



SWISS GLASCOAT EQUIPMENTS LIMITED

H-106, Phase- IV, G.I.D.C.,
Vithal Udyognagar - 388121 Gujarat.

CIN: L26100GJ1991PLC016173

CODE OF FAIR DISCLOSURES AND CONDUCT

❖ OBJECTIVE

The Code of Fair Disclosures and Conduct (the Code) is being framed and implemented by the Company to endure appropriate and timely disclosures of the Unpublished Price Sensitive Information (UPSI) to the public at large, simultaneously reducing the misuse of the UPSI by the persons dealing with it. The Company has adopted this Code to assure the interests of the public at large related to the use of the UPSI of the Company as balanced against the genuine, controlled and legitimate use of the UPSI by the persons possessing it.

This Code formulates a framework of manner of fair disclosures of events and occurrences that could impact price discovery of the Company's securities in the market. The Principles set out in this Code provide guidance on all aspects of handling of UPSI by the persons dealing with the later.

❖ UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

Following events and occurrences are considered to be the UPSI of the Company:

- (a) Declaration of financial results (quarterly, half-yearly and annually)
- (b) Declaration of dividends (interim and final)
- (c) Change in capital structure of the Company
- (d) Any major expansion plans or execution of new projects
- (e) Amalgamation, mergers, demergers, takeovers, delisting and such other transactions
- (f) Disposal of whole or substantially whole of the undertaking
- (g) Changes in Key Managerial Persons of the Company
- (h) Material events in accordance with the Listing Agreement

No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Explanation: the term "legitimate purpose" includes sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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 these Regulations.

❖ APPLICABILITY

This Code is to be followed by all persons of the Company who handle such UPSI of the Company, especially the designated persons and the persons having contractual or fiduciary relations with the Company.

Explanation: The term "designated persons" have the same meaning as provided in the Company's Code of Conduct for Prevention of Insider Trading.

❖ PRINCIPLES

This Code is formulated on the bases of following principles:

- i. Prompt Disclosure

Prompt public disclosure of unpublished price sensitive information that would impact price



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discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

ii. Uniform & Universal Dissemination

Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.

iii. Prompt and Timely Action

Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

iv. Appropriate Reactions to Media

Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

v. Care in sharing

Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

vi. Manner of confirming

Developing 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.

vii. Need-to-know Basis

Handling of all unpublished price sensitive information on a need-to-know basis. Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty.

viii. Single Window Dissemination

The Board shall designate any senior officer of the Company as a Chief Investor Relations Officer- the Managing Director and the Company Secretary to deal with dissemination of information and disclosure of unpublished price sensitive information.

❖ RELATION WITH OTHER CODES OF CONDUCT OF THE COMPANY

This Code is formulated in conjunction with the Code of Conduct for Prohibition of Insider Trading and the Code for Professional Ethics as framed by the Company to reflect business practices and principles of behavior of the Board Members and Senior Management Personnel in affirming their commitment to Good Governance in line with the Company's Philosophy on Corporate Governance.

❖ REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

The designated persons of the Company shall promptly inform the Compliance Officer of the Company in case he/ she comes in possession of the UPSI or gets the information about its misuse.

❖ PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

The Board of the Company may penalize and/ or take appropriate disciplinary action as stipulated in the Company's Code of Conduct for Prevention of Insider Trading which may include wage freeze, suspension, ineligible for future participation in employee stock option plans, etc. in case any person violates this Code. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.



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❖ **INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the SEBI shall be informed by the Company.

❖ **REVIEW**

The Audit Committee shall review the Code in compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

Date: 11.02.2019