



# GLITTEK GRANITES LTD

"Krishna", 7th Floor, 224, A.J.C. Bose Road, Kolkata - 700 017, India  
Phone : 2287-7892, 2290-7902. Fax : (91)(33) 2287-8577

CIN : L14102KA1990PLC023497

GLITTEK  
29/03/2019

The Officer,  
The Stock Exchange, Mumbai  
The Corporate Relation Department,  
25<sup>th</sup> Floor,, New Trading Ring,  
Rotunda Building, P.J.Towers  
Dalal Street, Mumbai-400 001  
Fax022 22722037/39/41/61  
Security Code: 513528

Dear Sir,

Sub: Codes of Fair Disclosure and Conduct under Regulations 8 and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015

Pursuant to SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018, notified by SEBI on 31st December, 2018, which would come into force on 1st April, 2019 (hereinafter referred to as 'Regulations') the Board of Directors, in its meeting held on 25<sup>th</sup> March, 2019, has approved the following policies:

- i. Policy for determination of 'legitimate purposes' as a part of 'Codes of Fair Disclosure and Conduct' formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 - Sub-regulation 2A of Regulation 3 of the Regulations.
- ii. Written Policies and Procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information - Regulation 9A (5) of the Regulations.
- iii. Process for how and when people are brought 'inside' on sensitive transactions - Newly inserted Clause 15 of Schedule 'B' read with Regulation 9(1) and (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

We now forward herewith

- i. The Code of Practices and Procedures for Fair Disclosure as amended by the insertion of Policy for determination of "legitimate purposes" - marked Annexure 'A'.
- ii. Policies and Procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information - marked Annexure 'B'.
- iii. Process for how and when people are brought 'inside' on sensitive transactions - marked Annexure 'C'.

Kindly take the note of the same.

Thanking you,

Yours faithfully  
For Glittek Granites Ltd.

  
Lata Bagri  
Company Secretary

REGD. OFFICE : PLOT NO. 42, KIADB INDUSTRIAL AREA, HOSKOTE, DIST. BANGALORE, KARNATAKA. PHONE : (080) 7971565 /566  
FAX : (080) 7971567 E-MAIL : glittek@vsnl.com WEBSITE : www.glittek.com

**RECONSTITUTED CODE OF PRACTICES & PROCEDURE FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION(UPDATED ON 25TH MARCH,  
2019)**

**Background**

The Chairman apprised the Board that Pursuant to 8(1) of the Chapter IV of the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred as "SEBI PIT Regulations") the Board of Directors of Glittek Granites Limited ("the Company") has formulated and amended the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure") to include policy for determination of "Legitimate Purposes", notified on 31st December, 2018, and applicable w.e.f 1st April, 2019.

**Objective**

This code is required to ensure that all the persons investing in the Company have equal right to access information that may affect their investment decisions and believes that full and fair disclosure of material information to the public is the keystone.

**Guidelines for fair disclosure**

1. The Company shall ensure to make prompt public disclosure 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.

'UPSI' means any information which is likely to materially affect the price of the securities and shall include:

- financial results;
- dividends;
- change in capital structure; mergers,

GLITTEK GRANITES LTD  
  
Company Secretary

- demergers, acquisitions,
- delisting,
- Major disposals and expansion of business and such other
- Very large transactions;
- changes in key managerial personnel; and
- material events in accordance with the Listing Agreement.
- 

'Generally available information' means information that is accessible to the public on a non-discriminatory basis.

2. The Company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Company has designated the Chief Financial Officer as Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI , in consultation with the Chairman/ Managing Director.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Except as otherwise provided in the policy, as a matter of best practice, the Company shall refrain from commenting on any Market Rumors and speculations. However, at times the Stock Exchanges might require clarifications on the market rumours which will be dealt with by the Chairman/ Managing Director accordingly.
6. UPSI to Analyst : The Chairman/ Managing Director is the authorized spokespersons of the Company. They are permitted to meet with and discuss with analysts and other market participants but care must be taken to ensure that no UPSI that has not been previously disclosed, including information in the form of guidance on financial performance relative to street's expectations, is communicated.
7. The following measures to be observed while making communication with Analysts, Investors and Media:
  - a. The spokesperson should desist from disclosing any material information which is not available to the Public.
  - b. In the event any UPSI is proposed to be disclosed, a press release should be made prior to such disclosure of UPSI to analysts, Investors or Media.
  - c. The Company will observe a quiet period prior to release of quarterly results. During such period the company will not conduct meeting with analyst and investors. The quiet period shall remain in force until the UPSI is made public.

