



# Twamev Construction and Infrastructure Limited

(Formerly known as Tania Constructions Limited)

## Registered Office

DD-30, 7th Floor, Sector-1  
Salt Lake City, Kolkata - 700064

+91 33 49505600

info@twamevcons.com

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")** [Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

### **Background**

As envisaged under the SEBI (Prohibition of Insider Trading) Regulation 2015, as amended from time to time. The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI (PIT) Regulations**") under the powers conferred on it under the SEBI Act, 1992. These Regulations came into force with effect from 15th May, 2015, and the same have been made applicable to all companies whose shares are listed on Indian stock exchanges. Twamev Construction and Infrastructure Limited ("**Company**") is required to formulate code of practices and procedures for fair disclosure of UPSI (*defined below*) ("**Code**").

### **I. Objective**

The code of practices and procedures for fair disclosure of UPSI is required for the Company to ensure timely and adequate disclosure of UPSI which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of UPSI and to prevent misuse of such information.

### **II. Applicability**

This code of practice and procedure for fair disclosure of UPSI shall be applicable from 01-04-2019

### **III. Definition**

"**Unpublished Price Sensitive Information**" / "**UPSI**" shall have the meaning ascribed to such term in regulation 2(1)(n) of the SEBI (PIT) Regulations, as amended from time to time.

### **IV. Principles of Fair Disclosure**

The Company shall adhere to the following principles to ensure timely and fair disclosure of UPSI:

- a) The company will make prompt public disclosure of UPSI to the stock exchange that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b) The Company will make disclosure of UPSI on a continuous, immediate, uniform basis and will be universally dissemination to avoid selective disclosure.
- c) The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- d) The Company shall provide fair response to queries on news reports and request for verification of market rumors by regulatory authorities, including the stock exchanges, for verification of news reports and market rumors.

### **Corporate Office**

Martin Burn Business Park, 17th Floor  
Office No: 1704, Plot 3, Block BP  
Sector V, Saltlake City, Kolkata – 700091  
+91 33 49505600  
info@twamevcons.com

### **Delhi Office**

5th Floor, Unit No. 517 & 518  
Le-Meridian Commercial Complex  
Raisina Road, New Delhi - 110001  
+91 11 40581302  
delhi@twamevcons.com



- e) The Company will ensure that information shared with analysts and research personnel is not UPSI.
- f) The Company will make a recording of proceedings & discussions of meetings with analysts and other investor relations conferences, and post relevant information on the official website to ensure official confirmation and documentation of disclosures made.
- g) The Company will handle all UPSI on a need-to-know basis i.e. UPSI shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- h) Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "**legitimate purposes**" for the purpose of sharing UPSI 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 (PIT) Regulations.
- i) A structured digital database shall be maintained containing the names of such persons or entities as the case may be with which 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 will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.
- j) Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI (PIT) Regulations and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI (PIT) Regulations.

#### **V. Dissemination of information:**

The company secretary & compliance officer of the Company shall be designated as chief investor relations officer ("CIO") who in consultation with the compliance officer, shall deal with the dissemination of information and disclosure of Unpublished Price Sensitive Information. The compliance officer shall be responsible for ensuring compliance under this Code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, media, if any and educating the employee on disclosure policies and procedures. In addition to the above, the CIO shall also be responsible to promptly respond to queries or requests for verification of market rumors by exchanges. The CIO shall also be responsible for deciding whether a public announcement is necessary for verification or denying rumors and then making the disclosures. He/she shall also provide appropriate assistance and fair response to the regulatory authorities, including the stock exchanges, for verification of news report and market rumors.

#### **VI. Sharing of UPSI for legitimate purposes:**

The UPSI shall be shared by any person(s) authorized by the board of directors or the CIO of the Company on behalf, only in furtherance of legitimate purpose(s) which shall include the following, as mentioned below. All UPSI is to be handled on a need-to-know basis, i.e. UPSI shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- Sharing of information with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing UPSI in the ordinary course of business by an insider, designated person, or by any authorized person. Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (PIT) Regulations.



- Sharing of UPSI where such communication is in furtherance of the performance of duty(ies);
- Sharing of UPSI for discharge of legal obligation(s);
- Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CIO of the Company; and
- Sharing of UPSI for any other purpose as may be prescribed under the securities regulations or company law or any other law for the time being in force, in this behalf, as may be amended from time to time.

#### **VII. Issue of Notice to the recipient of UPSI**

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this Code, and due notice shall be given to such persons in the prescribed format.

- To make such a person aware that the information shared is or would be UPSI.
- To make such a person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use.
- To instruct such person to maintain the confidentiality of such unpublished price-sensitive information in compliance with these regulations.

#### **VIII. Digital Database of recipients of UPSI**

The CIO shall be responsible for maintaining a structured digital database of such persons or entities, as the case may be, with whom information is shared under this regulation, which shall contain the following information;

- Name of such recipient of UPSI;
- Name of the Organization or entity to whom the recipient represents, along with its designation.
- Postal Address, Contact number and E-mail ID of such recipient.
- Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The CIO shall also be responsible for ensuring that such databases are maintained with adequate internal controls and checks, such as time stamping and audit trails, to ensure non-tampering of such databases.

#### **IX. 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 Code with a new code. In any circumstance where the terms of the Code differ from any law, rule, regulation, etc., for the time being in force, the law, rule, regulation, etc. shall take precedence over the Code.

This code was duly approved by the board in its meeting held on 12<sup>th</sup> August, 2025.

- X. **Disclosure of Code on Public Domain:** This Code and any amendment thereof will be published on [www.twamevcons.com](http://www.twamevcons.com)