

28<sup>th</sup> March, 2019

DCS – Listing  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051

**Scrip Code - 506655**

**Scrip Symbol - SUDARSCHEM**

Dear Sir,

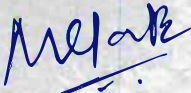
**Sub : Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Board of Directors of the Company at its meeting held on 27<sup>th</sup> March, 2019, have approved the revised Code of Practices and Procedures for Fair Disclosure of Unpublished price Sensitive Information.

A copy of the revised code is enclosed herewith for your record.

Thanking You,  
Yours Faithfully,

For SUDARSHAN CHEMICAL INDUSTRIES LIMITED



MANDAR VELANKAR  
DGM – LEGAL & COMPANY SECRETARY



Encl.: as above

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UNPUBLISHED PRICE SENSITIVE INFORMATION (CODE OF FAIR  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

**1. PREAMBLE :**

1.1 The Board of Directors of Sudarshan Chemical Industries Limited (the 'Company') is expected to manage the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all the stakeholders.

1.2 The Company endeavours to preserve the confidentiality of the Unpublished Price Sensitive Information (UPSII) and to prevent the misuse of such information.

**2. LEGAL FRAMEWORK :**

2.1 The Securities and Exchange Board of India ('SEBI') has, vide its circular no. LAD-NRO/GN/2014-15/21/85 dated January 15, 2015 enacted the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations')

2.2 Regulation 8(1) under Chapter – IV of the Regulations provide for the formulation of a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' ('Code of Fair Disclosure').

2.3 Schedule A to the regulations enlists the principles of fair disclosure for the purpose of the Code of Fair Disclosure.

2.4 Any subsequent modification and / or amendments brought about by the regulations shall automatically apply to the Code of Fair Disclosure.

2.5 The Code of Fair Disclosure shall be applicable to all members of the Board of Directors of the Company with effect from May 15, 2015.

2.6 SEBI has vide notification dated 31<sup>st</sup> December, 2018, amended SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 1<sup>st</sup> April, 2019. As required under the said regulations, a revised Code of Fair Disclosure has been framed for adoption by the Board of Directors. This code shall supersede the earlier code and shall be effective from 1<sup>st</sup> April, 2019.



### **3. LEGITIMATE PURPOSE :**

The term Legitimate Purposes shall include sharing of UPSI 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 said regulations.

### **4. PRINCIPLES OF FAIR DISCLOSURE FOR THE PURPOSE OF THE CODE OF FAIR DISCLOSURE**

The Code of Fair Disclosure intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company. To achieve this objective, the members of the Board of Directors of the Company shall adhere to the following principles in letter as well as in spirit :

- 4.1 There shall be prompt public disclosure of UPSI that would impact the price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 4.2 The uniform and universal dissemination of UPSI to avoid selective disclosure, shall be ensured.
- 4.3 Unless otherwise resolved by the Board of Directors of the Company, the Company Secretary shall act as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
- 4.4 There shall be prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise. It shall be ensured that such information is generally available.
- 4.5 Appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 4.6 The Board of Directors of the Company shall ensure that information shared with analysts and research personnel is not UPSI.
- 4.7 Best practices will be followed to make transcripts or records of proceedings of meetings with analysts and investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.



4.8 UPSI shall be followed on a need to know basis.

4.9 Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an insider for the purposes of the regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the said regulations.

4.10 A structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared along with the PAN or any other identifier authorised by law where PAN is not available shall be maintained. Such databases shall be maintained with adequate internal controls and checks, such as time stamping and audit trails to ensure non-tampering of the database.

## 5. POWER OF THE BOARD OF DIRECTORS

5.1 The Board of Directors of the Company, reserves the right to amend or modify the Code of Fair Disclosure in whole or in part, at any time, without assigning any reason whatsoever.

5.2 The Board of Directors of the Company may establish further rules and procedures, from time to time, to give effect to the intent of the Code of Fair Disclosure and to further the objective of good corporate governance.

5.3 The decision of the Board of Directors of the Company with regard to any or all matters relating to the Code of Fair Disclosure shall be final and binding on all concerned.

## 6. DISCLOSURE

6.1 The Code of Fair Disclosure shall be published on the official website of the Company [www.sudarshan.com](http://www.sudarshan.com).

6.2 The Code of Fair Disclosure and every amendment thereto shall be promptly intimated to the stock exchanges where the securities of the Company are listed, that is, the BSE Limited and the National Stock Exchange of India Limited.

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CERTIFIED TRUE COPY

For Sudarshan Chemical Industries Ltd.

  
Mandar Velankar  
Company Secretary

