

# **BHATIA COLOUR CHEM LIMITED**

**CIN No: L24290GJ2021PLC127878**

## **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

**EFFECTIVE DATE- 26.05.2025**

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## **1) Purpose**

In compliance with the provisions of Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the PIT Regulations") and the principles as set out in Schedule A to the PIT Regulations, the **BHATIA COLOUR CHEM LIMITED** ("the Company") has formulated and adopted the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ("the Code"), highlighting the framework and policy to facilitate fair disclosure of Unpublished Price Sensitive Information and / or material information and events.

## **2) Applicability**

This Code shall be applicable and binding on all persons, including employees, directors and such other persons authorized for disclosure of unpublished price sensitive information ("UPSI") as defined hereunder.

## **3) Unpublished Price Sensitive Information (UPSI)**

For the purpose of the Code, UPSI shall mean, 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 prices of the securities and shall, ordinarily including but not restricted to, information relating to any of the following:

- a) Financial results (whether standalone or consolidated; whether quarterly, half-yearly or annual);
- b) Dividends (Interim or Final);
- c) Change in the capital structure;
- d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
- e) Changes in its key managerial personnel.

Words and expressions used and not specifically defined in this Code shall have the same meanings as ascribed to them in the Securities and Exchange Board of India Act, 1992 the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the Rules and Regulations made thereunder, as amended, from time to time.

## **4) Chief Investor Relations Officer**

The Managing Director of the Company shall appoint its senior official as its Chief Investor Relations Officer (CIRO), to deal with dissemination of information and disclosure of UPSI relating to the Company and/ or its securities, and / or material information and events as

determined by the Company. In absence of the appointed CIRO, temporary or otherwise, the Company may appoint a senior official to function as a CIRO of the Company, for the purpose of this Code.

## **5) Disclosure of UPSI and/ or material information / events**

The practices and procedures to ensure fair disclosure of UPSI relating to the Company and/ or securities of the Company and/or material information/ events, to the public, are as under:

- a) The Company shall ensure prompt public disclosure of UPSI and / or material information/ events that would impact price discovery no sooner than credible and concrete information comes into being so as to make such information, generally available.
- b) The Company shall adhere to timelines stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI LODR Regulations"), with respect to prior intimations / notices / notifications and disclosures shall be strictly observed to ensure prompt public disclosure of UPSI and / or material information / events.
- c) The Company shall ensure that uniform and universal dissemination of UPSI and / or material information / events relating to the Company and / or that of its securities, to avoid selective disclosure.
- d) The Company shall ensure that uniform and universal dissemination of UPSI and / or material information / events shall be first made to the Stock Exchanges, before it is released to the media, to avoid selective disclosure of UPSI and / or material information / events relating to the Company and/ or that of its securities.
- e) The Company shall ensure that disclosures are corrected immediately if the Company is subsequently made aware that its earlier disclosure contained a material error or omission at the time it was given.
- f) To facilitate timely disclosure of UPSI, all Employees, Designated Persons or Insiders as defined in the Regulations and/or the Company's Insider Trading Code and the PIT Regulations will be required to communicate any UPSI to the CIRO as soon as credible and concrete information comes into existence.
- g) The Company shall preserve UPSI and / or material information / events based on need to know principle to comply with the obligations under the Company's Insider Trading Code and the PIT Regulations till such time the UPSI and / or material information / event, becomes generally available.

## **6) Fair response to queries on news reports**

The Company shall ensure that appropriate and prompt response is given to queries on news reports related to the Company and to requests for verification of market rumors received from Stock Exchanges or Regulatory Authorities.

Additionally, in respect of any major market rumours, the Company may proactively issue appropriate and fair clarifications or responses in relation to such market rumours to the Stock Exchanges.

**7) Handling of UPSI on a need-to-know basis**

- (a) All Employees, Directors of the Company and Designated Persons, under the PIT Regulations, shall ensure that handling of UPSI relating to the Company and/ or that of its securities, including onward communication, is done strictly on a need-to-know basis and in line with this Code and the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons in Securities of the Company.
- (b) No UPSI relating to the Company and/or that of its securities, shall be communicated by employees, Directors of the Company and Designated Persons, to any person(s) except in furtherance of legitimate purposes, performance of his/ her duties or legal obligations, for and on behalf of the Company.
- (c) Legitimate purpose shall mean legitimate transactions undertaken for performing a fiduciary duty in the interest of the Company, or transactions undertaken in public interest, or transactions undertaken without any intent to make unlawful profit or gain or without a view to misuse UPSI relating to the Company, or the like, which is not intended to evade or circumvent the provisions of the PIT Regulations.

