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March 20, 2019

The Manager DCS - CRD BSE Limited Phiroze Jeejeeboy Towers Dalal Street, Fort, Mumbai- 400 001 Fax No.: 22722037/39/41/61/3121/3719 <u>BSE Scrip Code: 539056</u>	The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot no.C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 Fax No.: 26598237/38 <u>NSE Scrip Symbol: ADLABS</u>
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Dear Sirs,

Sub: **Code of Fair Disclosure of Unpublished Price sensitive information - Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015**

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, we enclose herewith the revised Code of Fair Disclosure of Unpublished Price Sensitive Information of the Company, duly approved and adopted by the Board of Directors of the Company through a Resolution passed by circulation on March 19, 2019 in order to align the same with the provisions of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The amended code shall be effective from April 1, 2019 and shall be made available on company's website i.e. www.adlabsimagica.com.

This is for your information and records.

Thanking you,

Yours faithfully,

For Adlabs Entertainment Limited

Divyata Raval

Company Secretary & Compliance Officer
(Membership No. A28741)



Adlabs Entertainment Ltd.

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-669 900 F: +91-22-4068 0088
Corporate Office: 9th Floor, Lotus Business Park, New Link Road, Andheri West, Mumbai-400 053. T: +91-22-4068 0000 F: +91-22-4068 0088
Corporate Identity Number (CIN): L92490MH2010PLC199925 Website: www.adlabsimagica.com Email: info@adlabsentertainment.com



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CODE OF FAIR DISCLOSURE

[Framed under Regulation 8(A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

Following principles shall be followed by the Company to ensure, timely and adequate disclosure of unpublished price sensitive information:

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
2. The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
7. The Company shall develop 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.
8. The Company shall handle all unpublished price sensitive information on a need-to-know basis.
9. The Company shall ensure that no insider communicates, provides or allows access to any Unpublished Price Sensitive Information relating to the Company to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.



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10. Principles for determination of “Legitimate Purpose”

Legitimate Purpose shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Prohibition of Insider Trading Regulations, 2015.

Unpublished Price Sensitive Information shall be shared by any person only in furtherance of “legitimate purposes” which shall include the following and shall be in compliance with the Regulations and code of conduct for prevention of insider trading of the Company:

- a. for performance of duties or discharge of legal obligations; or
- b. necessitated by any regulatory/ statutory obligations or orders; or
- c. in the ordinary course of business by Designated persons or authorized person with the existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants; or
- d. it is undertaken by a person to fulfill the obligations of his/her role with respect to the Company; and
- e. for genuine and reasonable purpose which does not lead to “market abuse” or personal benefits of any connected person.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and such persons are also required to maintain confidentiality of such unpublished price sensitive information shared with them, in compliance with these regulations.

A structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of digital database for sharing the information for said legitimate purposes.

The amended Code shall come into force with effect from April 01, 2019. This Code shall be published on the official web site of the Company.

The Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.



Adlabs Entertainment Ltd.