

GUJARAT BITUMEN LIMITED

CODE OF PRACTICES AND PROCEDURES OF FAIR DISCLOSURES

EFFECTIVE FROM 1ST APRIL, 2017.

1. PURPOSE:

The Regulations envisages every listed Company to formulate a code of practices and procedures for Fair Disclosure of Unpublished price Sensitive Information (“code”).

In compliance of the above-said regulations, the Board of Directors of Gujarat Bitumen Limited has framed this Code.

2. OBJECTIVE OF CODE:

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent its misuse.

The Code ensures timely and adequate disclosure of UPSI which could impact the prices of its securities and maintains the uniformity, transparency and fairness in dealing with all its stakeholders.

3. DEFINITIONS:

- a. **‘Chief Investors Relations Officer’ (“CIRO”)** means the Compliance Officer & Company Secretary of the Company.
- b. **“Company”** means Gujarat Bitumen Limited (hereinafter referred to as “the Company”)
- c. **“Compliance Officer”** for the purpose of these regulations means the Company Secretary of the Company.
- d. **“Unpublished Price Sensitive information” (USPI)** means any information, relating to a company or its securities, directly or indirectly, that is not generally available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 financial results, dividends, change in

capital structure, mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions, changes in Key managerial personnel; and materials events in accordance with the listing agreements.

4. NORMS FOR DISCLOSURE OF UPSI

a. Prompt Public Disclosure

UPSI shall be shared by the company with stock exchanges promptly and shall also be uploaded on the Company's official website, in compliance of regulatory requirements.

b. Overseeing and Coordinating Disclosure(s)

The CIRO shall oversee corporate disclosures and deal with dissemination of information and disclosure of UPSI. The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements and for overseeing and coordinating disclosure of UPSI to stock exchanges, on the website of the company and to the media.

If any information is accidentally disclosed without prior approval of CIRO the person responsible may inform the CIRO immediately. In such event of inadvertent disclosure of UPSI, the CIRO shall take prompt action to ensure such information is generally available. In addition to the CIRO, the following persons are also authorized to communicate with the Investors/media:

- i. Chairman
- ii. Managing Director
- iii. Executive Director(s)
- iv. CEO &
- v. CFO

c. Manner of dealing with analyst and research personnel

- i. **Only Public information to be provided** – A company shall provide only public information to the analyst/research persons/large investors like institutions.

- ii. **Recording of discussion** - In order to avoid misquoting or misrepresentation, it is desirable that at least two company's representatives be present at meetings with analysts, brokers or institutional investors. The Company shall adopt best practices to make transcripts or records of proceedings of such meetings available on the website of the Company to ensure official confirmation and documentation of disclosures made.

- iii. **Handling of unanticipated questions** – The 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 UPSI, a public disclosure, if considered appropriate, should be made before responding.

5. Amendments to the Code

The Board of Directors may review or amend this code, in whole or in part, from time to time, as per the requirements of the Companies Act, 2013 or SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other enactments/rules as may be applicable.