It is further clarified that "legitimate purpose" means and includes sharing of UPSI in the ordinary course of business by an insider with Professional Firms (Statutory Auditors, Secretarial Auditors, Accountancy firms, Law firms) analyst, collaborators, lenders, customers, suppliers, merchant companies, legal advisors, auditors, secretarial auditors, insolvency professionals or other advisors or consultants who are advising the Company (the Fiduciaries), provided that such sharing of UPSI is not been carried out to evade or circumvent the provisions of the PIT Regulations.

- (d) Communication/ procurement of UPSI relating to the Company and/ or that of its securities shall be considered to have been carried out for legitimate purpose, under any one or more of the following circumstances:
  - i. In furtherance of legitimate purpose, performance of fiduciary duties, or discharge of legal obligations in the ordinary course of the business of the Company;
  - ii. Is duly authorized by the Company and the legitimate purpose is duly stated;
  - iii. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "Insider" under Regulation 3 (2B) of the PIT Regulations and due notice shall be given by the Company to such persons, who shall be responsible for maintaining confidentiality of such UPSI, in compliance with the PIT Regulations.
  - iv. Such Insider shall abide by the Code, which is required to be formulated and adopted by them, under Regulation 9 (2) read with Schedule C of the PIT Regulations.

**8) Measures to deal with incidents of leakage or inadvertent disclosure of UPSI / Material Information/ Events**

- (a) The Company may make public disclosure of provisional figures as close to the quarter- end as possible so that the information becomes generally available.

However, in the interest of stakeholders, the Company may choose not to disclose UPSI and/ or material information / event if non-disclosure of such UPSI and/ or material information/ events is in the interest of stakeholders (for example, information related to mergers, acquisitions, joint ventures, settlement of any one or multiple labour disputes, etc.) and confidentiality of information withheld shall be maintained until it reaches finality and is made generally available.

- (b) The Company shall take necessary steps to prevent leakage of UPSI and/ or material information / events withheld in the interest of the stakeholders of the Company. However, if such UPSI and/ or material information/ event leaks, the CISO of the Company shall, as soon as he becomes aware of leakage of such UPSI and/ or material information/ event, ensure that the same is promptly disclosed to the Stock Exchanges and uploaded on the website of the Company, to make it generally available, with reasonable level of correctness, if required, under applicable norms.
- (c) The Company shall, in the event of rumours, misrepresentation or on observation of leakage of material information/ event, in the media (including social media), make appropriate disclosures of the same to the Stock Exchanges and also upload the same on its website. The said disclosure(s) shall contain on a suo motu basis, all such information as can be furnished without compromising the business interests of the Company and the interest of its stakeholders, and without waiting for any query from the Stock Exchanges, in this regard.
- (d) The Company shall immediately disclose requisite details of UPSI and/ or material information/ event to the Stock Exchanges, in circumstances where such material information/ event, has been inadvertently disclosed to a third party.
- (e) The Board of Directors of the Company has formulated the policy and procedures in case of leakage and suspected leakage of UPSI relating to the Company and/ or that of its securities, as a measure to deal with incidents of leakage or inadvertent disclosure of UPSI and / or material information / events.

**9) Website**

The Company shall also upload on its website, details of all material information / events, which have been disclosed to the Stock Exchanges, in compliance with the relevant provisions of the SEBI LODR Regulations and the same shall be made available on its website, for such period, as set out in the Archival Policy of the Company.

## **10) Review of the Code**

The Code shall be reviewed once in every three years or pursuant to changes in applicable laws, whichever is earlier. The Code which was reviewed and approved by the Board of Directors of the Company at its meeting held on May 26, 2025, shall be reviewed, subject to applicable law, by the Board, in its absolute discretion from time to time and carry out such amendments as it deems fit in line with the SEBI LODR Regulations, PIT Regulations and/ or any other circulars/ guidance, issued thereunder

In the event of any change in the Regulations, amendments to the Code shall be subject to the review/ approval of the Managing Director of the Company and the amended Code, shall be placed at the subsequent meeting of the Board, for its noting/ ratification. The amended Code shall be effective from the date of such approval by the Managing Director of the Company.

This Code and every subsequent amendment(s) thereto, shall be promptly disclosed to the Stock Exchanges and uploaded on the website of the Company, in terms of Regulation 8(2) of the PIT Regulations.

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