

# **HONEYWELL AUTOMATION INDIA LIMITED**

## **CODE OF FAIR DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING**



## CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

### I. PREAMBLE

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') mandates the board of directors of the listed Companies to frame a Code of Practices and Procedures for fair and timely dissemination of unpublished price sensitive information. Accordingly, Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") has been approved and implemented by the Board of Directors of **Honeywell Automation India Limited** (the "Company").

The terms used and not defined in this Code shall have the meaning given to such terms in the Regulations.

### II. APPLICABILITY

This Code shall be applicable with effect from May 15, 2015.

### III. CODE

#### 1.1 Prompt Disclosure of Price Sensitive Information

Unpublished Price Sensitive Information that would impact price discovery shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information Generally Available.

For this purpose Unpublished Price Sensitive Information means any information which relates directly or indirectly to the Company or its Securities, which is not Generally Available to public and which, if made Generally Available or is published on the stock-exchange is likely to affect the price discovery of Securities of the Company including but not limited to:

- a. financial results;
- b. dividends;
- c. change in capital structure;
- d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e. changes in key managerial personnel; and
- f. events in accordance with the listing agreement including –
  - change in general character or nature of business,
  - change in directors, managing agents, secretaries or treasurers and auditors,
  - disruption of operations due to natural calamity,
  - commencement of commercial production / operations,



- development with respect to pricing / realization arising out of change in the regulatory framework,
- litigation / dispute with a material impact,
- revision in ratings,
- events which will have bearing on the performance/ operations of the Company,
- any other information necessary to enable the holders of securities of the Company to appraise the position and to avoid the establishment of a false market in such securities.

### **1.2 Uniform and Universal dissemination of Unpublished Price Sensitive Information**

The Unpublished Price Sensitive Information that would impact price discovery shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and/ or by posting the same on official website of the Company i.e. [www.honeywellautomationindia.com](http://www.honeywellautomationindia.com). The Company shall use its best endeavors to avoid selective disclosure of Unpublished Price Sensitive Information. However, if any Information gets disclosed selectively or inadvertently or otherwise, endeavor shall be made to make Generally Available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

### **1.3 Procedures for responding to any Queries on news reports and/or requests for verification of market rumors by regulatory authorities**

- Appropriate, fair & prompt response shall be submitted to all queries on news reports or requests for verification of market rumors received from regulatory authorities.
- Such replies shall be signed by the Compliance Officer(s)/ Managing Director. In their absence, such replies shall be signed by such other officer/ person as may have been authorized.
- The Compliance Officer(s) shall oversee corporate disclosure. He/ She shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

### **1.4 Procedure for Disclosure/ dissemination of Unpublished Price Sensitive Information with special reference to Analysts, Institutional Investors etc.**



i. Only published price sensitive information will be provided to Analysts/Research person and Institutional Investors.

ii. The discussions during the meeting with Analysts and Institutional Investors shall be recorded and transcripts shall be made and disseminated on the official website of the Company to ensure confirmation and documentation of disclosures made.

iii. Unanticipated questions may be taken on notice and a considered response given later. The answer should not include any Unpublished Price Sensitive Information.

#### **1.5 Need to Know**

Unpublished Price Sensitive Information shall be handled in accordance with applicable laws and in any event strictly on a "need to know" basis to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

#### **1.6 Monitoring and Co-ordinating dissemination of disclosures**

The Company Secretary being the Compliance Officer shall act as Chief Investor Relations Officer and will be responsible for ensuring that the Company complies with the continuous disclosure requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code. He shall also be responsible for overseeing, monitor & co-ordinating dissemination of disclosure of Unpublished Price Sensitive Information to Stock Exchanges and stakeholders.

#### **IV.DISCLOSURES**

This Code and any amendment thereof will be published on the Company's official website and shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.

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