

**CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE
SENSITIVE INFORMATION**

OF

**SHRI BHAGAVATI BRIGHT BARS LIMITED
(Effective from 15th May, 2015)**

I. PREAMBLE

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') mandates the listed Companies to frame a Code of Practices and Procedures for fair and timely dissemination of unpublished price sensitive information.

II. OBJECTIVE OF THE CODE OF FAIR DISCLOSURES

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

III. APPLICABILITY

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

IV. DEFINITIONS

- a. **'Compliance Officer'** for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorized such other officer of the Company to discharge the duties of Compliance Officer under the regulations.
- b. **Chief Investors Relations Officer'** means Compliance Officer of the Company.
- c. **"Unpublished price sensitive information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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 following:
 - i. Financial results of the Company;
 - ii. Intended declaration of dividends (both interim and final);
 - iii. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
 - iv. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
 - v. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
 - vi. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
 - vii. Changes in Key Managerial Personnel;
 - viii. Material events in accordance with the listing agreement; and
 - ix. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

V. UNIFORM AND UNIVERSAL DISSEMINATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The price sensitive information 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.sbbbbl.com. The Company shall use its best endeavours to avoid selective disclosure of price sensitive information. However, if any Information gets disclosed selectively or inadvertently or otherwise, endeavour 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.

VI. PROCEDURES FOR RESPONDING TO ANY QUERIES ON NEWS REPORTS AND/OR REQUESTS FOR VERIFICATION OF MARKET RUMORS BY REGULATORY AUTHORITIES :

- a. Appropriate, fair & prompt response shall be submitted to all queries on news reports or requests for verification of market rumors received from regulatory authorities.
- b. 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.
- c. In case the query/request has been received from a Stock Exchange, a copy of such reply shall be sent to other stock exchange(s) also where shares of the Company are listed.
- d. The Compliance Officer(s) shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

VII. MANNER OF DEALING WITH ANALYST AND RESEARCH PERSONNEL

- a. Only Public information to be provided – A company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- b. Recording of discussion - In order to avoid misquoting or misrepresentation, it is desirable that at least two company's representative be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
- c. Handling of unanticipated questions - A listed company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.
- d. Simultaneous release of Information - When a company organizes meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet.

VIII. NEED TO KNOW

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

IX. MONITORING AND CO-ORDINATING DISSEMINATION OF DISCLOSURES

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 price sensitive information to Stock Exchanges and stakeholders.

X. DISCLOSURE OF CODE ON PUBLIC DOMAIN

This Code and any amendment thereof will be published on the Company's website www.sbbbl.com.