Hinduja Ventures
Inspiring Growth

August 04, 2015

To
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001.
Company Scrip Code: - 500189

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051.
Company Script Code: HINDUJAVEN

Sub: Adoption of Code of Practices and procedures for Fair Disclosure on UPSI

Dear Sir/ Madam

This is to inform you that the Board of Directors of the Company at their meeting held on August 04, 2015 has adopted Code of Practices and procedures for Fair Disclosure on Unpublished Price Sensitive Information (UPSI) pursuant to Sub-regulation (1) of regulation 8, of SEBI (Prohibition of Insider Trading) Regulations, 2015]. The Copy of the said code is attached with a request to up load on the web site of the Exchanges.

Kindly acknowledge the receipt of the same.

Thanking You,

Yours faithfully

For Hinduja Ventures Limited

Ashok Mansukhani
Whole-Time Director
DIN No: 00143001

HINDUJA VENTURES LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Sub-regulation (1) of regulation 8, of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. PREAMBLE

1.1 The Board of Directors ("**Board**") of Hinduja Ventures Limited ("**Company**") is expected to manage its affairs in a fair, transparent and ethical manner keeping in view the needs and interest of all the stakeholders.

1.2 The Company endeavors to preserve the confidentiality of unpublished price sensitive information ("**UPSI**") and to prevent the misuse of such information.

2. LEGAL FRAMEWORK

2.1 The Securities and Exchange Board of India ("**SEBI**"), *vide* its circular no. LAD-NRO/GN/2014-15/21/85 dated January 15, 2015, has enacted the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI Regulations**") which came in to effect from May 15, 2015.

2.2 Regulation 8(1) read with Schedule A provide for the formulation of and the principles on which the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' ("**Code of Fair Disclosure**") shall be formulated.

2.3 Any subsequent modification or amendments brought about by the SEBI Regulations shall automatically apply to the Code of Fair Disclosure.

2.4 The Code of Fair Disclosure shall be applicable to all members of the Board with effect from May 15, 2015.

3. PRINCIPLES OF FAIR DISCLOSURE FOR THE PURPOSE OF THE CODE OF FAIR DISCLOSURE

The Code of Fair Disclosure intends to formulate the stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company. To achieve this objective, the members of the Board shall adhere to the following principles:

3.1 There shall be prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

3.2 There shall be uniform and universal dissemination of UPSI to avoid selective disclosure.

3.3 Unless otherwise resolved by the Board, Mr.Ashok Mansukhani shall act as a chief investor relations officer ("**IRO**"). The IRO shall be responsible to deal with dissemination of information and disclosure of UPSI and to ensure timely, adequate, uniform and universal dissemination of such information and disclosure of UPSI pursuant to this Code of Fair Disclosure as required under the SEBI Regulations so as to avoid selective disclosure.

HINDUJA VENTURES LIMITED In Centre, 49/50, M.I.D.C., Andheri (E),

3.4 There shall be prompt disclosure/dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

3.5 All disclosures/dissemination of any UPSI (save and except disclosure required to be made under any law or under this Code of Fair Disclosure) on behalf of the Company shall be marked to the IRO for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the IRO.

3.6 Should any dissemination of information on behalf of the Company take place without prior approval referred to above, as a result of inadvertent mistake, omission or otherwise by any employee of the Company ("**Employee**") or the director of the Company ("**Director**") of the Company then such Employee/Director shall forthwith inform the IRO of the same along with the reasons for the same. The IRO will then promptly take appropriate measures to rectify such inadvertent disclosures or omissions including disseminate the information so as to make such information generally available.

3.7 The Employee/Director shall promptly direct any queries on news reports or requests for verification of market rumours received from regulatory authorities to the IRO. The IRO on receipt of such requests send an appropriate and fair response to the same.

3.8 The IRO shall be responsible for deciding as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures.

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

3.10 The IRO shall ensure that information shared with media, investor, potential investor, analysts and research personnel is not UPSI. The IRO shall be responsible for overseeing and co-ordinating disclosure of UPSI to analysts, shareholders and media, and educating Employees on disclosure policies and procedures.

3.11 Best practices shall be followed 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.

3.12 UPSI shall be handled on a need-to-know basis.

3.13 The Company shall deal with only such market intermediary/every other person, who is required to handle UPSI, who have formulated a code of conduct as per the requirements of the SEBI Regulations.

4. POWER OF THE BOARD

4.1 The IRO subject to approval of the Board, reserves the right to amend or modify the Code of Fair Disclosure in whole or in part, at any time, without assigning any reason whatsoever.

4.2 The Board may establish further rules and procedures, from time to time, to give effect to the intent of the Code of Fair Disclosure and to further the objective of good corporate governance.

HINDUJA VENTURES LIMITED
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4.3 The decision of the Board with regard to any or all matters relating to the Code of Fair Disclosure shall be final and binding on all concerned.

5. DISCLOSURE

5.1 The Code of Fair Disclosure shall be published on the official website of the Company, i.e. www.hindujaventures.com .

5.2 The Code of Fair Disclosure and every amendment thereto shall be immediately confirmed and intimated to the stock exchanges where the securities of the Company are listed, i.e., the BSE Limited and the National Stock Exchange of India Limited.

