**UMANG DAIRIES LIMITED**

Gulab Bhawan, 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002

1st December 2020

**Electronic Filing**

Department of Corporate Services
Listing Department
**BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Scrip Code: 500231

**National Stock Exchange of India Limited**
"Exchange Plaza"
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051

Symbol : UMANGDAIRY
Series : EQ

Dear Sir/Madam,

Re: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, please find enclosed herewith Company's "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information", duly amended in terms of provisions of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020, dt. 17th July 2020.

Submitted for your kind information and necessary records.

Yours faithfully,
For Umang Dairies Limited

Pankaj

(Pankaj Kamra)
Company Secretary

Encl: a/a

# UMANG DAIRIES LIMITED

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

*(Pursuant to Regulation 8(1) and Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015)*

1.1 The Board of Directors of every company whose securities are listed on a Stock Exchange is required to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code of Fair Disclosure). The Board would follow each of the principles set out in Schedule A to SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Regulations), without diluting the provisions of these regulations in any manner. The Code and any amendments thereto shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed. The Code shall also be published on the website of the Company.

1.2 The Code shall become applicable from 15th May 2015.

1.3 The words, terms and expressions used in the Code shall have the same meanings given in Regulation 2 of Chapter I of the Regulations.

**2.** The Company will adhere to the following so as to ensure fair disclosure of events and occurrences that could impact price discovery of its securities in the market:-

**2.1 Prompt public disclosure of unpublished price sensitive information**

The Company shall make prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available, to stock exchanges, where its securities are listed. As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges may be supplemented by updates to the press and by prompt updates on the Company's website. The Company may also consider other modes of public disclosures of such Information so as to improve investor access to the same.

**2.2 Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.**

All the unpublished price sensitive information shall be reported promptly on uniform basis to all the stock exchanges on which the securities of the Company are listed for wide dissemination to avoid selective disclosure.

**2.3 Designation of a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.**

2.3.1 Head of Finance/Chief Finance Officer has been designated as the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information. He shall be responsible to ensure timely and adequate disclosure of unpublished price sensitive information pursuant to the aforesaid Code. In the absence of the Head of Finance/Chief Finance Officer for any reason, the Compliance Officer/Company Secretary or any other Officer of the Company duly authorized by the Director or the CEO of the Company shall officiate as the CIRO to discharge the responsibilities under the said Code.

2.3.2 The CIRO shall report to the Director or the CEO as the case may be and shall also co-ordinate with the Compliance Officer.

2.3.3 The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures.

2.3.4 All disclosures/dissemination whatsoever of any information (save and except disclosures required to be made under any law or under this Code) on behalf of the Company shall be first shown to the CIRO for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the CIRO. In case of doubt, the CIRO shall consult and seek approval of the Director or the CEO as the case may be before dissemination of such information.

**2.4 Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.**

2.4.1 In case any Unpublished Price Sensitive Information get disclosed selectively, inadvertently or otherwise, then such unpublished price sensitive information should be disseminated immediately to make such information generally available in accordance with the Code.

2.4.2 Should any dissemination of information on behalf of the Company take place without prior approval referred above, out of accidental omission, by any Employee or Director of the Company, such Employee/Director shall forthwith inform the CIRO about such disclosure irrespective of the fact whether such information is Unpublished Price Sensitive Information or not.

**2.5 Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.**

2.5.1 The Employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from stock exchanges or from the press or media or from any other source to the CIRO.

2.5.2 The CIRO on receipt of requests as aforesaid, shall consult, where required, the Director or the CEO as the case may be and respond to the same without any delay.

2.5.3 The CIRO shall be also responsible for deciding, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures.

2.5.4 All the requests/queries received shall be documented and as far as practicable, the CIRO shall request for such queries/requests in writing.

2.6 **Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.**

2.6.1 No person, except those authorised by the CIRO, shall disclose any information relating to the Company's securities to analysts/research personnel and institutional investors. The CIRO shall be invited to meeting/ conferences organised by the Company with the analysts/institutional investors/research personnel.

2.6.2 All Directors, Officers and Employees of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

a. Sharing of unpublished price sensitive information:

   The Directors, Officers and Employees shall provide only generally available information to the analysts/research persons/large investors like institutions. In case, non-public information is proposed to be provided, the person proposing to so provide information shall consult the CIRO in advance. The CIRO in such cases, shall ensure that the information provided to the analysts/research person/investor as above is made generally available simultaneously with such disclosure.

b. Extreme care and caution should be taken when dealing with analysts' questions that raise issues outside the intended scope of discussion.

c. The CIRO should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later, if so required, in consultation with the Director or the CEO as the case may be. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the CIRO shall report the same

to the Director/CEO and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press or through official website of the Company. The CIRO shall, after dissemination of such Unpublished Price Sensitive Information as aforesaid, respond to such unanticipated questions.

2.7 **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.**

2.7.1 All the analyst, broker or Institutional Investor meetings shall be attended by the CIRO and at least one (or more) senior Employee(s) of the Company. The CIRO in order to avoid misquoting or misrepresentation shall arrange for making transcripts or recordings of the proceedings of the meetings with analysts and other investor relations conferences on the official website of the Company to ensure official confirmation and documentation of disclosure made.

2.7.2 Wherever the Company proposes to organize meetings with investment analysts/institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analysts meets.

2.7.3 The CIRO shall be responsible for drafting of the press release or the text of the information to be posted on the website of the Company, in consultation with the Director.

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

All the Unpublished Price Sensitive Information in the Company shall be handled on need to know basis. This means that such information should be disclosed only to those within/outside the Company who need to know the same in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

**3. Digital Database of recipient of Unpublished Price Sensitive Information**

The CIRO shall be responsible for maintaining a structured digital database of such persons or entities, as the case may be, with whom Unpublished Price Sensitive Information is shared under Regulation, which shall contain the following information;

a. Nature of Unpublished Price Sensitive Information;

b. Name of recipient of Unpublished Price Sensitive Information;

c. Name of the person who has shared the Unpublished Price Sensitive Information;

b. Name of the Organization or Entity to whom the recipient represent, if any;

c. Postal Address, Mobile/Phone Number(s) and E-mail ID of such recipient;

d. Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available, of recipient.

The CIRO shall also be responsible to ensure that such databases shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trials to ensure non - tampering of such database.

Further, the structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

## 4. Policy for determination of "Legitimate Purposes"

The Unpublished Price Sensitive Information (UPSI) may be shared only for the legitimate purposes on need to know basis.

**Legitimate Purpose** shall include sharing of UPSI 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 the Regulations.

The UPSI may emanate from any department within the Company and hence the onus shall be on the concerned Head of Department (HOD) who is the originator of such UPSI to justify the need to share it on behalf of the Company with other person on the basis of their functional / legal requirement. He shall promptly notify CIRO about such sharing of the UPSI.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "Insider" for purposes of this Code/Regulation and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code/Regulation.

The parties sharing UPSI for any legitimate purposes shall maintain strict confidentiality and observe non-disclosure obligations. They shall also not trade in securities of the company when in possession of UPSI.