



Code of Fair Disclosure

(Effective from October 1, 2021)

Version	Board Approval Date
V0	September 24, 2021

Amara Raja Batteries Limited

CIN: L31402AP1985PLC005305

Registered office: Renigunta - Cuddapah Road, Karakambadi, Tirupati - 517520, Andhra Pradesh

Office: Terminal A, 1-18/1/AMR/NR, Nanakramguda, Gachibowli, Hyderabad - 500032

Tel: 91 (40) 23139000 Fax: 91 (40) 23139001

E-mail id: investorservices@amararaja.com Website: www.amararajabatteries.com

CODE OF FAIR DISCLOSURE

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. PREFACE

As part of Company's commitment to transparency and good governance, this '**Code of Fair Disclosure**' ("**Code**") has been framed with an objective to lay down practices, procedures and preserve the confidentiality of unpublished price sensitive information, determine legitimate purposes and to ensure fairness in dealing with all stakeholders.

The Board of Directors at their meeting held on September 24, 2021 has adopted the Code of Fair Disclosure that supersedes Communication and Disclosure Policy, 2015 and Policy on Determination of Legitimate Purpose, 2019 w.e.f. October 1, 2021.

2. OBJECTIVE & APPLICABILITY

The Securities and Exchange Board of India had promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "PIT Regulations") on January 15, 2015. As per Regulation 8 read with Schedule A of the Regulations, every listed company is required to frame a Code of Fair Disclosure to lay down Practices and Procedures to ensure fair and prompt public disclosure of Unpublished Price Sensitive Information ("UPSI") outside the Company & to determine legitimate purpose for which UPSI may be shared with persons outside the Company.

This Code shall apply in relation to disclosure of UPSI by the Company. The scope, exceptions as given in PIT Regulations shall be applicable for the purpose of this Code. Code shall be effective from October 01, 2021.

3. UPSI, PRACTICES AND PROCEDURES

- a. **Unpublished Price Sensitive Information** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company and shall, ordinarily including but not restricted to, information relating to the following:
- i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - v. Changes to the Company's Board of Directors or key managerial personnel as determined by the company under law
 - vi. Such other information that the Company may decide from time to time.

b. Principles of Fair Disclosure

The following principles of fair disclosure for the purposes of this Code shall be strictly followed by the Company with immediate effect:-

- i. The Company shall promptly disclose to the public "unpublished price sensitive information" (UPSI) no sooner than such credible & concrete information comes into being.
- ii. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- iii. The Company shall uniformly & universally disseminate information (UPSI) and avoid selective disclosure.
- iv. The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all/public.
- v. The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, if any.
- vi. The Company may develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
- vii. Company has designated the Chief Investor Relations Officer to oversee corporate disclosure.
- viii. The designated persons/employees shall handle all UPSI on a need-to-know basis.

4. LEGITIMATE PURPOSE

The UPSI can be shared as an exception for Legitimate Purposes in accordance with the "**Policy for determination of Legitimate Purposes**" (provided in **Annexure A**), provided it is not shared to evade or circumvent the prohibition under the Regulation, performance of duties, or discharge of legal obligations.

5. THIRD PARTY DEALINGS

Company should not disclose internal information about the Company with anyone outside the Company, except as required in the performance of regular duties for the Company. When in doubt, one should assume that the information is material and non-public. If employees have any questions as to whether information should be considered "material" or "non-public", they should consult the Chief Investor Relations Officer ("CIRO") or Compliance Officer.

The only persons authorized to speak on behalf of the Company to securities analysts, broker dealers, security holders and any other finance industry professionals are the Company's MD & CEO, ED's, Chief Operating Officer ("COO"), CFO, CMO, persons working in Investor Relations department ("IR Personnel") and any other persons authorized from time to time (each an "Authorized Spokesperson").

In order to avoid misrepresentation or misquoting, endeavour shall be made that at least two representatives of the Company are present in the meetings or conference calls with analysts, brokers or institutional investors. The transcripts of aforesaid conference calls or record of the proceedings of the meetings may be made available on the website of the Company to ensure official confirmation and documentation of the information shared during such meetings and conference calls.

CIRO and/or MD and/or ED shall determine the need for recording and disclosure of transcripts at the meetings Company is invited to participate in various road shows, conclaves, etc.

Company personnel, when sharing the UPSI to third party for legitimate purpose, shall make the third party aware of such UPSI being shared and such parties shall keep information so received confidential, and shall further not disclose the same other than otherwise agreed. Third parties shall not trade in securities of the company when in possession of UPSI.

6. CHIEF INVESTOR RELATIONS OFFICER

The Chief Financial Officer of the Company has been designated / called as "Chief Investor Relations Officer" to deal with dissemination of information and disclosure of UPSI.

Chief Investor Relations Officer will ensure that the Company complies with continuous disclosure requirements. He will co-ordinate disclosure of price sensitive information to Stock Exchanges, Analysts, Shareholders and media which will be approved by him in advance.

Chief Investor Relations Officer and/or the MD and/or Executive Director shall be responsible for deciding whether a public announcement is necessary for verifying or denying any news for effectively responding to market gossips.

7. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. PREFACE

This Policy, as a part of "Code of Fair Disclosure" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015 (the Regulations), will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. OBJECTIVE

The objective of this Policy is to identify 'Legitimate Purposes', which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

3. LEGITIMATE PURPOSES

Legitimate Purposes shall mean sharing of UPSI in the ordinary course of business by company personnel with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners

It is hereby clarified that any person in receipt of UPSI pursuant to a "legitimate purpose" shall also be considered as an "insider" for the purpose of this Code and the Regulations and thus such persons shall maintain confidentiality of such UPSI in compliance with this Code and the Regulations

4. DIGITAL DATABASE

Managing Director, Executive Director, Chief Executive Officer, Chief Investor Relations Officer, Compliance Officer and Head of the respective Departments / Divisions, handling the UPSI, shall ensure that a structured digital database relating to sharing of UPSI is maintained. Such database shall contain the following details:

- I. Nature of UPSI; and
- II. Names of such persons who have shared the information and also the names of such persons with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Such structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

5. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.