

Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Introduction & objective

Commercial Engineers & Body Builders Co Limited ensures equitable treatment of all shareholders, particularly minority shareholders and devised a framework to avoid insider trading. The Company is committed to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and ensure timely and adequate public disclosure of such information so as to put the investors on the same footing as Insiders.

In compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015, this Code has been formulated and put in place by the company, laying down practices, procedures and principles to be followed by it and its concerned officials for disclosure of UPSI.

A. Code:

- (i) This Code shall be called “ **CEBSCO Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information**” (hereinafter referred to as the “Fair Disclosure Code”).
- (ii) The Code shall be effective from 15.05.2015 and is in supersession to any existing code.

B. Definitions:

- (i) “**Exchanges**” shall mean National Stock Exchange of India Ltd. and BSE Limited
- (ii) “**Generally available information**” means information that is accessible to the public on a non-discriminatory basis;
- (iii) “**Public disclosure**” shall mean disclosure to the Exchanges or on Company’s website of the Company or disclosed through newspaper and other mass media means.
- (iv) “**Unpublished Price Sensitive Information**” means any information, relating to the company or its securities, directly or indirectly, that is not generally available, which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 securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - change in capital structure
 - changes in key managerial personnel
 - dividends;
 - financial results;
 - mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and



- material events in accordance with the listing agreement.

C. Chief Investor Relation officer (CIRO)

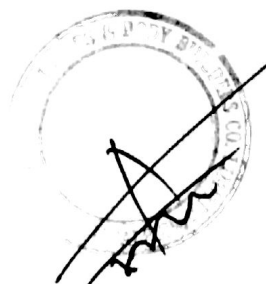
- (i) The Company designates Compliance Officer as the Chief Investor Relation Officer who shall deal with dissemination and shall be responsible for disclosure of UPSI and ensuring compliance with the practices, procedures and principles laid down under this Code.
- (ii) The Compliance Officer shall report to the Board of Directors and shall in consultation with the Board, set forth policies, procedures and principles and make amendments thereto, for ensuring preservation of UPSI and dissemination thereof.

D. Practices, Procedures and principles to be followed for disclosure of UPSI

- (i) Company will ensure prompt public disclosure of UPSI that would impact price discovery, no sooner than credible and concrete information comes into being, in order to make such information generally available.
- (ii) The Company may also consider ways of supplementing information released to the Exchanges by improving investor access to their public announcements.
- (iii) The company shall uniformly and universally disseminate UPSI and avoid selective disclosure.
- (iv) The company shall promptly disseminate and make generally available UPSI that gets disclosed selectively, inadvertently or otherwise.
- (v) The company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- (vi) Ensuring that information shared with analysts and research personnel is not UPSI.
- (vii) All the UPSI shall be handled and shared strictly on Need-to-know basis.

E. Guidelines for dealing with analysts and institutional investors:

- (i) The Company shall provide only public information to the analyst/ research persons/ large investors like institutions.
- (ii) The company representatives shall be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response will be given later.
- (iii) Whenever Company will organize analyst's meetings or other investor relations conferences, it will make transcripts or records of proceedings of such meetings and post the same on its web site after every such meet.
- (iv) Medium of disclosure/dissemination:
 - Disclosure/dissemination of information will be done through various media so as to achieve maximum reach and quick dissemination





- Company will ensure that disclosure to Exchanges is made promptly.
- Company web sites may provide a means of giving investors a direct access to analyst presentation.
- Wherever possible, information filed by the Company with exchanges under continuous disclosure requirement will be made available on the company web site.

F. Amendment

Any amendments to the code shall be approved by the Board of Directors and shall be promptly intimated to the Stock Exchanges where the securities are listed.

G. Disclosure of the Code on Public domain

This code shall be posted on the official website of the Company at www.cebbsco.com. Further, this code and any subsequent amendment thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.

For Commercial Engineers & Body Builders Co Ltd



Anurag Misra

Company Secretary

