Secretarial Division

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April 01, 2019

General Manager - Department of Corporate Services
BSE Limited
Pheroze Jeejeebhoy Towers
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Scrip Code: 500410

Dear Sirs

Sub: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Pursuant to Regulation 8 (2) of the of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended by the SEBI (Prohibition of Insider Trading) (Amendment)Regulations, 2018) please find enclosed the Amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, which forms a part of the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and has come into effect from April 01, 2019.

Yours faithfully,
For ACC Limited

Ramaswami Kalidas
Company Secretary & Head Compliance
FCS-2440

Encl.:

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015)]

1. Every company whose securities are listed on a Stock Exchange is required to formulate a Code of Practices and Procedures for fair disclosure of unpublished price sensitive information (hereinafter referred to as "Code of Corporate Disclosure Practices").

2. This Code of Corporate Disclosure Practices shall come into force from 15th day of May, 2015.

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- Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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- Uniform and universal dissemination of Unpublished Price Sensitive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- Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.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- Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.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 for legitimate purposes in accordance with the 'Policy for determination of Legitimate Purposes', which forms a part of this Code.

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

1. The Company has designated the Chief Financial Officer (CFO) and the Company Secretary & Head Compliance as the "Chief Investor Relations Officers" to individually oversee the dissemination of information and disclosure of Unpublished Price Sensitive Information.

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ii. The Chief Investor Relations Officers shall be responsible for overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to Stock Exchange, analysts, shareholders and media.

iii. The Chief Investor Relations Officers shall report to the CEO & MD. The disclosure/ dissemination of information shall be approved in advance by the CEO&MD.

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.

v. The Chief Investor Relations Officers shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information. The Chief Investor Relations Officers shall oversee and co-ordinate disclosure of Unpublished Price Sensitive Information to Stock Exchanges, analysts, shareholders and media, on a timely basis.

5. Responding to market rumours

i. The Chief Investor Relations Officers in consultation with the CEO & MD shall take a call on whether a public announcement is necessary for verifying or denying rumours and if considered necessary make suitable statement/sin this regard to the Stock Exchanges.

ii. All the requests/ queries received shall be documented and as far as practicable, the Chief Investor Relations Officers, 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) No person, except those authorized by the Chief Investor Relations Officers, shall disclose any information relating to the Company's Securities to analysts and research persons. The Chief Investor Relations Officers, shall be invited to meetings/ conferences organized by the Company with the analysts/research persons.

(iii) At least two representatives of the Company shall be present at meetings with Analysts, brokers or Institutional Investors.

(iv) 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.

(v) 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.

(vi) All discussions with analysts, brokers, and Institutional investors shall be

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recorded.

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 will also be supplemented by prompt updates on the Company's web-site. The Company may also consider other modes for dissemination of information as it may consider necessary.

(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 promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchanges, as required under the Regulations.

Policy for Determination of "Legitimate Purposes"

1. The Policy for Determination of "Legitimate Purposes" for possession of Unpublished Price Sensitive Information (UPSI) has been formulated as envisaged under Clause 3 of the amended Code of Corporate Disclosure Practices and Clause 5.5.3 of the amended Code of Internal Procedures and Conduct for regulating, monitoring and reporting of Trading by Designated Persons pursuant to the amendments made by the Securities Exchange Board of India (SEBI) to the SEBI (Prohibition of Insider Trading) Regulations, 2015 vide Notification No. SEBI/LAD-NRO/GN/2018/59 dated December 31, 2018, which is effective from April 01, 2019.

2. "Legitimate Purposes" shall be as defined in Clause 2.14 of the Code of Internal Procedures and Conduct for regulating, monitoring and reporting of Trading by Designated Persons, which 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.

3. Any person who receives UPSI for legitimate purposes shall be considered as an Insider.

4. Notices have to be given by the Compliance Officer to such insiders to maintain confidentiality of the UPSI in their possession.

5. Where a person who has traded in securities of the Company has been in possession of UPSI, the presumption shall be that he has been motivated by the knowledge and awareness of such information in his possession. The onus shall be on such person to rebut such a presumption. Any inducement and procurement of

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UPSI not in the furtherance of one's legitimate duties and discharge of obligations would be considered illegal.

THIS CODE WAS APPROVED BY THE BOARD OF DIRECTORS AT ITS MEETING HELD ON 14th APRIL, 2015 AND EFFECTIVE FROM 15TH MAY, 2015 AND HAS SUBSEQUENTLY BEEN AMENDED ON FEBRUARY 05, 2019. THE AMENDED CODE SHALL COME INTO EFFECT FROM APRIL 01, 2019.

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

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