

Date: May 15, 2015.

BSE Limited  
Corporate Relationship Department  
P J Towers, Dalal Street, Fort  
Mumbai 400 001.

Fax : (022) 2272 3121/ 3719

Dear Sir,

Sub: Compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015.

In compliance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 and pursuant to the SEBI Circular No.CIR/ISD/01/2015 dated May 11, 2015, we wish to confirm that the Board of Directors of the Company had adopted the following Code, to be applicable w.e.f. May 15, 2015:-

1. Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information.
2. Code of Conduct to regulate, monitor and report Insider Trading.

In compliance with the requirements of the aforesaid SEBI (Prohibition of Insider Trading) Regulations, 2015, the above mentioned Code are made available on the website of the Company : [www.bata.in](http://www.bata.in).

A copy of the "Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information" is attached herewith for your information and records.

Please acknowledge receipt.

Thanking you.

Yours faithfully,  
For BATA INDIA LIMITED

  
MALOY KUMAR GUPTA  
Company Secretary & Compliance Officer

Encl: As above.

- Copy to :
- (1) The Manager  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block  
Bandra-Kurla Compalex, Bandra (E)  
Mumbai 400 051.  
Fax: (022) 2659 8237 / 38
  - (2) The Secretary  
The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata 700 001.  
Fax: (033) 2210 4492 / 2210 4500/ 2210 4468

**BATA INDIA LIMITED**

CIN : L19201WB1931PLC007261

Registered Office : 27B, Camac Street, 1st Floor, Kolkata-700016 || Tel : (033) 3980 2001 || Fax : (033) 2289 5748  
E-mail : [corporate.relations@bata.com](mailto:corporate.relations@bata.com) || Website : [www.bata.in](http://www.bata.in)

# BATA INDIA LIMITED

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

---

As a good corporate citizen Bata India Limited (“the Company”) endeavors to set the highest standards in good and ethical Corporate Governance practices and follows the same by adopting fairness, transparency and accountability in all its operations as an on-going exercise. The Company believes that compliance of applicable legislations and timely disclosures enhance the image of the Company and create a long term value for all its stakeholders. In line with the aforesaid philosophy of the Company and in compliance with the Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 the Board of Directors of the Company has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”).

In terms of the SEBI Notification dated January 15, 2015, the Code shall be applicable with effect from May 15, 2015.

The Code as enumerated below seeks to ensure timely and adequate disclosure of UPSI to the Stock Exchanges wherever the equity shares of the Company are listed and also on the official website of the Company from time to time.

### **1. Prompt public disclosure of UPSI**

All UPSI, as envisaged in the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be disclosed promptly in order to make such information generally available to the public.

### **2. Uniform and Universal Dissemination of UPSI**

The Company shall endeavor to disseminate the UPSI on uniform, continuous and universal manner to all the stakeholders by posting the same on the official website of the Company as well as to the Stock Exchanges, wherever the Company is listed.

### **3. Chief Investor Relations Officer to deal with disclosure of UPSI**

The Company Secretary of the Company shall act as the “**Chief Investor Relations Officer**” and shall be responsible to deal with dissemination of information and disclosure of UPSI to the Stock Exchanges, wherever the Company is listed and also upload the same on the official website of the Company within the stipulated time.

### **4. Prompt dissemination of UPSI in respect of improper disclosure or otherwise**

The Company shall avoid selective disclosure of UPSI. In any event, if due to oversight or inadvertence the same information is not uniformly and universally made available to all the stakeholders, necessary steps shall promptly be taken to make such information generally available on a non-discriminatory basis.

**5. Response to queries on news reports and requests for verification of market rumours**

The Chief Investor Relations Officer shall also ensure the appropriate fair and prompt response to all queries received from the Stock Exchanges including queries on news reports, if any. Such response from the Company shall be sent to all the Stock Exchanges, wherever the equity shares of the Company are listed even if the query has been received from any one of them. Such response from the Company shall be submitted to the Stock Exchanges under the signature of the Company Secretary and in his absence under the signature of the Finance Director or Chief Financial Officer of the Company.

**6. Sharing of information with analyst and research personnel**

Only information which is publicly available shall be shared with the analyst, research personnel, prospective investors, etc. The Board of Directors shall identify the Directors/ Executives of the Company, who shall be authorized to speak to and / or participate at the meetings with the analysts, research personnel, prospective investors, etc. The authorized representatives of the Company shall avoid making any forward looking statements in respect of its financial performances and also shall not share any UPSI with the analysts, research personnel, prospective investors, etc. In case any UPSI is shared with them, disclosure thereof shall be made to the Stock Exchanges simultaneously.

**7. Documentation of disclosure made to the analyst or at investor relation conferences**

The proceedings of the meeting with the analysts and other investor relations conferences shall be recorded and preserved. As a good practice, transcript thereof may be uploaded on the official website of the Company, which will ensure that the information is generally available.

**8. Handling of all UPSI on need-to-know basis**

All UPSI shall be handled by the employees on a need-to-know basis, i.e., the UPSI shall be disclosed only to those within the Company who need the information for legitimate purposes under legal obligation, to discharge the performance or duties and used only for the purpose for which it is meant for.

**9. Disclosure**

The Company Secretary shall be responsible to ensure that the initial and continual disclosures are obtained from all the “Designated Persons” in compliance the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the same be intimated to the Stock Exchanges. Such disclosure must be in the prescribed format as per the said Regulations and/or as mentioned in the Code of Conduct to Regulate, Monitor and Report Insider Trading within the stipulated time. The Company Secretary shall also preserve the disclosures made to the Stock Exchanges in terms of the Listing Agreements and SEBI Regulations and shall also ensure availability of the information disseminated in the past on the official website of the Company in an archive, which can be generally accessible.

The above Code may be amended with the approval of the Board of Directors from time to time to adopt the best practices in the industry and also to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as may be applicable for the time being in force. Any amendment to the aforesaid Code shall be promptly intimated to the Stock Exchanges, wherever the Company is listed and shall be uploaded on the official website of the Company.

\*\*\*\*\*