



Registered Office: Golagokarannath, Lakhimpur-Kheri, District Kheri, Uttar Pradesh 262802  
Tel.:+91-5876-233754/5/7/8, 233403, Fax:+91-5876-233401, Website: [www.bajajhindusthan.com](http://www.bajajhindusthan.com)  
[Corporate Identity No.L15420UP1931PLC065243](#)

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# **CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

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# CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

## 1. Introduction

In accordance with the Insider Trading Regulations, the Board of the Company, has adopted a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information

## 2. Definitions

- (i). **“Act”** shall mean the Companies Act, 2013 and rules made thereunder, as amended.
- (ii). **“Board”** shall mean the board of directors of the Company.
- (iii). **“Code”** means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.
- (iv). **“Chief Investors Relations Officer”** means a senior officer as may be designated from time to time.
- (v). **“Company”** shall mean Bajaj Hindusthan Sugar Limited.
- (vi). **“Compliance Officer”** means any senior officer, designated so and reporting to the Board and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the Insider Trading Regulations under the overall supervision of the Board.
- (vii). **“Designated Persons” means:**
  - 1. Directors; and
  - 2. Such Employees and Connected Persons (including representatives of the auditors, accountancy firms, law firms, analysts, consultants, etc.) as identified by the Compliance Officer in consultation with the Board in line with the objectives of the Code
- (viii). **“Insider Trading Regulations”** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
- (ix). **“Stock Exchange”** shall mean a recognised stock exchange on which the securities of the Company are listed.
- (x). **“Unpublished Price Sensitive Information”** shall mean any information, relating to the Company or its securities, directly or indirectly, that is not generally available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 including but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposal and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and

All terms used but not defined herein shall have the meaning ascribed to such term under the Insider Trading Regulations. In case of any discrepancy between the Insider Trading Regulations and the terms defined herein, the meaning as ascribed under the Insider Trading Regulations, shall prevail.

### **3. Chief Investor Relations Officer**

The Compliance Officer has been appointed as the Chief Investor Relations Officer, who shall be responsible for, and deal with, the dissemination of information and disclosure of Unpublished Price Sensitive Information. He shall be responsible for ensuring that the Company complies with the continuous disclosure requirements of the Insider Trading Regulations and this Code.

### **4. Disclosures**

#### **4.1 Prompt public disclosure of Unpublished Price Sensitive Information**

Unpublished Price Sensitive Information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available.

#### **4.2 Uniform and Universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure**

The Unpublished Price Sensitive Information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and by posting the same on official website of the Company i.e. [www.bajajhindusthan.com](http://www.bajajhindusthan.com). The Company shall use its best endeavors to avoid selective disclosure of price sensitive information. However, if any information gets disclosed selectively or inadvertently or otherwise, endeavor shall be made to make generally available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

#### **4.3 Procedures for responding to any queries on news reports and/or requests for verification of market rumors by regulatory authorities**

- i. Appropriate, fair and prompt response shall be submitted to all queries on news reports and/ or requests for verification of market rumours received from regulatory authorities.
- ii. Such replies shall be signed by the Compliance Officer/ Managing Director. In their absence, such replies shall be signed by Chief Financial Officer or the Vice President (Finance).

- iii. In case the query/request has been received from any Stock Exchange, a copy of such reply shall be sent to other stock exchange(s) also where equity shares of the Company are listed.
- iv. The Compliance Officer shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

#### **4.4 Procedures for Disclosure/ dissemination of Information with reference to analysts, Institutional Investors and research personnel**

- i. Only public information will be provided to analysts, research personnel and institutional investors. Alternatively, any Unpublished Price Sensitive Information given to analysts, research personnel and institutional investors should be simultaneously made public at the earliest.
- ii. In order to avoid misquoting or misrepresenting it is desirable that two Company representatives be present at the meeting with analysts, research personnel and institutional investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company.
- iii. Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response shall be furnished later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.
- iv. The Company shall develop best practices to make adequate disclosures on the official website to ensure that official confirmation and documentation of disclosures is made.

#### **4.5 Need to know**

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 official duties or to discharge of legal obligations, and subject to Chinese walls

### **5. Policy for Determination of “Legitimate Purposes”**

The sharing of UPSI shall be deemed to be for “Legitimate Purpose” if it satisfied the following criteria:

- (i) The ‘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 professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
- (ii) The information shall be shared with any person on ‘need to know’ basis.

- (iii) Insiders 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) Sharing of information may be construed as insider trading even while it is in pursuit of compliances required or business interests of the Company in appropriate circumstances. The person who has the UPSI should ideally refuse himself from assigned task of the sharing the UPSI with third parties in such doubtful cases to avoid any adverse inferences in this regard.
- (v) The agreements entered into involve sharing of UPSI should have a “confidentiality clause” or else a separate Non-Disclosure Agreement shall be executed with parties to safeguard the disclosure of UPSI.

## **6. Policy review and amendments**

The Board reserves the power to review and amend this Policy from time to time. All provisions of this Policy would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

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