



**Allied Blenders
and Distillers**

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UNPUBLISHED PRICE SENSITIVE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

OF

ALLIED BLENDERS AND DISTILLERS LIMITED

(CIN: L15511MH2008PLC187368)

Preamble

In accordance with Regulation 8(1) of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended time to time (“SEBI PIT Regulations”), Allied Blenders and Distillers Limited (“the Company”) is required to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

This Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could probably have impact in the price discovery, in the market for securities of the Company.

Definitions

The Words, Terms and Expressions used in the Code shall have the same meaning as defined under Chapter I Regulation 2 of the SEBI PIT Regulations, as the case may be or as amended from time to time.

Words and expressions used and not defined in this regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

Interpretation

- 1) This Code can be modified/amended/alterd only by Board of Directors of the Company, based on the recommendation of the Audit Committee.
- 2) But in case of any statutory modification or amendment or alteration of the provisions of SEBI PIT Regulations, the newly modified/amended/alterd provisions of the Regulation shall be deemed to be implemented in the Code immediately with effect from the date of such statutory notification for modification or amendment or alteration etc.
- 3) The amendment to the code should be placed before the Board of Directors of the Company in the Board Meeting held immediately after the date of statutory notification for modification/amendment/alteration etc. of the Regulation for approval and dissemination.

Applicability

This Code shall be applicable to all the persons of the Company who could possess Unpublished Price Sensitive Information (“UPSI”) relating to the Company .

Principles of Fair Disclosure

1. Prompt disclosure of UPSI:

The Chief Investor Relation Officer or such person heading the Investor Relation (“Collectively referred to as CIRO”) shall ensure that any UPSI that could impact the price discovery shall be no sooner than concrete and credible information comes into being in order shall be disseminated among the General Public.

As soon as, the Compliance Officer is in receipt of information which would trigger any disclosure as per the Listing Agreement, the same shall be disclosed on the Stock Exchange based on the timeline as may prescribed. Such information shall also be uploaded on the website of the Company.

Any inadvertent disclosure of any such material event or information by any of the Board of Directors shall be promptly disclosed to the CISO.

2. Uniform and universal dissemination of UPSI to avoid selective disclosure.

In case where the CISO is in receipt of any material event the same shall be disseminated on a uniform basis to avoid any selective disclosure of the information.

Wherein the Compliance officer becomes aware of disclosure of any such information on a selective basis, such situation shall be responded to in a fair and prompt manner and such information shall be made available to the general public promptly.

3. The CISO of the Company shall be responsible to deal with unbiased dissemination of information and disclosure of UPSI.
4. Selective or exclusionary disclosure of certain non-public and price sensitive information is prohibited under the SEBI PIT Regulations. The Company shall ensure prompt dissemination of UPSI which is disclosed selectively, inadvertently or otherwise to make it generally available.

The Company shall ensure that proper procedures have been devised to prevent any leakage of UPSI from within the Company and also shall take reasonable steps and implement necessary internal control systems to curb any loopholes for prohibiting any occurrence of such leakage.

5. The Company shall provide appropriate and fair responses to any query or requests for verification of market rumors received from stock exchanges/Regulatory Authorities. All responses to such queries/requests shall be kept in record by the Compliance Officer.

6. Information shared with analysts and research personnel

The CISO shall ensure that while interacting with the research analysts and personnel no material information or event has been inadvertently shared or disclosed with any analysts or research personnel.

The Company should ensure that proper arrangements for discussion with the Research analysts are made and the information is disclosed to the general public simultaneously. The discussion with audio/video recording shall be made available on the website of the Company as prescribed under the Regulation.

The Company shall adopt best practices to make transcripts or record of the proceedings or meetings with analysts or investors and shall make the same available on the website of the Company, to ensure maximum reach and quick dissemination of the Information. The same shall also be disclosed on the Stock Exchanges as per applicable provisions.

7. Handling of all UPSI on a need-to-know basis.

All UPSI shall be handled on a “need to know” basis i.e. UPSI shall be disclosed only to those within the Company who need the information for legitimate purpose and to discharge their official duties or for discharge of legal obligations, and subject to Chinese walls.

Legitimate Purpose:

For the Purpose of Fair Disclosure Code, the expression “Legitimate Purpose” shall include but not limited to the information shared by insider in the following manner:

Legitimate Purpose includes:

- a. UPSI shared in the ordinary course of business by an insider, not with an intention to circumvent or evade the provisions of SEBI PIT Regulations.
- b. Any UPSI shared with the partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- c. discharge of legal obligations and performance of duties.
- d. pursuant to any legal or regulatory requirements.

General

All persons to whom this code is applicable are advised to pursue the Code and SEBI PIT Regulations as amended from time to time, carefully and acquaint themselves with all the provisions contained therein.

The Compliance Officer will be available for clarification / assistance that may be necessary.

The Compliance Officer shall also be responsible for;

- (i) Complying with continuous disclosure requirements;
- (ii) Overseeing and coordinating disclosure of UPSI to stock exchanges, analysts, Shareholders and media;
- (iii) Educating staff on disclosure policies and procedure.

The Compliance Officer shall approve the disclosure of the information in advance. CISO or the Compliance Officer is designated to deal with dissemination of information and disclosure of UPSI.

Disclosures

This Code and every amendment thereto shall be promptly intimated to the Stock Exchanges where Company's securities are listed and shall be published on Company's official website

THIS CODE IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE OF THE COMPANY TO ENSURE COMPLIANCE OF SEBI REGULATIONS, GUIDELINES AND OTHER RELATED STATUTES FULLY.