



Nagarjuna Agrichem Limited

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

(Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading Regulations, 2015)



Nagarjuna Agrichem Limited

Code of Conduct for prevention of Insider Trading and Code of Corporate Disclosure Practices

CODE OF PRACTICES AND PROCEDURES

FOR

FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Framed pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading Regulations, 2015)]

Nagarjuna Agrichem Limited (hereinafter referred to as “Company”) shall adhere this Code so as to ensure timely and adequate disclosures of events and occurrences that could impact price discovery in the market for its securities.

1. Definitions:

For the purpose of this Code the following terms shall have the meanings assigned to them hereunder:

- i. “Code” or “this Code” shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;
- ii. “Compliance Officer” shall mean an Officer designated by the Board of Directors of the Company to deal with dissemination of information and disclosure of unpublished price sensitive information;
- iii. “Generally available information” means information that is accessible to the public on a non-discriminatory basis;
- iv. “Insider Trading Regulations” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- v. “Unpublished Price Sensitive Information” means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which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 of the Company and shall, ordinarily including but not restricted to, information relating to the following:
 - a) Financial results;
 - b) Dividends;
 - c) Change in capital structure;
 - d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - e) Changes in Key Managerial Personnel; and

- f) Material events in accordance with the Listing Agreement and in particular the matters listed in the policy for dissemination of information to the Stock Exchanges pursuant to clause 36 and other applicable clauses of the Listing Agreement;
- vi. Words and expressions not defined in this code shall have the same meaning as contained in the Securities and Exchange Board of India Act, 1992, Securities and Exchange Board of India (Prohibition of Insider Trading Regulation) Regulations, 2015, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made there under.

2. Principles of Fair Disclosure and its adherence:

The Company shall ensure –

- i. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner that credible and concrete information comes into being in order to make such information generally available.
- ii. Uniform and universal dissemination of un-published price sensitive information to avoid selective disclosure.
- iii. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- iv. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- v. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- vi. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- vii. 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.
- viii. Handling of all unpublished price sensitive information on a need-to-know basis.

3. Overseeing and coordinating disclosure:

- i. The Board of Directors of the Company has designated Company Secretary as the “Compliance Officer” to oversee the dissemination of information and disclosure of unpublished price sensitive information.

- ii. The Compliance Officer shall be responsible for overseeing and coordinating disclosure of price sensitive information to stock exchange, analysts, shareholders and media.
 - iii. The disclosure/dissemination of information shall be made with the approval of the Managing Director of the Company.
 - iv. No information shall be passed on by an Insider by way of making a recommendation for the purchase or sale of securities of the Company.
- 4. Responding to market rumors:**
- i. The Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the suitable statement/s in this regard.
 - ii. All the requests/queries received shall be documented and as far as practicable, the Compliance Officer shall request for such queries/requests in writing.
- 5. Medium of Disclosure and Dissemination:**
- i. The Company shall disseminate all credible and concrete Unpublished Price Sensitive Information on a continuous and in a timely manner to Stock Exchange(s) in accordance with the requirements of applicable law, where its Securities are listed and thereafter may be, to the press.
 - ii. As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchange(s) and to the press may also be supplemented by prompt updates on the Company's web-site. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.
 - iii. The Company will also will promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchange(s), as required under the Regulations.
6. The Code was duly approved by the Board in its meeting held on 30th May, 2015 and shall come into force with immediate effect. From the effective date, this Code supersedes the Company's 'Code of Corporate Disclosure Practices' framed under the SEBI (Prohibition of Insider Trading) Regulations, 1992.
7. Subject to approval of the Board, this Code may be amended from time to time in accordance with the SEBI regulations and the requirements of the law.

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