

August 09, 2022



To,  
**The Secretary,**  
**BSE Limited,**  
P.J. Towers,  
Dalal Street,  
Mumbai- 400 001  
Scrip Code: 539542

To,  
**The Secretary,**  
**National Stock Exchange of India Ltd.,**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandera (E),  
Mumbai – 400 051  
Symbol: LUXIND

Dear Sir,

***Sub: Intimation under Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations").***

In pursuance of the provisions of Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations'), please find enclosed herewith a copy of the amended '(Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information' ('Fair Disclosure Code'), as approved by the Board of Directors of the Company its meeting held on August 09, 2022.

We request you to take the amended Fair Disclosure Code on record.

Thanking You

Yours faithfully,  
**For LUX INDUSTRIES LIMITED**

*Smita Mishra*  
**Smita Mishra**  
**(Company Secretary & Compliance Officer)**  
**M.No: 26489**

## **LUX INDUSTRIES LIMITED**

# LUX INDUSTRIES LIMITED

## Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information (UPSI)

<b>Approving Authority:</b>	<b>Board of Directors of Lux Industries Limited</b>
<b>Original Issue Date:</b>	<b>11.05.2015</b>
<b>Date of Revision(s):</b>	<b>09.08.2022, 12.02.2019 and 20.01.2018</b>
<b>Version No.:</b>	<b>4.0</b>

### 1. Background:

The Code is formulated pursuant to Regulation 8 (1) read with Schedule A to SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) covering the practices and procedures for fair disclosure of unpublished price sensitive information in relation to Lux Industries Limited (The Company).

### 2. Scope and purpose:

The purpose of this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information (UPSI) ('Code') is to provide the procedure to be followed and matters to be ensured at the time of disclosure of events/ information in the nature of UPSI as the same could potentially impact the price of the listed securities of the Company in the market.

### 3. Applicability:

The Code is being adopted in line with the principles set out in Schedule A of Securities and Exchange Board of India PIT regulations, as approved by the Board of Directors of the Company shall be applicable and binding on all Directors/Employees of the Company dealing with disclosures of events/ information in the nature of UPSI.

### 4. Definitions

#### a. Unpublished Price Sensitive Information (UPSI):

UPSI means any means any information, relating to a 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 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, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel;



## LUX INDUSTRIES LIMITED

### b. Generally available information:

Generally available information means information that is accessible to the public on a non-discriminatory basis.

Terms not defined hereunder shall carry the same meaning as in the PIT Regulations.

### 5. Chief Investor Relations Officer

The Company Secretary of the Company shall serve as the 'Chief Investor Relations Officer' (CIRO) for the purposes of this Code to deal with dissemination of information and disclosure of UPSI.

### 6. Sharing of UPSI for legitimate purpose

(i) UPSI is in the nature of information relating to the Company, directly or indirectly, of precise nature that can have an impact on the prices of the securities of the Company if made public.

(ii) Till the UPSI becomes a generally available information, UPSI can be shared only on a need-to-know basis and for legitimate purpose as provided hereunder and not to evade or circumvent the prohibitions of the Regulations:

- a. Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment in relation to UPSI;
- b. Sharing of relevant UPSI with intermediaries/ fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI;
- c. Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations. Whether this information is required to be shared? Why the information is required by the recipient? Response to the two queries shall be well recorded by the concerned Designated Person sharing the UPSI and shall be forwarded to the Compliance Officer.

(iii) Before sharing of the UPSI, the concerned Designated Person shall comply with the requirements in relation to circumstances and procedure for bringing people 'inside' as provided in Code to Regulate, Monitor and Report Trading by Insiders.

### 7. Principles of Fair Disclosure

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

- The Company shall promptly make public disclosure of UPSI once credible and concrete information is available to make such information generally available.





## LUX INDUSTRIES LIMITED

2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
  - To ensure equality of access to information and public dissemination of the said information on a non-discriminatory basis, the Company shall ensure uniform and universal disclosure of UPSI through the Stock exchange(s).
3. Designation of a senior officer as a CIRO to deal with dissemination of information and disclosure of unpublished price sensitive information.
  - The Company will make prompt Dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, in any forum in India or abroad, to make such information generally available. The CIRO shall be promptly informed of any such inadvertent or unintentional selective disclosure who in consultation with the Compliance Officer and the Chairman & Managing Director shall take appropriate steps;
4. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
  - All the requests/ queries received shall be documented and as far as practicable the CIRO shall request for such queries/requests in writing. The CIRO/ Compliance Officer in consultation with the Chairman & Managing Director shall respond appropriately. Where the situation so warrants.
5. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
  - The Company shall ensure that any information shared, with analysts and/or research personnel or at any investor relation conference(s), is not an UPSI. The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion. The unanticipated questions shall be tackled carefully. "In the event of any doubt about the unpublished nature of any information, the same may be kept in abeyance until determination of the status thereof in consultation with the CIRO as well as Chairman and Managing Director.
6. Developing 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 will make available transcripts or records of proceedings, if any, of meetings or concall with analysts or at other investor relations conference(s) on the website of the Company to ensure official confirmation and documentation of disclosures made.



## LUX INDUSTRIES LIMITED

### 7. Handling of all unpublished price sensitive information on a need-to-know basis.

Any information that may be potentially construed or classified as UPSI would be dealt with by the Directors and Employees of the Company only on a 'need to know' basis.

### 8. Manner of Disclosure

Information of any UPSI intended to be made generally available shall be brought to the notice of the Managing Director & Chairman. The CISO /Compliance officer in consultation with the Chairman & Managing Director determine the content and timing of disclosure and accordingly, disclose to the stock exchanges. The UPSI disclosed to the stock exchanges and to the Press may also be supplemented by prompt updates on the Company's website.

### 9. Amendment to this Code

The Board of Directors are authorized to make such alterations as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations. Further, every amendment to this code shall be promptly intimated to stock exchanges where the securities are listed. This Code shall be hosted on the website of the Company.

