

April 17, 2019

Dept. of Corporate Services
BSE Ltd.
P J Towers,
Dalal Street,
Mumbai – 400 001.

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai 400051.

BSE Scrip Code : 524735

NSE Symbol : HIKAL

Subject: Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time

In compliance with the requirements of the SEBI (Prohibition of Insider Trading), 2015 as amended from time to time we hereby inform you that pursuant to the requirements of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has amended “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” which is effective from 1st April, 2019, a copy of which is enclosed herewith for your record.

This is for your information and records.

Thanking you,
For Hikal Ltd.



Mukund Mujumdar
AGM – Secretarial



Encl: As above.

Hikal Ltd.

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INTRODUCTION & PURPOSE:

Insider trading means trading in Securities of a company by its Directors, Employees, Promoters or other Insiders based on Unpublished Price Sensitive Information. Such dealing by Insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

This Code had been formulated to maintain the highest ethical standards while trading in Securities of the Company by the Insiders. Hikal Limited ("Hikal" / "the Company") had initially implemented a Code of Conduct for Prevention of Insider Trading which was amended from time to time in line with the amendments in SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Insider Trading) Regulations, 2015 to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. These regulations came into force with effect from 15th May, 2015 and the same were made applicable to all companies whose securities are listed or proposed to be listed on a Stock Exchange. Subsequently, on enactment of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 this code was amended again.

This New Code i.e. Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting Trading by Insiders (hereinafter referred to as "the Code") is being introduced to replace the earlier Code of Conduct for Prevention of Insider Trading, effective 15th May, 2015, to enhance the standards of governance. This revised code would be effective from 1st April, 2019.

The Regulations envisage listed companies formulating a code of conduct to regulate, monitor and report trading by its Designated Persons and their Immediate Relatives by adopting the prescribed minimum standards for achieving compliance with the regulations, establishing principles for fair disclosure of Unpublished Price Sensitive Information ("UPSI") and adopting a policy and procedure for inquiry in case of leak or suspected leak of UPSI.



HIKAL Limited (Hikal)

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

This Code shall come into force from 15th day of May, 2015 and as amended with effect from 1st April, 2019.

The Board of Directors of Hikal Limited have always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company and the members of the Board, Key Managerial Personnel, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

- 10.1 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.
- 10.2 The Company shall ensure Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- 10.3 Company ensures that all Unpublished Price Sensitive Information is strictly made available on a Need- to- Know basis. UPSI may however be disclosed to persons who need such information for furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations in relation to the Company.
- 10.4 The term 'Legitimate Purpose' includes 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 and consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of these regulations.

For determining 'Legitimate Purpose', the following factors shall be taken into consideration:

- a) Whether the information has been shared for the purpose of undertaking normal course of activity as required under the assigned scope of work;
- b) Whether sharing of such information is customary business practice;
- c) Whether the purpose for which the information is shared has well established precedence in the Company's history;
- d) Whether such information relates to regular and frequent activities of the Company;
- e) Whether such information and the purpose of sharing were apparent and predictable.



- 10.5 The Company Secretary of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information relating to the Company to the investors, analysts, press and electronic/ social media.
- 10.6 The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 10.7 The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 10.8 The Company will ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
- 10.9 The Company shall develop and follow 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.
- 10.10 The Company shall handle all unpublished price sensitive information on a need to-know basis.

The Company will also promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchanges where Hikal's Securities are listed, as required under the Insider Trading Regulations.

