

Date 15.05.2015

**Principles of Fair Disclosure for purposes of Code of  
Practices and Procedures for Fair Disclosures of  
Unpublished Price Sensitive Information**

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Designation of senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. 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.



8. Handling of all unpublished price sensitive information on a need-to-know basis.



## **SHUKRA JEWELLERY LIMITED**

Securities and Exchange Board of India (SEBI) has come up with a new set of regulation 'SEBI (Prohibition of Insider Trading) Regulation, 2015' which has been notified on 15th January 2015 and will be effective from 15<sup>th</sup> May, 2015. The 2015 regulation will repeal SEBI (Prohibition Insider Trading) Regulation 1992 which has remained the principle guideline over a decade, curbing the incidence of Insider Trading in listed securities.

In deference to the abovementioned Regulations **Shukra Jewellery Limited (hereinafter referred to as the Company)**, through its **Board of Directors** has formulated the following codes.

The 'Code of Fair Disclosure of Unpublished Price Sensitive Information of the Company' has been made pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, hereinafter referred to as the "Regulations".

The 'Code of Conduct for Insiders of the Company' has been made pursuant to Regulation 9 of the Regulations.

These Codes shall be applicable to Directors/Officers/Connected Person/Designated Employees of **Shukra Jewellery Limited and their immediate relatives as defined herein** and contravention of these Codes shall attract such sanctions and disciplinary actions as may be decided by the Board of Directors on case to case basis apart from the penalties under the Regulation/Act' which the Securities and Exchange Board of India Could impose upon the defaulter.

### I. Definations

- (i) "Act" shall mean Securities and Exchange Board of India Act, 1992.
- (ii) "Board of Directors" means Board of Directors of **Shukra Jewellery Limited** as constituted from time to time which will include any of its committees.
- (iii) "Companies Act" shall mean **Companies Act, 2013**.



(iv) **"Compliance Officer"** means the Company Secretary for the time being of the Company or the Officer appointed by the Board of Director of the Company for the purpose of these Codes and the Regulations.

(v) **"Connected Person"** means any person who is or has during six months prior to any concerned act has been associated with the company directly or indirectly, in any capacity which allows such person access to unpublished price sensitive information or is reasonably expected to allow such access. This will include officials and offices of professional firms such as Auditors, accountancy, secretarial and law firms, credit rating agencies, analysts, etc., advising the company.

(vi) **"Designated Employees"** shall mean all employees comprising the top three tiers of the Company's management, all employees in the Finance, Secretarial and Legal Departments of the company and group companies and such other employees who may be so designated, from time to time, by the Company for the purposes of this Code and who may be able to have access to any 'price sensitive information' as defined in this Code or the Regulations. Top three tiers of the Company's management shall mean and include Directors, Executive Directors and all departmental heads.

(vii) **"Generally available information"** shall mean all information of the company and its securities which are not unpublished and are accessible to the general public on a non-discriminatory basis. This will include published price sensitive information by the company and any report or news concerning the company or its securities published in any print or electronic media by a person other than the company or its agents.

(viii) **"Immediate relative"** means a spouse, parent, sibling and child of a Director, officer, designated employee or connected person of the company, any of whom is either dependent financially on him or consults him in taking decisions to trade in securities.

(ix) **"Investor Relations Officer"** means senior officer who has been designated as a chief investor relations officer by the Board of Directors to deal with dissemination of information and disclosure of unpublished price sensitive information.

(x) **"Insider"** means any designated employee or a connected person or an immediate relative who is in possession of or having access to unpublished price sensitive information.

(xi) **"Officer of the Company"** means any person as defined in Clause (59) of Section 2 of the Companies Act.



(xii) "**Price Sensitive Information**" means information pertaining to the Company or its securities, which affects or is likely to materially affect the price of securities of the Company. Explanation: The following shall be deemed to be price sensitive information:- Periodical financial results of the Company; Intended declaration of dividends (Interim and / or Final); Issue of Securities or Buy-back of Securities; Any major expansion plans or execution of new projects; Company Projections and Strategic Plans, Amalgamation, merger or takeover; Disposal of the whole or substantially the whole of the undertaking; changes amongst key managerial personnel; Any significant changes in policies, plans or operations of the Company having material impact on the financials of the Company; Actual or threatened major litigation or the resolution of such litigation, material events as stated in the listing agreement with the stock exchanges.

(xiii) "**Securities**" shall mean Equity (Ordinary) Shares for the time being and all other securities of the Company to be issued from time to time and listed /to be listed in any Stock Exchange.

(xiv) "**Stock Exchange**" shall mean Bombay Stock Exchange Limited for the time being or any such stock exchange which is recognized by the Central Government or SEBI under Section 4 of Securities Contracts (Regulation) Act, 1956, where any security of the company gets listed.

(xv) "**Takeover regulations**" shall mean the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

(xvi) "**Trade or Trading**" shall mean buying, selling, dealing, subscribing or agreeing to buy, sell or deal in any securities of the company. However, trade will not constitute off market transfers or transmissions due to execution of a gift or pursuant to orders of a court.

(xv) "**Trading Window**" means a trading period for trading in the Company's Securities as specified by the Company from time to time. All days shall be the Trading Period except those days specified in this Code hereunder.

(xvi) "**Unpublished Information**" means information pertaining to the Company or its securities which is not published in any print or electronic media and otherwise not made available to general public on a non-discriminatory basis by the Company or its Agents.

Words and phrases not specifically defined herein shall have the same meaning as defined under the Act, Companies Act, and the Regulations as amended from time to time.



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