information and disclosure of UPSI;
- ❖ Appropriate and fair response to queries;
- ❖ Information shared with analysts and research personnel shall not be UPSI;
- ❖ Summaries of proceedings of meetings with analysts and other investor conferences be disseminated of official website.
- ❖ Handling of all unpublished price sensitive information on a need-to know basis.

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS:

The Board of Directors of the Company shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

AMENDMENT:

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.