Ref: SEC/SE/PIT/2018-19
Date: March 29, 2019

Scrip Symbol: NSE – DABUR, BSE: 500096

To,
Corporate Relation Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block Bandra – Kurla Complex
Bandra (E), Mumbai – 400051

Sub: Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information

Dear Sir(s),

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, please find enclosed herewith Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) duly approved by the Board of Directors of the Company.

Further, attached Code of Practice and Procedure for Fair Disclosure of UPSI shall also be uploaded on the website of the Company.

This is for your information and records.

Thanking You,

Yours faithfully,

For **Dabur India Limited**

(A K Jain)
Executive V P (Finance) and Company Secretary

Encl: as above

Dabur India Limited

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Dabur
Celebrate Life!

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preamble

SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'Regulations' notified on 15.01.2015 shall come into force with effect from 15.05.2015.

Clause 8 of the Regulations mandates the Board of Directors of every listed company to formulate a Code of Practices & Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) that it would follow in order to adhere to each of the Principles set out in Schedule A to the Regulations, without diluting the provisions of these regulations in any manner.

Accordingly this policy was formulated based on the principles of Fair Disclosure of unpublished price sensitive information as set out in Schedule A of the Regulations and is in effect since 15.05.2015.

Further, pursuant to Clause 2A of SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018 (hereinafter referred to as 'Amendment Regulations' notified on 31.12.2018) which shall come into force with effect from 01.04.2019, the board of directors of a listed company shall make a policy for determination of "legitimate purposes" as a part of "Code of Fair Disclosure and Conduct" formulated under Regulation 8. Accordingly this revised Policy (which also include policy for determination of "legitimate purposes") shall be effective from 01.04.2019

A) Definitions

"unpublished price sensitive information"(UPSI) 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 include but not restricted to, information relating to the following: –

(i) financial results;

(ii) dividends;

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;

(v) changes in key managerial personnel;

(vi) following material events [out of events as per Regulation 30 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015] -

a) Agreements [viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s)] to the extent that it impacts management and control of the Company and termination(s) thereof.

b) arrest of key managerial personnel or promoter.

c) Corporate debt restructuring.

d) Company being referred to NCLT under Insolvency and Bankruptcy code.

e) Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc., if found to be material as per Company`s Policy on Disclosure of Information under regulation 30 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

f) UPSI with respect to a material subsidiary of the Company shall mean any information, relating the particular material subsidiary, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Company`s securities and shall, ordinarily include but not restricted to, information relating to the particular material subsidiary on

(i) financial results;

(ii) expansion of business for not less than INR 100 crores.

(iii) changes in Chief Executive Officer.

B) CODE OF PRACTICES & PROCEDURES -

1. Person responsible to deal with dissemination of Information & disclosure of Unpublished Price Sensitive Information (UPSI)-

1.1. The Company has designated the Company Secretary as Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information (UPSI) to Stock Exchanges.

1.2. General Manager – Corporate Relations and Deputy General Manager – Corporate Communications shall be responsible for assisting the CIRO in discharging his responsibility under this Code.

1.3

i) The CIRO shall be responsible for ensuring that the Company complies with disclosure requirements (as provided in the Code for Prevention of Insider Trading) overseeing and coordinating disclosure of Unpublished Price Sensitive Information (UPSI) to stock exchanges and educating staff on disclosure policies and procedures.

ii) Senior General Manager - Corporate Relations shall be responsible for ensuring that the Company complies with disclosure of Unpublished Price Sensitive Information (UPSI) to Stock Exchange, through CIRO, before disclosure to analysts, investors, select shareholders, etc.

iii) Deputy General Manager - Corporate Communication shall be responsible for ensuring that the Company complies with disclosure of Unpublished Price Sensitive Information (UPSI) to Stock Exchange through CIRO before disclosure to media, etc.

2. Prompt Public disclosure of unpublished price sensitive information (UPSI) -

2.1. UPSI that would impact price discovery shall be promptly given to stock exchanges and disseminated no sooner than credible and concrete information comes into being in order to make such information generally available.

2.2. All the information released to Stock Exchanges shall also be disseminated simultaneously on the Website of the Company "www.dabur.com".

3. Uniform and Universal Dissemination of UPSI -

Chief Investor Relations Officer/ General Manager- Investor Relations/ Deputy General Manager- Corporate Communication shall ensure that the-

3.1. Disclosure/ Dissemination of information are done through various media so as to achieve maximum reach and quick dissemination.