GLITTEK GRANITES LTD  
  
 Company Secretary

8. Company shall handle all UPSI on a need to know basis. Persons of the company, who are in possession or access to UPSI shall handle such information with care and to deal with the information with them when transacting their business strictly on a need to know basis.

#### **"Policy for determination of "Legitimate Purposes"**

**In line with clause 2A of Regulations 3 of SEBI PIT Regulations and any modification(s)/ amendment(s) thereto, Policy for determination of legitimate purposes is as under:**

9. "Legitimate purpose" shall mean Sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

What shall constitute "legitimate purpose" and what shall not constitute "legitimate purpose" will be based on the business related needs of the Company. In general, legitimate purpose shall inter-alia, include the following purpose:

- a. Audit Purpose
- b. Contractual Obligations
- c. Legal Obligation
- d. Any other specific purpose based on the business related needs of the Company; and
- e other administrative purposes.

10. Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI PIT Regulations and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him /her, in compliance with the SEBI PIT Regulations.

11. Unpublished Price Sensitive Information, such as Financial Results, declaration of Dividends, proposal of Corporate Restructuring, diversification, expansion acquisition in the stake of other entities, etc. shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.

GLITTER BRANDS LTD.  
*Dagey*  
Company Secretary

12. A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.

#### **Amendment**

The Board of Directors is authorised to amend or modify this Fair Disclosure Code in whole or in part as and when deemed necessary, to stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

The decision of the Board of Directors of the Company with regard to any or all matters relating to this policy shall be final and binding on all concerned.

#### **Scope and Limitation**

In case there are any regulatory changes requiring modifications to this policy, the same shall be reviewed and amended with the approval of the Board of Directors. However, the amendment in the regulatory requirements shall be binding on the Company and prevail over this Policy even if not incorporated in this Policy.

#### **Disciplinary action**

The Audit Committee, subject to approval of the Board of Directors may take appropriate action against any person who violates the provisions of the policy. Disciplinary action may include penalizing the concerned person. Where the Company has suffered a loss due to violation of the policy, it may pursue its legal remedies against such person(s).

#### **Disclosure of the Code on Public Domain**

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed and also published on the official website of the Company.

(Note: Policy for determination of "Legitimate Purposes" covered under Clauses 9 to 12 of this Code, formulated pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 shall come into effect from April 01, 2019.)

GLITTEK GRANITES LTD  
*Dagdi*  
Company Secretary

**POLICY AND PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

**Background**

Regulation 9A(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“SEBI PIT Regulations”) 2018 mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

For the purpose of this Policy

‘**Audit Committee**’ shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

‘**Board**’ shall mean the Board of Directors of Glittek Granites Limited.

‘**Company**’ means Glittek Granites Limited

‘**Designated Persons**’ shall cover all employees whether contractual or otherwise, persons / entities stated under Regulation 9(4) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and other connected persons as defined under Regulation 2(d) of the SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2018.

‘**Immediate relative**’ shall include persons defined under Regulation 2(f) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018

‘**Leak of UPSI**’ shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

‘**Unpublished Price Sensitive Information**’ (**UPSI**) shall cover informations stated under Regulation 2(n) of SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2018.

“**Whistle Blower**” means an employee of a Company making a disclosure under the Whistle Blower Policy.

**Applicability**

This policy shall apply to all designated persons and immediate relative of designated persons and persons in possession of or having access to unpublished price sensitive information.

