
POONA DAL & BESAN LIMITED

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OF UNPUBLISHED PRICE SENSITIVE INFORMATION**



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INDEX

SR. NO.	PARTICULARS	PAGE NO.
1	CHAPTER I- PRELIMINARY	3
2	CHAPTER II- PRINCIPLES FOR CODE OF FAIR DISCLSoure	3-5
3	CHAPTER III- PROCEDURAL ASPECTS	5-8
4	CHAPTER IV- POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES	9-10



POONA DAL AND OIL INDUSTRIES LTD.

Under Regulation 8(1) of the Securities and exchange Board of India (Prohibition of Insider Trading) regulations, 2015

CHAPTER I-PRELIMINARY

The Securities and Exchange Board of India had promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “PIT regulations”) As per regulation 8 read with Schedule A of the Regulations every listed company is required to frame a Code of Practices and Procedures for Fair Disclosure of unpublished Price Sensitive information (hereinafter referred to as the “Fair Disclosure Code”) in order to make ‘Unpublished Price Sensitive Information’ (hereinafter referred to as “UPSI”) generally available.

The objective of this code is to lay down the principles and practices to be followed by Poona Dal & Besan Limited (“the Company”) pertaining to disclosure of UPSI.

This code ensures timely and adequate disclosures of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.

CHAPTER II- PRINCIPLES OF FAIR DISCLSOURE:

The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

- 1) The Company shall endeavour to make prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery, no sooner than credible and concrete information comes into being in order to make such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.



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- 2) The Company shall endeavour to ensure that Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
- 3) The Company shall designate compliance officer/ any other senior officer designated in this regard shall deal with dissemination of information and disclosure of Unpublished Price Sensitive information.
- 4) The Company shall endeavour to ensure prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 5) The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 6) The Company shall ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information. The following guidelines shall be followed while dealing with analysts, media persons, and institutional investors:
 - a) Only information in public domain is to be provided.
 - b) Company representative be present at meetings with analysts, media persons and institutional investors.
 - c) Unanticipated questions if any may be taken on notice and a considered response given later at discretion of the Company.
- 7) 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.
- 8) The Company shall handle of all unpublished price sensitive information on need-to-know basis.



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- 9) No unpublished price sensitive Information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

CHAPTER III- PROCEDURAL ASPECTS INVOLVED IN COMPLYING WITH THE PRINCIPLES OF FAIR DISCLOSURE OF INFORMATION:

Sr. No.	Principles	Procedure
1	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.	In this regard to ensure fair and timely disclosure of information that would have direct impact on the market price of the securities the Company generally follows disclosure requirements as mentioned in SEBI[Listing Obligations and Disclosure Requirements] Regulations, 2018.
2	Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.	To ensure that the unpublished price sensitive information is evenly and properly disseminated, the Company generally in compliance with the provisions of applicable statutes follows the following procedures and practices: a) Intimates the said information to the Stock Exchange(s), where its securities are listed within the stipulated time period; b) If necessary, publicize the said information in the newspapers;



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		c) Uploading the said information on the official website under investors section as early as possible or as is stipulated under various statutes.
3	Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.	To ensure authentication of the information to be disclosed to the stakeholders, the said information is generally cross verified by the Chief Investor Relations Officer. However, if any information gets disclosed selectively, inadvertently or otherwise, the Company (i) intimates the facts and rectified information to the Stock Exchange(s), where the securities of the Company are listed, for onward dissemination to the shareholders.
4	Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.	The Board shall be responsible for giving appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities.

5	Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information	The Chief Investor Relations Officer/ respective departmental heads shall take all necessary measures to ensure that no unpublished price sensitive information is being disclosed to any analysts and research personnel. In this regard, whenever any such analysts and/or research personnel will approach the Company for seeking financial or any price sensitive information, the Compliance Officer or any other
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		authorize representative of the Company shall obtain a declaration from the said association/agency to the effect that such association/ agency is seeking information for the sole purpose of educating investors and neither the said association/agency nor its employees shall use the information for their personal gain. The said association/agency will also be required to sign such other undertakings/ confirmations, as the Compliance Officer may deem fit, and give to the Compliance Officer, to make sure that no insider trading takes place in the Company's scrips from their end.
6.	Developing 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	The Company may, from time to time, authorize any concerned persons, depending upon the domain of conferences and meetings, to make transcripts or record of proceedings of meetings with analysts. Further, the said proceedings shall be disclosed on the official website of the Company.
7.	Handling of all unpublished price sensitive information on need-to-know basis.	Due procedures as prescribed in "Poona Dal & Besan Limited" Code of Conduct to Regulate, Monitor and Report Trading by its Employees and Other Connected Persons" would be followed to ensure that the Unpublished Price Sensitive Information be communicated only on a "need to know" basis, i.e., Price Sensitive



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		Information should be disclosed only to those who need such information to discharge their duties.
8	Maintenance of structured digital database.	A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital data base for sharing the information for said legitimate purposes.



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CHAPTER IV- POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

Pursuant to the provisions of the regulation 3 (2A) of SEBI[Prohibition of Insider Trading Regulations, 2015 following provisions shall be considered as the “**Policy for Determination of Legitimate Purposes**”.

The UPSI shall be sharing for legitimate purposes only.

The term “legitimate purpose” shall include sharing of unpublished price sensitive information 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 these regulations.

Company can share unpublished price sensitive information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants where such communication is in furtherance of legitimate purpose(s).

Following factors must be satisfied while determining a legitimate purpose:

- 1) Must be shared in the ordinary of course of business or for corporate purpose;
- 2) Required to be done in furtherance of fiduciary duties or in fulfillment of any statutory obligation; and;
- 3) Information shared is in the interest of shareholders/stakeholders.

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered as an "insider" for purposes of Regulations, and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with the Regulations.



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DECLARATION:

The Company hereby declares that all requisite measures shall be taken to ensure adherence with the principles of fair disclosure of Unpublished Price Sensitive Information.

AMENDMENT IN CODE:

The Board is authorized to amend or modify this code in whole or in part and may stipulate further guidelines, procedures and rules from time to time, to ensure fair disclosure of Unpublished Price Sensitive Information.

This Code shall be published on the official website of the Company.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.