3.2. Disclosure/Dissemination of information made to various media is uniform and no selective disclosure is made.

3.3. Disclosure is made to stock exchanges prior to the said information is disclosed to the media.

3.4. Disclosure is made simultaneously through the website www.dabur.com.

3.5. Company's website provides investors a direct access to analyst briefing material, significant background information simultaneously at the time when the same is shared with analysts and questions and answers should be made available as soon as possible post the analyst meeting.

3.6. The information filed by the Company with Stock Exchanges under disclosure requirement is made available on the Company website.

4. Prompt disclosure of UPSI that gets disclosed selectively, inadvertently or otherwise

4.1. Information/disclosure to be disseminated by anyone on behalf of the Company shall be got approved in advance from the Chief Investor Relations Officer.

4.2. If, any information/disclosure is accidently/inadvertently or otherwise disclosed by anyone without prior approval from Chief Investor Relation Officer, the person responsible shall immediately inform the Chief Investor Relation Officer, even if the information is not price sensitive

4.3. The UPSI that gets disclosed selectively, inadvertently or otherwise must promptly be attended to and the UPSI along with necessary clarification shall be promptly disseminated and be made generally available to all concerned and by sending a copy to Stock Exchange and uploading the same on the Company's website.

5. Responding to Queries on news reports and market rumors

5.1. Any queries on news report or requests for verification of market rumours by stock exchanges/regulatory authorities shall be immediately forwarded by the recipient to the Chief Investor Relations Officer. The Chief Investor Relations Officer in consultation with Group Director – Corp. Affairs (and in his absence in consultation with Chief

Executive Officer) shall decide whether a public announcement is necessary for verifying or denying rumours and then make the disclosure.

6. **Disclosure/dissemination of unpublished Price Sensitive Information with special reference to Analysts, Institutional Investors**

General Manager – Investor Relations, Deputy General Manager – Corporate Communications and all other dealing with analysts and institutional investors, select shareholders, research personnel, media (hereinafter referred to as Analysts) etc. shall follow the guidelines given hereunder while dealing with them.

No UPSI shall be disclosed/ disseminated to analysts, institutional investors, select shareholders, research personnel etc. Only public information should be provided to the analysts/institutional investors, select shareholders, research personnel/ large investors like institutions. Alternatively, the information given to the analyst etc. should be simultaneously made public by informing to Stock Exchanges (through CIRO) simultaneously with providing of such information to Analyst.

For this purpose the information must be sent to CIRO before sharing the information with Analysts. Deputy General Manager - Corporate Communication shall also ensure to put the information on Company's website.

7. **Transcripts and Recording of Proceedings -**

7.1. In order to avoid misquoting or misrepresentation, at least two company representatives shall be present at meetings with Analysts and discussion should be recorded in writing and countersigned by Sr. G M – Corporate Relations or transcripts be made.

7.2. The transcripts/records of proceedings shall be displayed on the website of the company to ensure official confirmation and documentation of disclosures made.

7.3. Handling of unanticipated questions

All those dealing with Analysts should be careful when dealing with their questions that raise issues outside the intended scope of discussion. Unanticipated questions should be taken on notice and a considered response be given later in consultation with Group Director – Corporate Affairs. If the answer includes Unpublished price sensitive information, a public announcement should be made before responding. All public announcement should be informed to Stock Exchanges also either simultaneously or before public announcement.

7.4. Simultaneous release of Information

When ever a meeting with Analysts is organized, it shall be ensured that company makes a press release or post relevant information on its website simultaneously with every such meet.

8. **Handling of all unpublished price sensitive information on a need to know basis**

Unpublished Price Sensitive Information (UPSI) is to be handled on a "need to know" basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. No unpublished Price Sensitive Information (UPSI) shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. All Unpublished Price Sensitive Information (UPSI) directly received by an employee should immediately be reported to the CIRO, who in consultation with Group Director (or in his absence CEO) shall decide whether a disclosure is necessary to Stock Exchanges and on Company's website.

C) POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES" FOR WHICH UPSI MAY BE COMMUNICATED OR PROCURED

1. The term "**legitimate purpose**" shall generally include the following

- Sharing of UPSI in **the ordinary course of business** by an insider
  - within the Company and/or its subsidiaries,
  - with outsiders such as with collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, rating agencies, investment bankers, due diligence service providers.

for the purposes of carrying out assignment for or on behalf of and/ for the benefit of Company and for carrying on his role or function and provided that such sharing has not been carried out to evade or circumvent the prohibitions of `Regulations`.

a) With respect to sharing of UPSI by Employees of the Company and its subsidiaries within the Company and/or its subsidiary – "legitimate purpose" shall generally include

i) Sharing of UPSI required for the performance of duties based on the role and function of the person in the Company and/or its subsidiaries, which shall be properly documented.

ii) Sharing of UPSI pursuant to such other function as may be assigned to the person from time to time, which shall be properly documented.

