



GODREJ INDUSTRIES LIMITED

CODE OF PRACTICES AND PROCEDURES

FOR FAIR DISCLOSURE OF

UNPUBLISHED PRICE SENSITIVE INFORMATION

("UPSI")

Effective Date: April 1, 2019

Background

The SEBI (Prohibition of Insider Trading) Regulations, 2015 mandates every listed company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

In this regard, Godrej Industries Limited (“GIL”) has laid down the following code:

Chief Investor Relation Officer to oversee and coordinate disclosures:

1 The Compliance Officer of the Company is designated as the Chief Investor Relations Officer and is responsible for dissemination of information and disclosure of Unpublished Price Sensitive Information (UPS).

2 The Compliance Officer is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of unpublished price sensitive information to stock exchanges, shareholders, analysts and media and for educating GIL’s staff on disclosure policies and procedure.

3 All the unpublished price sensitive information is to be handled on “need to know basis”, i.e., Unpublished Price Sensitive Information should be disclosed only to those within GIL who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the Compliance Officer.

Prompt disclosure of unpublished price sensitive information:

4 GIL will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the listing agreement.

5 To ensure that the information is disseminated in a uniform manner, GIL will transmit the information to all the stock exchanges at the same time.

Disclosure with reference to Analysts/ Media:

6 Any meeting or interaction with analysts/researchers, institutional and other large investors or the media or any investor relations conference shall be conducted in a manner that only information that is publically available is provided at such meetings/interactions. Else, such information given to analysts/researchers etc. shall be first communicated to the stock exchanges before the same is shared with analyst & research personnel.

7. Transcript of the meetings/conference calls with Analysts may be posted on GIL’s website in consultation with the Authorised Person of the Company.

Responding to Market Rumours:

8. Any whole time Director of the Company and/or the Compliance Officer and/or the Investor Relations Team shall give an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for

verifying or denying rumours and making disclosures.

Legitimate Purpose:

9. The UPSI can be shared as an exception by an Insider for legitimate purpose as per policy for determination of Legitimate Purpose for disclosure of UPSI of the Company.
