

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. PRELIMINARY

1.1 Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of Balmer Lawrie & Co. Limited (the “Company”) has formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information hereinafter called as “*the Code*”.

1.2 The Code shall come into force w.e.f. 15.05.2015^a and the amendments to the code, if any, shall be effective from the date on which it is notified from time to time.

2. DEFINITIONS AND INTERPRETATION

2.1 The Code has been formulated as per the principles envisaged in Schedule A to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) and the terms or expressions used, unless explicitly defined herein shall have same meaning as defined, interpreted or construed in/for the purpose of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended).

3. OBJECTIVE OF THE PRINCIPLES OF FAIR DISCLOSURE

Fair disclosure of events and occurrences that could impact price discovery in the market for the Company’s securities. Adhering to principles of fair disclosures such as, equality of access to information, publication of policies or decisions such as those on, dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings and like as are set in the schedule to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended).

4. CHIEF INVESTOR RELATIONS OFFICER

The Company Secretary of the Company shall act as Chief Investor Relations Officer (**CIRO**) who shall deal with dissemination of information and disclosure of unpublished price sensitive information.

The CIRO shall be responsible for prompt public disclosure of unpublished price sensitive information that would impact price discovery, in order to make credible and concrete information generally available.

The CIRO shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

^a Amended vide resolution passed by Board dated 29th March, 2019. The revised code will come into effect from 01.04.2019

In the event of inadvertent selective disclosure of unpublished price sensitive information, prompt dissemination action shall be taken by CISO to ensure such information is generally available.

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. will be disclosed only who need the information to discharge their duty.

5. RESPONDING TO MARKET RUMOURS

The CISO in concurrence of Chairman & Managing Director shall make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

6. DISCLOSURE/DISEMINATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION TO ANALYSTS AND RESEARCH PERSONNEL

Chairman & Managing Director shall disclose any information (which should not be unpublished price sensitive information) of the Company to analysts and research personnel.

All the officials of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

(i) Sharing of non-public information

Chairman & Managing Director shall provide only public information to the analysts/research persons/large investors like institutions. In case, non-public information (which will not be unpublished price sensitive information) is proposed to be provided, the person proposing to do so shall provide information only after concurrence of Chairman & Managing Director in advance.

(ii) Recording of discussion

Chief Investor Relations Officer shall ensure that transcripts or records of proceedings of meetings with analysts and other investor relations conferences are uploaded on the official website of the Company to ensure official confirmation and documentation of disclosures made.

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information are set out in Schedule A as prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015 which also forms part of Principle for Fair Disclosures.

7. POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"

The sharing of Unpublished Price Sensitive Information (UPSI) by an insider shall be only for "legitimate purpose". The purpose for which UPSI is shared may be considered "Legitimate Purpose" if, it satisfies the following criteria:

- i. The UPSI shall be shared only on 'need to know' basis.
- ii. Such sharing of UPSI shall be in the ordinary course of business such as performance of duties, discharge of legal obligations, etc. with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
- iii. The insider shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
- iv. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" and due notice shall be given to such person to maintain confidentiality of UPSI.
- v. The insider sharing UPSI shall ensure that such third party is also bound by non-disclosure or confidentiality agreements and the liabilities involved which shall mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of the Company's Insider Trading Code.

8. UPLOADING OF THE CODE ON THE COMPANY'S WEBSITE

This Code and any amendments thereto shall be available on the website of the Company.

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

- 1) Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2) Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- 3) Designation of a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 4) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 5) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 6) Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- 7) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- 8) Handling of all unpublished price sensitive information on a need-to-know basis.