



J. J. FINANCE CORPORATION LIMITED
CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION

I. PREAMBLE

This Code has been framed in pursuance to the regulation contained in sub-regulation (1) of Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended by SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018, (hereinafter referred to as the 'Regulations') which mandates the listed Companies to frame a Code of Practices and Procedures for fair and timely dissemination of unpublished price sensitive information. Accordingly, this document forms the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") adopted by J. J. Finance Corporation Limited (hereinafter referred to as the 'Company') and has been approved and implemented by the Board of Directors of the Company.

II. APPLICABILITY

This existing Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been revised by the Board of Directors of the Company effective from 1 April, 2019.

III. THE PRINCIPLES OF FAIR DISCLOSURE ADOPTED BY THE COMPANY ARE AS FOLLOWS:

- i. To promptly make public disclosure of unpublished price sensitive information as defined under the Regulations, that would impact price discovery. Such disclosures are made no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii. To make disclosures of unpublished price sensitive information, as and when made, in a universal and uniform manner through forums like widely circulated media and / or through stock exchanges where its equity shares are listed. Selective disclosure of unpublished price sensitive information is to be avoided. The Company shall use its best endeavours to avoid selective disclosure, however, if the information get disclosed selectively due to oversight or inadvertently or otherwise, efforts will be made to make the information available for general public by sharing the same with the Stock Exchanges at the earliest.
- iii. The Company Secretary of the Company serves as its Chief Investor Relations Officer for the purpose of this Code and SEBI Insider Trading Regulations to deal with proper and timely dissemination of information and disclosure of unpublished price sensitive information.
- iv. The Company is authorized to respond to any queries that may be received from the Stock Exchange(s), Press, Electronic Media etc. and requests for verification of any market rumours by the Regulatory Authorities. However, unless required by a Regulatory Authority, the Chief Investor Relations Officer after appropriate consultation may decide not to respond to any market rumours which may lead to sharing of any unpublished price sensitive information, which is not generally available.
- v. To ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- vi. The Company shall develop best practices to make the transcripts or records of proceedings of meetings with analysts and other investors relations conferences on the Company's official website to ensure official confirmation and documentation of disclosures made.
- vii. Unpublished price sensitive information shall be handled on a "need to know" basis, i.e. unpublished price sensitive information shall be disclosed only to those within the Company who need the information to discharge their duty.

viii. Sharing of relevant unpublished price sensitive information with joint venture partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants or any other intermediary(ies)/fiduciary(ies) or in cases where it is mandatory for performance of duties or discharge of legal obligations shall be considered as “legitimate purposes” for the purpose of sharing of unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI Insider Trading Regulations.

The following may be considered as an indicative list of “legitimate purposes” in the context of this Code:

- Sharing of relevant unpublished price sensitive information with intermediaries/fiduciaries as above in order to avail professional services from them;
 - Sharing of relevant unpublished price sensitive information with persons on need to know basis who have expressly agreed in writing to keep the information confidential and not to transact in the company’s securities on the basis of such information;
- ix. Before sharing of the unpublished price sensitive information, the concerned person sharing such information shall comply with the requirements in relation to circumstances and procedure for bringing people ‘inside’ as provided in the Company’s Code of Conduct to regulate, monitor and report Insider Trading.
- x. A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls and checks such as time stamping, etc. will also be laid out to ensure the compliance of maintenance of a digital database for sharing information for the said legitimate purposes.
- xi. For the purpose of maintaining the structured database as above, the officers of the Company sharing the unpublished price sensitive information for legitimate purposes shall be liable to provide the names and PAN numbers of such persons or entities as the case may be with whom the unpublished price sensitive information is shared along with date, time, etc. Such officers shall ensure confidentiality of this unpublished price sensitive information by signing non-disclosure agreement with the recipients of unpublished price sensitive information or by any other means as appropriate.
- xii. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for the purposes of SEBI Insider Trading Regulations and such person(s) is/are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI Insider Trading Regulations.
- xiii. The Board of Directors are authorised to make such alterations to this Code as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI Insider Trading Regulations. Further, every amendment to this code shall be promptly intimated to stock exchanges where the securities of the Company are listed.
