



**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE
OF
UNPUBLISHED PRICE SENSITIVE INFORMATION
OF
GREENLAM INDUSTRIES LIMITED**

*{Framed under Regulation 8 of Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015}*

PREAMBLE

The Securities and Exchange Board of India had promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “**Regulations**”) on January 15, 2015. As per Regulation 8(1) read with Schedule A of the Regulations, every listed company has to frame a **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** (hereinafter referred to as the “**Code**”). The Regulation require companies to disseminate “Unpublished Price Sensitive Information” (hereinafter referred to as “**UPSI**”) universally and not selectively. This Policy is intended to lay down principles and practices to be followed by the Company pertaining to universal disclosure of UPSI.

The Company intends to follow best practices, duly compliant with Applicable Law, in the matter of disclosure of UPSI. Accordingly, the following Code was adopted by the Board of Directors of the Greenlam Industries Limited (hereinafter referred to as “**Company**”), at its meeting held on 2nd February, 2015. Further, owing to the amendments brought in by the SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018, being effective from April 01, 2019, the respective amendments incorporated in the Code was adopted by the Board of Directors in its meeting held on March 20, 2019.

The revised Code shall be effective from April 01, 2019.

I. Applicability

This Code shall apply in relation to disclosure by the Company of UPSI. The scope, exceptions as given in Applicable Law shall be applicable for the purpose of this Code as well.

II. Definitions

“**Applicable Law**” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, or any statute, law, regulations including any modification and amendments thereto, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and/or guidance notes as may be applicable in the matter of trading by an Insider.

“**Connected Person**” shall mean such persons as defined under the Regulations.

“**Chief Investor Relations Officer**” means such senior officer of the Company appointed by the Board of Directors to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner.

The name and designation of such officer shall be published on the website of the Company.

“Generally available information” means information that is accessible to the public on a non-discriminatory basis.

“Insider” means any person who is a connected person or in possession of or having access to UPSI;

“Selected Group of Persons” means securities analysts or selected institutional investors, brokers and dealers or their associated persons, investment advisers and institutional managers, investment companies, hedge funds or any other person.

“Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

“Unpublished Price Sensitive Information” means any information, relating to a 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) periodical audited or unaudited financial results of the Company;
- ii) intended declaration of dividends (both interim and final);
- iii) any change in capital structure
- iv) issue of securities or buy-back of securities;
- v) any major expansion plans or initiation/execution of new projects;
- vi) Acquisition, amalgamation, mergers, takeover of companies/ businesses, demergers, delisting and such other transactions;
- vii) disposal of the whole or a substantial part of the undertaking;
- viii) any significant changes in policies, plans or operations of the Company;
- ix) announcement of new product introductions or developments;
- x) asset revaluations;
- xi) changes in key managerial personnel;
- xii) considering the nature of business of the Company, any other information, which in the opinion of the Chief Investor Relations Officer of the Company, is likely to materially affect the price of securities of the Company.

III. Sharing of UPSI for legitimate purpose¹

- Till the UPSI becomes a generally available information, UPSI can be shared only on a need-to-know basis and for legitimate purpose as provided hereunder and not to evade or circumvent the prohibitions of the Regulations:
 - Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment in relation to UPSI;

¹ the term “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 these regulations.

- Sharing of relevant UPSI with intermediaries/ fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI;
 - Sharing of relevant UPSI with persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants);
 - Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the company's securities on the basis of such information;
 - Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations.
- Whether this information is required to be shared? Why the information is required by the recipient? Response to the two queries shall be well recorded by the concerned Designated Person sharing the UPSI and shall be forwarded to the Compliance Officer.
 - Before sharing of the UPSI, the concerned Designated Person sharing such UPSI shall comply with the requirements in relation to circumstances and procedure for bringing people 'inside' as provided in Insider Trading Code.

IV. Functions of the Chief Investor Relations Officer:

- Dealing with universal dissemination and disclosure of UPSI;
- Determination of questions as to whether any particular information amounts to UPSI;
- Providing advice to any Insider as to whether any particular information may be treated as UPSI;
- Determination of response, if any, of the Company to any market rumour in accordance with this Code; and
- Dealing with any query received by any Insider about any UPSI.

If an Insider receives a query about any UPSI related to the Company, he shall not comment on the same and shall forward such query to the Chief Investor Relations Officer. The Chief Investor Relation Officer shall deal with such query in accordance with Applicable Law and this Code in consultation with the Managing Director/ Chief Executive Officer of the Company.

V. Disclosure Policy

The Company shall ensure:

- Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
- Uniform and universal dissemination of UPSI to avoid selective disclosure;
- If an Insider selectively, inadvertently or otherwise discloses any UPSI to any person including the Selected Group of Persons then prompt dissemination of the same shall be made in order to make the information generally available. The Chief Investor Relations Officer shall be promptly informed, of any such inadvertent or unintentional selective disclosure who in consultation with the Compliance Officer and the Managing Director and/or Chief Executive Officer shall take appropriate steps in this regard.

Subject to Applicable Law, methods of public disclosure of information to ensure uniform distribution shall include either of the following:-

- Filing with the Stock Exchanges;
- Distributing through Press Releases in newspapers or media including electronic media;
- Any other method that ensures wide distribution of the news such as webcasts and webinars;
- Uploading the information on the website of the Company.

VI. Third Party Dealings

The Chief Investor Relations Officer shall ensure that best practices of making 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 are developed by the Company.

The best practices shall include uploading the following information on the website of the company:-

- Any Power Point Presentation or similar material used by the analyst in such meeting on the website of the Company.
- Any earnings guidance or any other similar material distributed during press conference.
- Any material information about business plans of the Company provided in response to analyst queries or during discussions in a meeting or any other information which may lead to price discovery has been shared.



VII. Rumours: Verification of Market Rumours and response to queries

The Chief Investor Relations Officer shall provide appropriate and fair responses to queries in relation to UPSI including any news reports. A “No Comment” policy must be maintained by the Company and the Chief Investor Relations Officer on market rumours except when requested by regulatory authorities to verify such rumours.

VIII. Need to know handling of UPSI:

Company shall handle UPSI only on a need to know basis. UPSI shall be provided only when needed for legitimate purposes, performance of duties or discharge of legal obligations. All Insiders shall adhere to conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purposes.

IX. Amendments to this Code

Any amendment to this Code shall be done through a resolution passed by the Board of Directors of the Company.

X. Posting of the Code

This Code shall be posted on the website of the Company.

By order of the Board
For **Greenlam Industries Limited**

Place: New Delhi
Date: March 20, 2019

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Ashok Kumar Sharma, CFO
Chief Investor Relation Officer