

## Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information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of Directors of Balmer Lawrie & Co. Limited has formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information hereinafter called as "*the Code*".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 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 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 .

### 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, 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.

### 4. CHIEF INVESTOR RELATIONS OFFICER

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act as Chief Investor Relations Officer (**CIRO**) who shall deal with dissemination of information and disclosure of unpublished price sensitive information.

The CIRO shall be responsible for prompt public disclosure of unpublished price sensitive information that would impact price discovery, in order to make credible and concrete information is generally available.

The CIRO shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

In the event of inadvertent selective disclosure of unpublished price sensitive information, prompt dissemination action shall be taken by CIRO to ensure such information is generally available.

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. will be disclosed only who need the information to discharge their duty.

#### **4. 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.

#### **5. 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.

**SCHEDULE A**

**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.