**Process of inquiry in case of leak of UPSI or suspected leak of UPSI**

GLITTEK GRANITES LTD  
*D. J. Jeyaraj*  
Company Secretary

1. Inquiry under this policy shall commence based on a written complaint received from any employee, department of the Company, Registrar and Share Transfer Agent, designated person, Depository, Stock Exchange, Regional Director or any official thereof, Registrar of Companies or any official thereof, regulatory /statutory authority or any other department of Central or State Government.
2. The complaint shall interalia state particulars of the complaine and details of the complaint. The Complainant has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.
3. The Complaint shall be addressed to the Company or Board or Audit Committee or Chairman or Managing Director (MD) or Joint Managing Director (JMD), by whatever name called.
4. Within 5 (five) working days of receipt of the complaint MD or JMD, shall write to the complaine intimating the details of the complaint received and requesting him to give a written representation within 7 (seven) working days of receipt of letter. If MD or JMD feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company then he will discard the complaint with reasons recorded in writing.
5. Within 7 (seven) working days of receipt of representation, MD or JMD shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, MD or JMD may call for such additional documents, representations, etc. as he may deem fit.
6. If no representation is received within the aforesaid stipulated time, MD or JMD shall issue notice to the complaine asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.
7. On completion of the preliminary investigation under point 5, receipt of reply to the show cause notice issued under point 6 or on non-receipt thereof, MD or JMD shall refer the matter to the Chairman of the Audit Committee, alongwith his opinion, for his consideration.
8. Chairman of the Audit Committee on receipt of such opinion shall proceed to convene a meeting of the Audit Committee and shall actually convene the concerned meting within a period of 45 days of receipt of opinion of MD or JMD.
9. The Audit Committee shall consider the matter and put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review, if forms an opinion that the complaine is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary proceedings of the company, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any other statutory enactments, as applicable.
10. The Company suo moto reserves the right of initiating an inquiry under this policy against any designated person if it has reasons to believe that such person has leaked UPSI or suspected to leak UPSI.
11. This policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted or which are available under the existing Vigil Mechanism Policy of the Company.

GLITTEK GRANITES LTD  
*Degey*  
Company Secretary

13. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy.

14. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.

GLITTEK GRANITES LTD  
*D. Agni*  
Company Secretary



Annexure-C

SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AS AMENDED BY SEBI PROHIBITION OF INSIDER TRADING) (AMENDMENT) REGULATIONS, 2018

**PROCESS ON HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS**

**I. INTRODUCTION**

In terms of Clause 15 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015 as inserted by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from 1st April, 2019, the Company has to have a process for how and when people are brought 'inside' on sensitive transactions.

**II. DEFINITION**

(i) "Insider", as defined in Regulation 2(g) of SEBI (Prohibition of insider Trading) Regulation, 2015 means any person who is

- (a) a connected person, or
- (b) in possession of or having access to unpublished price sensitive information.

(ii) "Connected person" as defined in Regulation 2(d) of SEBI (Prohibition of Insider Trading) Regulation, 2015 means :

- a) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- b) without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
  - a. an immediate relative of connected persons specified in clause (a); or
  - b. a holding company or associate company or subsidiary company; or
  - c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or

GLITTEK GRANITES LTD

*D. Agui*  
Company Secretary

- d. an investment company, trustee company, asset management company or an employee or director thereof; or
- e. an official of a stock exchange or of clearing house or corporation; or
- f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g. a member of the board of directors or an employee of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or '
- h. an official or an employee of a self-regulatory organization recognized or authorised by the Board; or
- i. a banker of the company; or
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest.

The above persons are considered as connected persons on the basis of presumption. Decision has to be taken whether a person is actually in possession or having access to unpublished price sensitive information. Therefore, apart from the above persons, the Board of Directors should determine whether a person is considered as insider in respect of any particular information.

Again, as per Regulation 3 (28) inserted by SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018, any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered as "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

(iii) "Generally available information" is defined as information that is accessible to the public on a non-discriminatory basis.

### III. ANALYSIS

It is intended that anyone in possession of or having access to or having access to unpublished price sensitive information should be considered as "insider" regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain

GLITTEK GRANITES LTD

*Dagen*  
Company Secretary

person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not have access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

## **PURPOSE AND ACTION**

Purpose of this process is to determine how and when people are brought 'inside' on sensitive transactions and when a person is considered as an insider, he should be made aware of the duties and responsibilities attached to the receipt of inside information and the liability that attaches to misuse or unwarranted use of such information. A broad categorization of the persons to be treated as insider should be made based on their involvement in any activity relating to .. unpublished price sensitive information. It should be determined on a case to case basis and the Compliance Officer should make the concerned person aware of the duties and responsibilities attached to the receipt of inside information and the liability that attaches to misuse or unwarranted use of such information.

The Board of Directors should take appropriate steps in this direction.

**GLITTEK GRANITES LTD**

*Dagei*  
Company Secretary