

# Ambuja Cement

ACL:SEC:

15 May 2015

Bombay Stock Exchange Limited Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 023 Fax No. 22723719/22723121/22722037 / 22722039 / 22722041/ 22722061 <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a>	National Stock Exchange of India Ltd., Plot No.C/1 'G' Block Bandra – Kurla Complex Bandra East, Mumbai 400 051 Fax No.26598237 / 38 <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a>
Deutsche Bank Trust Company Americas Winchester House 1 Great Winchester Street London EC2N 2DB, Fax No.+44207547 6073 Ctas Documents < <a href="mailto:ctas.documents@db.com">ctas.documents@db.com</a> >	Societe de la Bourse de Luxembourg, Avenue de la Porte Neuve L-2011 Luxembourg, B.P 165 FAX NO.00352 473298 "Luxembourg Stock Ex-Group ID " < <a href="mailto:ost@bourse.lu">ost@bourse.lu</a> >

Dear Sirs,

**Sub: Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015**

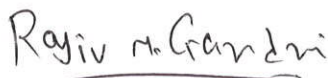
With reference to the Circular of Securities and Exchange Board of India (SEBI) No.CIR/ISD/01/2015 dated May 11, 2015, we confirm the following:-

1. That the Company has formulated and published (on its website), Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) – Copy of the Code is enclosed for your information.
2. That the Company has formulated and published (on its website), Code of Conduct to regulate, monitor and reporting of trading in respect of securities of the Company by insiders.

You are requested to kindly note and take the information on your records.

Thanking you,

Yours faithfully,  
For AMBUJA CEMENTS LTD



RAJIV GANDHI  
COMPANY SECRETARY  
**Membership No A11263**

Encl: As above.

**AMBUJA CEMENTS LIMITED**

Elegant Business Park, MIDC Cross Road 'B', Off Andheri Kurla Road, Andheri (E), Mumbai 400059.  
Tel.: 022- 4066 7000 / 6616 7000, Fax: 022 - 6616 7711 / 4066 7711. Website: [www.ambujacement.com](http://www.ambujacement.com)  
Regd. Off. : P. O. Ambujanagar, Taluka - Kodinar, Dist. Gir Somnath, Gujarat.  
CIN: L26942GJ1981PLC004717

# Ambuja Cements Ltd.

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Pursuant to SEBI (Prohibition of Insider Trading Regulations, 2015))

1. This Code shall come into force from 15<sup>th</sup> day of May, 2015.

### 2. **Definitions:**

For the purpose of this code the following terms shall have the meanings assigned to them hereunder:

- i. **"Code" or "this Code"** shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- ii. **"Chief Investor Relation Officer"** shall mean an Officer designated by the Board of Directors of the Company to deal with dissemination of information and disclosure of unpublished price sensitive information.
- iii. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
- iv. **"Insider Trading Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- v. **"Unpublished price sensitive information"** 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 of the Company 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, delisting, disposals and expansion of business and such other transactions;
  - v. changes in key managerial personnel; and
  - vi. material events in accordance with the listing agreement and in particular the matters listed in the policy for dissemination of information to the Stock Exchanges pursuant to clause 36 of the Listing Agreement.

### 3. **Principles of Fair Disclosure**

The Company shall ensure –

- 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.
- Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- Prompt dissemination of unpublished price sensitive information that gets 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.

- Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- 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.
- Handling of all unpublished price sensitive information on a need-to-know basis.

#### **4 Overseeing and co-ordinating disclosure**

- i. The Board of Directors of the Company has designated Company Secretary as the "Chief Investors Relation Officer" (CIRO) to oversee the dissemination of information and disclosure of unpublished price sensitive information.
- ii. The CIRO shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to stock exchange, analysts, shareholders and media.
- iii. The disclosure/dissemination of information shall be made with the prior approval by the Managing Director & CEO or in his absence, by the CFO.
- iv. No information shall be passed on by an Insider by way of making a recommendation for the purchase or sale of securities of the Company.

#### **5. Responding to market rumours**

- a. The CIRO shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the suitable statement/s in this regard.
- b. All the requests/queries received shall be documented and as far as practicable, the Chief Investor Relations Officer, shall request for such queries/requests in writing.

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

The following guidelines will be followed whilst dealing with analysts, brokers, and Institutional Investors:-

- (i) Only such information which is in public domain shall be provided
- (ii) At least two representatives of the Company shall be present at the meetings with Analysts, Brokers or Institutional Investors.
- (iii) Unanticipated questions may be taken on notice and a considered response may be given later. No price sensitive information shall be shared unless a public announcement in regard to the same has been made.
- (iv) Where a meeting has been held with the Analysts, Institutional Investors, the Company shall either make a press release or post relevant information on its website immediately after such meet.

#### **7. Medium of Disclosure and Dissemination**

- (i) The Company shall disseminate all credible and concrete Unpublished Price Sensitive Information on a continuous and in a timely manner to stock exchanges in accordance with the requirements of applicable law, where its Securities are listed and thereafter to the press.
- (ii) As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the stock exchanges and to the press may also be

supplemented by prompt updates on the Company's web-site. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

- (iii) The information filed by the Company with the stock exchanges under the stock exchange Listing Agreement shall also be posted on the Company's website.
- (iv) The Company will also will promptly intimate any amendment to this Code of Corporate Disclosure Practices to the stock exchanges, as required under the Regulations.

**THIS CODE IS AN INTERNAL DOCUMENT TO SERVE AS GUIDELINES TO AVOID INSIDER TRADING AS PER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS 2015.**

Sd/-

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Dr.Omkar Goswami  
Chairman of Compliance Committee Meeting  
Date: 28<sup>th</sup> April, 2015

Sd/-

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N.S. Sekhsaria  
Chairman of the Board of Directors  
Date: 29<sup>th</sup> April,2015