



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

January 22, 2016

General Manager - DCS,
Dept of Corporate Services,
BSE Ltd,
Floor I, P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 517421

Dear Sir,

**Compliance under Regulations 8 & 9 of the SEBI (Prohibition of
Insider Trading) Regulations, 2015 read with circular No.
CIR/ISD/01/2015 dated 11.5.2015**

(i) Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, a Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information of the Company has been formulated and adopted by the Board of Directors of the Company. The same is also uploaded on the website of the Company at www.butterflyindia.com (copy enclosed).

(ii) Pursuant to Regulation 9(1) of the said Regulations, a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations, as per the standards set out in Schedule B to the said Regulations, has also been formulated and adopted by the Board of Directors of the Company.

We request you to kindly take the above information/documents on record.

Thanking you,

Yours faithfully,
For BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

Executive Director-cum-Company Secretary
Encl:a/a

Regd. Office : 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - 603 103, Kancheepuram District.
Phone : +91-44-67415590 / 91 / 93 / 94 CIN No. : L28931TN1986PLC012728
E-mail : gm@butterflyindia.com Web : www.butterflyindia.com

Corporate Office : E-34, II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 600 130, Kancheepuram District.
Phone : 044 - 4900 5100, 5120 E-mail : butterflyho@butterflyindia.com / butterflyco@butterflyindia.com

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (CODE)

1. Objective:

1.1 The Company has a policy of providing timely and credible material information to the investing public, media, etc. consistent with the legal and regulatory requirements.

1.2 This Code is formulated pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 laying down the process of fair disclosure in connection with the Unpublished Price Sensitive Information (**UPSI**).

1.3 The Executive Director Cum Company Secretary is designated as Chief Investor Relations Officer (CIRO) to deal with dissemination and disclosure of unpublished price sensitive information (UPSI).

1.4 This Code is effective from 15th May, 2015.

2. The Code:

TTK Healthcare has adopted the following principles in connection with this Code:

2.1 Adopt such process, such that any UPSI is handled only on a need-to-know basis.

2.2 Promptly disclose UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2.3 Ensure UPSI is not selectively disclosed and the same is disseminated uniformly and universally.

2.4 Exercise adequate care that UPSI is not shared with Analysts and other research personnel.

2.5 Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

2.6 Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

2.7 Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website www.ttkhealthcare.com to ensure official confirmation and documentation of disclosures made.



3. Procedure:

3.1 The Company has nominated a set of senior executives called Authorised Spokespersons who will be authorised to speak about the company to Analysts, Security dealers and fund managers. "Authorised Spokespersons" currently consist of Chairman, Managing Director and Executive Director Cum Company Secretary – Mr V M Lakshminarayanan Mr. V M Sheshadri or Mr. D.Krishnamoorthy (CIRO).

3.2 All presentations and communications to the investing community and Press Releases relating to financial matters and other material developments shall be referred to CIRO for vetting before dissemination.

3.3 Any unintended communication of UPSI by any Employee of the Company shall be immediately brought to the notice of CIRO who will ensure that the same is disseminated to the Stock Exchange expeditiously.

3.4 Any visit to the Head Office or factories of the Company by any representatives of the investor community shall be arranged only with the prior consent of CIRO/Authorised Spokesperson and shall be accompanied by a person authorised by any of the Authorised Spokespersons.

3.5 Enquiries received from Analysts, security holders etc. by any other department other than the investor relations must be forwarded to CIRO. Under no circumstances, any employee shall attempt to handle the enquiries without the prior authorisation from CIRO and Authorised Spokespersons.

3.6 Employees of the Company are required to generally assume that any information relating to the following "Explanation Clause" is material and non-published and if they have any doubt they should consult the CIRO for clarification.

Explanation Clause: UPSI generally means financial results, financial condition and forecasts, any announcement on future earnings or loss, funding/capital issue proposals, proposed dividend, discussions regarding acquisitions, joint ventures, divestments, change in business, new products etc. and litigations.

