



Bambino Agro Industries Limited

Policy for determination of “Legitimate Purpose” for sharing Unpublished Price Sensitive Information (UPSI)

1. Preamble and Objective

The Securities and Exchange Board of India (“SEBI”), in its endeavor to put in place a framework for prohibition of insider trading in securities and to ensure fair disclosure of unpublished price sensitive information had notified SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. In terms of Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of Bambino Agro Industries Limited (herein after called “the Company”) has formulated this “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (hereinafter referred to as “the Code”) in order to establish a mechanism for sharing of UPSI in ordinary course of business by an Insider while adhering to each of the principles set out in Schedule A to SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

2. Scope

The Policy shall form part of Code of Conduct for Fair Disclosure of UPSI of the Company Prohibition of Insider Trading Code and shall be applicable to all Insiders. It will be the responsibility of Insiders of the Company to ensure compliance of SEBI regulations and guidelines and other related statutes fully.

3. Legitimate Purpose

The legitimate purpose for sharing the UPSI by insider in the ordinary course of business shall include but not be limited to the following: -

- a) Sharing of UPSI with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants;
- b) Sharing of UPSI in business situations like acquisitions, mergers, divestments, rights issue or any other transaction(s)/ corporate action(s) where an insider (s) needs to share information with the promoters /controlling shareholders for the transaction(s) to be successful;
- c) Possible investment/disinvestment in a new venture/existing undertaking;
- d) Any event or information as prescribed under Part A of Schedule III under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time; and
- e) Any other purpose as the Board may determine depending upon the transaction(s).

Provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions laid down under the Regulations.

4. Process for sharing UPSI

The insider shall conduct the following steps while sharing UPSI:

- a. Satisfy that information is UPSI and that sharing of UPSI is for legitimate purposes;
- b. Identify the persons with whom such information is to be shared;

c. Notify the recipient that the information that is being shared is UPSI and to maintain confidentiality of such UPSI;

d. Mode of sharing UPSI shall be either by an email (addressed directly to the insider without copying) or via hard copy or any by other electronic mode or device or provide access to the information, data, server with due acknowledgement thereof from the recipient.

e. Maintain the names of the persons along with PAN (or any other identifier where PAN is not available) with whom UPSI is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential.