



emami limited

Date: 1st April, 2019

The Secretary
The National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G. Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700 001

Dear Sirs,

Sub: Intimation under SEBI (Prohibition of Insider Trading) Regulations, 2015

This is to inform you that in compliance with the SEBI (Prohibition of Insider Trading (Amendment) Regulations, 2018) Regulations, 2015 the Board on 30th March, 2019, has adopted the Policy for Legitimate business purpose which will be part of the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Further, the Board has also approved Revised Code of Conduct to Regulate, Monitor and Reporting of Trading in Respect of Securities of the Company ("Emami Limited Code on Prevention of Insider Trading").

The revised codes are effective from 1st April, 2019. The copy of Policy for Legitimate business purpose as part of Code of Practice and Procedures for Fair Disclosures of unpublished Price Sensitive Information is attached and shall be made available on the website of the Company. (www.emamiltd.in)

Thanking you,

Yours Faithfully,
For Emami Limited,

A.K. Joshi
Company Secretary & VP-Legal

Policy for Determination of Legitimate Business Purpose:

Objective:

In terms of Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2018, it is necessary for the Board of Directors of a Listed Company to make a policy for determination of “legitimate Purpose”. The objective of the policy is to regulate and monitor communication of Unpublished Price Sensitive Information (UPSI) for legitimate business purpose in the best interest of the company and to ensure that such information is shared on “need to know” basis and not misused by the recipient thereof and it should be treated as part of Code of Fair Disclosures and Conduct formulated under the Regulations.

Definition:

“Legitimate Business Purpose” means any purpose furthering or in the best interest of the Company and shall include the following in connection with:

- (i) the preparation of financial statements and MIS in discharge of duties / responsibilities of the respective office of the organization.
- (ii) fulfilment of any statutory obligation or compliance with applicable laws and regulations.
- (iii) any filing with or investigation, inquiry or request for information by a Governmental Authority,
- (iv) availing/renewal of any financial facility and/or compliance with requirements set forth in any credit facility or other agreement evidencing Indebtedness or otherwise required by financing sources thereof,
- (v) Due Diligence relating to acquisition/takeover/merger/demerger or any other similar arrangement/restructuring of the company or its division/brand/products, etc.,
- (vi) Sharing of information with consultants / advisors / lawyers etc.
- (vii) fulfilment of a pre-existing obligation.



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Policy for Determination of Legitimate Business Purpose:

Policy:

1. Any Unpublished Price Sensitive information (UPSI) shall be shared by a “designated Person” only on a “need to know” basis and only for “Legitimate Business purpose” (LBP). Any such communication or sharing of UPSI shall be in furtherance of and in the best interest of the Company.
2. All persons in receipt of such UPSI shall be considered as “insider” and shall not trade in securities of the company when in possession of such UPSI. Such “insiders” are obliged to comply with the requirements of PIT Regulations.
3. The Company shall maintain a structured digital data base of all such persons containing the name, address, PAN number or any other Identifier if PAN not available, nature of UPSI, LBP for which the information or communication was shared and date and time when such UPSI was shared.
4. The Company shall before sharing of such information serve a notice on or sign a confidentiality/ non disclosure agreement with, the person with whom UPSI is shared informing him/her that he/she has to ensure the compliance of PIT Regulations while in possession of UPSI.
5. If information/communication is shared with several persons representing a firm/entity which has been appointed or has the duty to carry out a legitimate business purpose, the notice to or Confidentiality/Non Disclosure Agreement has to be entered into with each such person.
6. Where information/communication is shared with any Regulatory or statutory or Government Authority, the said Authority may be put to notice with respect to dealing with such UPSI and compliance of PIT Regulations.

Authority:

The “Policy for Determination of Legitimate Business Purpose has been approved by the Board of Directors of the Company.

