

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DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE  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

## **Preamble**

Securities and Exchange Board of India (SEBI) has notified SEBI (Prohibition of Insider Trading) Regulations, 2015 vide its Circular No. LAD-NRO/GN/2014-15/21 85 dated 15<sup>th</sup> January, 2015 to be effective from 15<sup>th</sup> May, 2015.

Regulation 8 contained in Chapter - IV of SEBI (Prohibition of Insider Trading) Regulation, 2015, provides for the formulation of a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as the "Code").

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, GWALIOR TOOLS LTD ((hereafter referred to as 'The Company') hereby notifies this Code.

## **Principles of Fair Disclosure of Unpublished Price Sensitive information**

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:

1. The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 The Company will make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Unless otherwise resolved by the Board of Directors, the Whole Time Director and/or CFO shall act as the Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities
6. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company will 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 will handle all unpublished price sensitive information on a need-to-know basis in furtherance of "Legitimate Purposes".

"Legitimate Purposes" 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.

**Disclosure of the Code on Public Domain**

This Code shall be published on the website of the Company.

Further, this Code and every subsequent amendment made thereto shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.