CHAMBAL FERTILISERS AND CHEMICALS LIMITED

March 28, 2019

BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400 001

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir,

In pursuance of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended ("PIT Regulations)", the Board of Directors of the Company has revised the Company's "Code for Fair Disclosure of Unpublished Price Sensitive Information" ("Code").

Pursuant to the Regulation 8(2) of PIT Regulations, we are forwarding herewith the revised Code, which shall be effective from April 1, 2019.

You are requested to take the same on records and notify your constituents accordingly.

Thanking You,

Yours sincerely,
for **Chambal Fertilisers and Chemicals Limited**

Rajveer Singh
Vice President-Legal & Secretary

Encl.: As above

Corporate One, First Floor, 5, Commercial Centre, Jasola, New Delhi - 110 025 • Tel.: 91-11-46581300, 41697900 • Fax: 91-11-40638679
Email : corporate@chambal.in • www.chambalfertilisers.com • CIN: L24124RJ1985PLC003293
Regd. Office : Gadepan, District Kota, Rajasthan - 325 208
Tel No.: 91-744 - 2782915 ; Fax No.: 91-7455-274130

CHAMBAL FERTILISERS AND CHEMICALS LIMITED

CODE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction

The Code for Fair Disclosure of Unpublished Price Sensitive Information was initially formulated by Chambal Fertilisers and Chemicals Limited (hereinafter referred to as "**Company**") in pursuance of Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**Regulations**") with effect from May 15, 2015, and was thereafter amended with effect from December 1, 2015.

In pursuance of the amendments in the Regulations, this revised Code for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as "**Fair Disclosure Code**") has been approved by the Board of Directors of the Company, effective from April 1, 2019.

2. Purpose

The Fair Disclosure Code aims to provide a framework of practices and procedures for fair disclosure of events and occurrences which may impact the price discovery in the market for the Securities of the Company listed on the stock exchanges.

3. Definitions

i) "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis;

ii) **"Regulations**" shall have the meaning ascribed to such term in Article 1 hereof, which term shall include all amendments therein and replacements thereof; and

iii) "**Unpublished Price Sensitive Information**" or "**UPSI**" 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 and shall, ordinarily including but not restricted to, information relating to the following:-

a) Financial results;

b) Dividends;

c) Change in capital structure;

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

e) Changes in key managerial personnel.

The words and expressions used but not defined herein shall have the meanings as ascribed to them in the Regulations.

4. Disclosure and Handling of Unpublished Price Sensitive Information

i) The Company shall adhere to the following practices and procedures to ensure timely and adequate disclosure of Unpublished Price Sensitive Information:

a) The Company shall promptly disclose UPSI to the stock exchanges where the Securities of the Company are listed no sooner than the concrete and credible information comes into being in order to make such information Generally Available Information. The Company shall also upload such UPSI on its official website i.e. www.chambalfertilisers.com after the disclosure is made to the stock exchanges.

b) The Company shall make uniform and universal dissemination of UPSI in the manner mentioned above and shall not disclose UPSI on a selective basis.

c) The Board of Directors of the Company has designated the Chief Financial Officer as the Chief Investor Relations Officer who shall be responsible for dealing with dissemination of information and disclosure of UPSI, in the manner set out in this Fair Disclosure Code.

d) In the event of any UPSI getting disclosed selectively, inadvertently or otherwise, the Company shall promptly disseminate such UPSI to the stock exchanges and on its official website, to make it Generally Available Information.

ii) In the event of any query or request for verification about news reports or market rumours by regulatory authorities, the Chief Investor Relations Officer shall fairly and appropriately respond to such queries and requests.

iii) The Company shall ensure that the information shared with analysts and research personnel is not UPSI.

iv) In order to avoid misrepresentation or misquoting, endeavor shall be made that atleast two Company representatives are present in the meetings or conference calls with analysts, brokers or institutional investors. The transcripts of aforesaid conference calls or record of the proceedings of the meetings shall be made available on the website of the Company to ensure official confirmation and documentation of the information shared during such meetings and conference calls.

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v) There shall be limited access to UPSI and UPSI shall be handled on a need-to-know basis.

5. Policy for determination of 'legitimate purpose'

UPSI in connection with the Company or its Securities may be communicated or provided/ allowed access to, only where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The term "legitimate purpose" includes sharing of UPSI in the ordinary course of business with Company's collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals or other advisors, service providers or consultants; provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Whether sharing of UPSI for a particular instance tantamounts to 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing the UPSI:

i) whether sharing of such UPSI is in the ordinary course of business of the Company;
ii) whether sharing of such UPSI is in the interests of the Company or in furtherance of a genuine commercial purpose; and
iii) whether the nature of UPSI being shared is commensurate to the purpose for which access is sought to be provided to the recipient.

Any person who is in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as Insider for the purpose of Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

Additionally, structured digital database of recipients of UPSI shall be maintained by the Company in compliance with the requirements under the Regulations in this regard.

6. Amendment of Fair Disclosure Code

The Board of Directors of the Company reserves the right to amend or modify this Fair Disclosure Code in whole or in part, as it may deem appropriate.

Chambal Fertilisers and Chemicals Ltd.