

## **BGR ENERGY SYSTEMS LIMITED**

Code of practices and procedures for fair disclosure of unpublished price sensitive information  
(Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015)

### **Purpose:**

The Board of Directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a Code of practices and procedures for fair disclosure ("the policy") of unpublished price sensitive information ("UPSI") that it would follow in order to adhere to each of the principles as stated in Schedule A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations").

### **Preamble:**

The Board of Directors of the Company, formulated and adopted the policy for the Company in compliance with Chapter IV read with Schedule A of the Regulations by passing a resolution dated April 28, 2015. The policy will be intimated to the Stock Exchanges and is also published on the official website of the Company [www.bgrcorp.com](http://www.bgrcorp.com)

The Equity Shares of the Company are listed on National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE), collectively referred to as the Stock Exchanges.

### **Code of Fair Disclosure of the Company**

- 1) The Company shall promptly disclose to the public all of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 shall follow uniform and universal dissemination of UPSI to avoid selective disclosure.
- 3) The Board of Directors designated Mr. R. Ramesh Kumar, Company Secretary as the Chief Investor Relations Officer of the Company to deal with dissemination of information and disclosure of UPSI.
- 4) In the event of any UPSI getting disclosed selectively either inadvertently or otherwise, the Company shall ensure prompt dissemination of UPSI as generally available, by publishing the same on Company's website [www.bgrcorp.com](http://www.bgrcorp.com)
- 5) The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

- 6) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- 7) The Company shall develop best practices to make transcripts or record of proceedings of meetings with analyst and conference call with investors/analysts are promptly published on the official website of the Company to ensure official confirmation and documentation of disclosures made.
- 8) The Company shall handle all UPSI on a need-to-know basis.
- 9) Any amendment of the Policy, upon approval of the Board of the Company shall be intimated to the Stock Exchanges and shall also be updated in the company's official website.

**Date: April 28, 2015**