

Urja Global Ltd.

(AN ISO 9001 Co.)
CIN No. L67120DL1992PLC048983

Ref: UGL/BSE/2019/71
UGL/NSE/2019/71

17/04/2019

BSE Limited
Phirozejeebhoy Towers
25th Floor, Dalal Street
Mumbai - 400001

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
BandraKurla Complex,
Bandra(E), Mumbai-400051

Ref: NSE Symbol -URJA
BSE Scrip Code- 526987

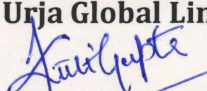
Sub: Revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

This is to inform that the Company has revised the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information" in compliance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

A copy of the said code is enclosed for your records and also available on website of the Company i.e. www.urjaglobal.in

Thanking you,

For Urja Global Limited


Kirti Gupta
Company Secretary & Compliance Officer



Encl: A/a





URJA GLOBAL LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

[Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations"), the Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), as adopted by the Board of Directors of the Company.

SEBI has, vide notification dated 31 December 2018, amended SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from April 01, 2019. As required under the said Regulations, a revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), (hereinafter referred to as the "Code") has been framed. The said Code shall supersede the earlier Code and shall be effective from 1 April 2019.

Definitions:

- a) "Board" means the board of directors of the Company.
- b) "Company" means Urja Global Limited.
- c) "Chief Investors Relations Officer / CIRO" means the Company Secretary and Compliance Officer of the Company, or any other person so designated by the Board, from time to time, who shall deal with the dissemination of information and disclosure of UPSI.
- d) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof and means the securities of the Company (specifically excluding units of a mutual fund).
- e) 'Unpublished Price Sensitive Information (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: -
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions.
 - (v) changes in key managerial personnel;

B) CODE OF PRACTICES & PROCEDURES

In terms of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the 'Code'), the Company shall ensure:

- Prompt public disclosure of unpublished price sensitive information ('UPSI') that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available i.e. make the information available to the public on a non-discriminatory basis.
- Uniform and universal dissemination of UPSI to avoid selective disclosure.
- The Company Secretary and Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.
- Prompt dissemination of UPSI that may get disclosed selectively, inadvertently or otherwise, to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, other than news reports motivated by vested interests, the clarification of which is likely to be detrimental to the interests of the Company and the shareholders or to the advantage of the Company's competitors, existing or potential.
- That information shared with analysts and research personnel is not UPSI.
- A structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared along with the Permanent Account Number or any other identifier authorised by law where Permanent Account Number is not available shall be maintained. Such databases shall be maintained with adequate internal controls and checks, such as time stamping and audit trails to ensure non-tampering of the database

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

The term "legitimate purposes" 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 said Regulations.

1. 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.

2. 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

3. 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.

4. Violation

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.

Modifications

The Code is subject to review by the Board as and when deemed necessary.
