

GKW LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015], as amended

Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (the “**PIT Regulations**”) requires a listed company to formulate and publish on its official website a “Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (“**UPSI**”)” in adherence to the principles set out in Schedule A to the said PIT Regulations. Subsequent to amendments to the PIT Regulations on December 31, 2018 and January 21, 2019, this Code has been further amended to state as follows:

- 1) The Company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information ‘generally available’ i.e. to make the information accessible to the public on a non-discriminatory basis.
- 2) The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosures.
- 3) The Company Secretary who is the Compliance Officer of the Company shall act as the Chief Investor Relations Officer for the purpose of dealing with dissemination of information and disclosure of unpublished price sensitive information.
- 4) If the Company has disclosed any UPSI selectively, inadvertently or otherwise such information shall be disseminated promptly to make it generally available.
- 5) The Company shall ensure appropriate and fair responses to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 6) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- 7) Best practices shall be developed to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company’s website www.gkwlltd.com to ensure official confirmation and documentation of disclosures made. The Company shall handle all UPSI strictly on a need-to- know basis.
- 8) Sharing information with lenders, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, employees of promoters/promoter groups as notified by the Board or any committee shall be considered as “legitimate purposes” for the purposes of sharing UPSI in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions under the PIT Regulations.
- 9) Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an “insider” and due notice shall be given to such person to maintain confidentiality of UPSI in compliance with the PIT Regulations. The Compliance Officer shall ensure that such third party is also bound by non-disclosure or confidentiality agreements which shall also mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of these PIT Regulations.
- 10) The Company shall enter the details of the person or entity with whom UPSI is shared in a digital database.