



DHANUKA AGRITECH LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (Effective from 1st April, 2019)

(Pursuant to Regulation 8(1) and Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

- 1.1 The Board of Directors of every Company whose securities are listed on a Stock Exchange is required to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code of Fair Disclosure). The Board would follow each of the principles set out in Schedule A to the Regulations, without diluting the provisions of these regulations in any manner. The Code and any amendments thereto shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed. The Code shall also be published on the website of the Company.
- 1.2 The Company has framed a Code, which was applicable from 15th May 2015.
- 1.3 The words, terms and expressions used in the Code shall have the same meanings given in Regulation 2 of Chapter I of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and as defined in Company's Revised Code of Conduct to Regulate, Monitor and Report Trading by Insiders as effective from 1st April, 2019.
- 1.4 **The Code is been revised in order to make it more aligned with the recent amendment in SEBI (Prohibition of Insider Trading) Regulations, 2015 and Revised code shall be effective from 1st April, 2019.**
2. **The Company will adhere to the following so as to ensure fair disclosure of events and occurrences that could impact price discovery of its securities in the market:**
 - 2.1 **Prompt public disclosure of Unpublished Price Sensitive Information.**

The Company shall make prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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, to stock exchanges, where its securities are listed. As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges may be supplemented by updates to the press and by prompt updates on the Company's website. The Company may also consider other modes of public disclosures of such Information so as to improve investor access to the same.
 - 2.2 **Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.**

All the Unpublished Price Sensitive Information shall be reported promptly on uniform basis to all the Stock Exchanges on which the securities of the Company are listed for wide dissemination to avoid selective disclosure.



- 2.3 **Designation of a Senior Officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.**
- 2.3.1 The Chief Financial Officer has been designated as the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information. He shall be responsible to ensure timely and adequate disclosure of Unpublished Price Sensitive Information pursuant to the aforesaid Code. In the absence of the Chief Financial Officer for any reason, the Compliance Officer/ Company Secretary or any other Officer of the Company duly authorized by the Managing Director of the Company shall officiate as the CIRO to discharge the responsibilities under the said Code.
- 2.3.2 The CIRO shall report to the Managing Director and shall also co-ordinate with the Compliance Officer.
- 2.3.3 The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of Unpublished Price Sensitive Information to Stock Exchanges, Analysts, Shareholders and Media, and educating staff on disclosure policies and procedures.
- 2.3.4 All disclosures/ dissemination whatsoever of any information (save and except disclosures required to be made under any law or under this Code) on behalf of the Company shall be first shown to the CIRO for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the CIRO. In case of doubt, the CIRO shall consult and seek approval of the Managing Director before dissemination of such information.
- 2.4 **Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.**
- 2.4.1 In case any Unpublished Price Sensitive Information get disclosed selectively, inadvertently or otherwise, then such Unpublished Price Sensitive Information should be disseminated immediately to make such information generally available in accordance with the Code.
- 2.4.2 Should any dissemination of information on behalf of the Company take place without prior approval referred above, out of accidental omission, by any Employee or Director of the Company, such Employee/ Director shall forthwith inform the CIRO about such disclosure irrespective of the fact whether such information is Unpublished Price Sensitive Information or not.
- 2.5 **Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.**
- 2.5.1 The Employees/ Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from Stock Exchanges or from the press or media or from any other source to the CIRO.



- 2.5.2 The CIRO on receipt of requests as aforesaid, shall consult, where required, the Managing Director and respond to the same without any delay.
- 2.5.3 The CIRO shall be also responsible for deciding, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures.
- 2.5.4 All the requests/ queries received shall be documented and as far as practicable, the CIRO shall request for such queries/ requests in writing.
- 2.6 **Ensuring that information shared with Analysts and Research Personnel is not Unpublished Price Sensitive Information.**
- 2.6.1 No person, except those authorized by the CIRO, shall disclose any information relating to the Company's securities to Analysts/ Research Personnel and Institutional Investors. The CIRO shall be invited to meeting/ conferences organized by the Company with the Analysts/ Institutional Investors/ Research Personnel.
- 2.6.2 All Directors, Officers and Employees of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:
- a. Sharing of Unpublished Price Sensitive Information:

The Directors, Officers and Employees shall provide only generally available information to the Analysts/ Research Persons/ Large Investors like Institutions. In case, non-public information is proposed to be provided, the person proposing to so provide information shall consult the CIRO in advance. The CIRO in such cases, shall ensure that the information provided to the Analysts/ Research Person/ Investor as above is made generally available simultaneously with such disclosure.
 - b. Extreme care and caution should be taken when dealing with Analysts' questions that raise issues outside the intended scope of discussion.
 - c. The CIRO should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later, in consultation with the Managing Director. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the CIRO shall report the same to the Managing Director and obtain necessary approval for its dissemination to the Stock Exchanges/ public announcement through press or through official website of the Company. The CIRO shall, after dissemination of such Unpublished Price Sensitive Information as aforesaid, respond to such unanticipated questions.
- 2.7 **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.**
- 2.7.1 All the Analyst, Broker or Institutional Investor meetings shall be attended by the CIRO and at least one (or more) senior Employee(s) of the Company. The CIRO in order to avoid misquoting or misrepresentation shall arrange for making transcripts or recordings of the proceedings of the meetings with Analysts and other investor



relations conferences on the official website of the Company to ensure official confirmation and documentation of disclosure made.

2.7.2 Wherever the Company proposes to organize meetings with Investment Analysts/ Institutional Investors, the Company shall intimate to stock exchanges where its securities are listed and shall also make such information available on its website including the transcript/minutes of such meeting(s). The Company may also consider live webcasting of analysts meets.

2.7.3 The CIRO shall be responsible for drafting of the press release or the text of the information to be posted on the website of the Company, in consultation with the Managing Director.

2.8 **Handling of all Unpublished Price Sensitive Information on a need-to know basis.**

All the Unpublished Price Sensitive Information in the Company shall be handled on need to know basis. This means that such information should be disclosed only to those within the Company who need to know the same in furtherance of the insider's legitimate purposes, performance of duties or discharge of his/ her legal obligations.

No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.



POLICY ON DETERMINATION OF LEGITIMATE PURPOSE

SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 required that the Board of Directors of the Company shall make a policy for determination of “legitimate purposes” as a part of “Codes of Fair Disclosure and Conduct” formulated under regulation 8.

DAL Policy of determination of Legitimate Purpose shall be applicable on all Designated Persons as defined in Company’s code for prevention of Insider Trading by Designated Persons.

“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 SEBI Insider Trading Regulations as well as Company’s Internal Code of Conduct to Regulate, Monitor and Report Trading by Designated Purpose.

The Board of Directors and/ or the Audit Committee may time to time determine the Legitimate Purpose with regard to this code which inter alia shall include:

1. Declaration of Quarterly, half yearly and Annual Results of the Company;
2. Buy Back of Shares by the Company;
3. Proposed acquisition or merger or demerger;
4. Changes in the Share Capital of the Company;
5. New Product Launch;
6. Internal Audit, Statutory Audit or any other kind of audit, assessment conducted by any Regulator pursuant to Rules and Regulations applicable on the Company.