Some of the illustrative purposes for sharing UPSI, [for i) & ii) above] can be-
- for preparing monthly/ quarterly / annual financial results
- for preparing presentations at Management Committee meetings
- for preparing Board and Committee meeting agenda.
- for preparing communications to Stock Exchanges

iii) Sharing of UPSI for discharging any legal and regulatory compliance/ obligation, which shall be properly documented and necessary approvals be taken from any one of the Key Managerial Personnel (KMP) of the Company.

Some of the illustrative purposes for sharing UPSI, [for iii) above] can be-

- Sharing information pursuant to some order/ notification/ circular of any Government/ judicial/ semi judicial authorities.

UPSI must be handled with utmost care and the person shall deal and share the UPSI strictly on a need-to-know basis.

b) With respect to sharing of UPSI by Employees of the Company and/or its subsidiaries with Outsiders (i.e. other than employees of the Company and its subsidiaries - like Auditors, Bankers, Consultants, etc.) – "legitimate purpose" shall generally include

i. Sharing of UPSI required for the performance of duties based on the role and function of the person in the Company and/or its subsidiaries, which shall be properly documented.
ii. Sharing of UPSI pursuant to such other function as may be assigned to the person from time to time, which shall be properly documented.

Some of the illustrative purposes for sharing UPSI (for i. & ii. above) can be-

- Sharing of Quarterly/ Annual financial results (including that of a material subsidiary) with Statutory Auditors for audit or limited review.
- Sharing of information with legal advisors or auditors for seeking expert opinion/ advise.
- Sharing of business plans with Consultancy Firm to facilitate them to prepare long term vision/ annual budget.
- Sharing of UPSI with Internal Auditors for internal audit purposes.
- Sharing of financials/estimated profit with income tax department for the purpose of advance tax estimations.
- Access of files containing UPSI and accounting software (SAP) to Information Technology consultants.
  Sharing of UPSI with Consultants appointed for the due diligence for acquisition/merger proposals.
- Sharing of UPSI with consultants in the ordinary course of business for any capital restructuring.
- Sharing of information with JV partners/ merchant Bankers/ NBFC's etc. for JV transactions/ investment/ divestment, etc.

iii. Sharing of UPSI for discharging any legal and regulatory compliance/ obligation, which shall be properly documented and necessary approvals be taken from any one of the Key Managerial Personnel (KMP) of the Company.

Some of the illustrative purposes for sharing UPSI (for iii. above) can be-
Sharing information pursuant to some order/ notification/ circular of any Government/ judicial/ semi judicial authorities.

Provided that such sharing of UPSI has not been carried out to evade or bypass the prohibitions of Regulations.

2. Any recipient of UPSI shall be considered `Insider`

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

3. Communication of UPSI for Legitimate Purposes

No insider shall communicate, provide, or allow access to any UPSI, relating to the company or its material subsidiaries, or its 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.

Provided further that the Insider who is sharing the UPSI shall ensure that the recipient of UPSI has been given due notice to maintain confidentiality of such UPSI in compliance with these regulations or has executed the confidentiality agreement in this regard.

Provided further that the Insider who is sharing the UPSI shall for the purpose of maintaining an audit trail, record the sharing of UPSI (including person with whom shared, type of UPSI shared, when and how shared) in such format and system provided by the Company.

4. Procurement of unpublished price sensitive information (UPSI) for Legitimate Purposes

No person shall procure from or cause the communication by any insider of UPSI, relating to the company or its material subsidiaries, or its securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5. In case of any violation of the Policy or SEBI Regulations, the Company shall take appropriate action. In case the violation relates to leak or suspected leak of UPSI, the Company shall take appropriate action as per the Company's Policy and Procedure for Enquiry in case of Leakage of UPSI. The same shall also be updated to SEBI Board along with the enquiry conducted and result thereof. Action will also be taken against the Insider found to be guilty as per the directions of SEBI.

For more details regarding communication, procurement or sharing of any UPSI or related matters, one may refer to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

AMENDMENTS TO THE POLICY

The Board of Directors can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case where any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with / are in addition to / are in derogation of the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions of this Policy and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Foot Note:

Version 1 : **Original Code w.e.f. 15.05.2015**

Version 2 : **First amendment w.e.f. 1.4.2019**