bajaj corp limited

May 19, 2015

DCS-CRD **BSE Ltd.** **First Floor, New Trade Wing** **Rotunda Building,** **Phiroze Jeejeebhoy Towers** **Dalal Street, Fort** **Mumbai 400 023** **Fax No. 2272 3121/ 2037** **Stock Code: 533229**	**National Stock Exchange of India Ltd.** **Exchange Plaza, 5th Floor** **Plot No.C/1, 'G' Block** **Bandra- Kurla Complex** **Bandra East** **Mumbai 400 051** **Fax No. 2659 8237/ 8238** **Stock Code: BAJAJCORP**

Dear Sir,

Subject: Confirmation under Regulation 8 and 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular no CIR/ISD/01/2015 date May 11, 2015, we hereby confirm that the Company has:

i) Formulated a "Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information" in accordance with Regulation 8 (Code of fair disclosure) and published the same on its website at www.bajajcorp.com. A copy of the Code is attached herewith.

ii) Formulated a "Code of Conduct for Regulating, Monitoring and Reporting of Trading by insiders" in accordance with Regulation 9 (Code of Conduct).

The same may be taken on record and disseminated to all concerned.

Thanking you,

Yours faithfully,
For BAJAJ CORP LIMITED

SUJOY SIRCAR
COMPANY SECRETARY

Encl.: As above

BAJAJ CORP LIMITED

CIN: L01110RJ2006PLC047173
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CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

May 15, 2015

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CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') mandates the listed Companies to frame a Code of Practices and Procedures for fair and timely dissemination of unpublished price sensitive information. Accordingly, Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been approved and implemented by the Board of Directors of the Company.

2. Applicability and effective date

This Code shall be applicable to Bajaj Corp Limited (BCL) with effect from May 15, 2015.

3. Definitions

"Board of Director" or **"Board"** means the Board of Directors of Bajaj Corp Limited, as constituted from time to time.

"Company" means a company incorporated under the Companies Act, 2013 or under any previous company law.

"Code" means Code of practices & procedures for fair disclosure of unpublished price sensitive information framed under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

"'Compliance Officer' for the purpose of these regulations means Mr. Sujoy Sircar, Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

'Chief Investors Relations Officer' means a senior officer as may be designated from time to time.

'Designated **Persons** means: -

(i) Directors ; and
(ii) such Employees and Connected Persons (including representatives of the auditors, accountancy firms, law firms, analysts, consultants, etc.) as identified by the Compliance Officer in consultation with the Board in line with the objectives of the Code. ;

"Regulations" means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereto.

4. Code

4.1 Prompt Disclosure of Price Sensitive Information

Price Sensitive Information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available. For this purpose Price Sensitive Information means any information which relates directly or indirectly to the Company and which, if published is likely to affect the price discovery of shares of the Company. The following shall be deemed to be Price Sensitive Information:

i. Periodical financial results of the Company;
ii. Intended declaration of dividends (both interim and final);
iii. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
iv. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
v. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
vi. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
vii. Changes in Key Managerial Personnel;
viii. Material events in accordance with the listing agreement; and
x. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time

4.2 Uniform and Universal dissemination of Unpublished Price Sensitive Information.

The price sensitive information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and/ or by posting the same on official website of the Company i.e. www.bajajcorp.com. The Company shall use its best endeavours to avoid selective disclosure of price sensitive information. However, if any Information gets disclosed selectively or inadvertently or otherwise, endeavour shall be made to make generally available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

4.3 Procedures for responding to any Queries on news reports and/or requests for verification of market rumors by regulatory authorities

i. Appropriate, fair & prompt response shall be submitted to all queries on news reports or requests for verification of market rumors received from regulatory authorities.

ii. Such replies shall be signed by the Compliance Officer/ Managing Director. In their absence, such replies shall be signed by Chief Financial Officer or the Vice President (Finance).

iii. In case the query/request has been received from a Stock Exchange, a copy of such reply shall be sent to other stock exchange(s) also where shares of the Company are listed.

iv. The Compliance Officer shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

4.4 Procedures for Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors etc.

i. Only Public information will be provided to Analysts/Research person and Institutional Investors. Alternatively any unpublished price sensitive information given to Analysts/Research Person should be simultaneously made public at the earliest.

ii. In order to avoid misquoting or misrepresenting it is desirable that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company.

iii. Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response shall be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.

4.5 Need to know

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

4.6 Monitoring and Co-ordinating dissemination of disclosures

The Compliance Officer shall act as Chief Investor Relations Officer and will be responsible for ensuring that the Company complies with the continuous disclosure requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code. He shall also be responsible for overseeing, monitor & co-ordinating dissemination of disclosure of price sensitive information to Stock Exchanges and stakeholders.

5. Disclosures

This Code and any amendment thereof will be published on the Company's official website (www.bajajcorp.com) and formulation and publication of the same shall be confirmed to the Stock Exchange(s) where the securities of the Company are listed.

6. Review and Amendments

The Board of Directors reserves the power to review and amend this code from time to time in accordance with the in the manner as may be decided by the Board of Directors.

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