



BHAGWATI

BHAGWATI AUTOCAST LTD.

May 22, 2015

E-Mail & By Courier

The Company Secretary
Dept. of Corporate Services.
Bombay Stock Exchange Ltd.
25th Floor, Phiroj Jeejibhoy Tower.
Dalal Street, Fort.
Mumbai – 400 001.

Dear Sir,

Ref.:- Company Code 504646.

Sub.:- Approval of “Code of Conduct” & “Code of Practice & Procedures or fair disclosure of Unpublished price Sensitive Information” under SEBI (Prohibition of Insider Trading) Regulations, 2015.

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the company at their meeting held on 22nd May, 2015 has adopted following codes

- a) Code of Practice & Procedure for Fair Disclosure of Unpublished Price Sensitive Information ; and
- b) Code of Conduct to regulate, monitor, and report Trading by its employee and other Connected persons

As required under the said Regulations, a copy of the code of Fair Disclosure is being forwarded to you for your record.

Please find in order and take the same on record.

Thanking you,

Yours faithfully,
For **BHAGWATI AUTOCAST LIMITED**


Akshit Soni
Company Secretary



BHAGWATI AUTOCAST LIMITED

**CODE OF PRACTICES & PROCEDURE
FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE
SENSITIVE INFORMATION**

[As envisaged under the SEBI (Prohibition of Insider Trading)
Regulations, 2015]

Introduction

The Securities & Exchange Board of India (SEBI), in its endeavor to protect the interest of the investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulation, 2015 ("Regulations") under the power conferred on it under the SEBI Act, 1992 which has replaced the SEBI (Prohibition of Insider Trading Regulation), 1992. This regulation came into force with effect from 15th May, 2015.

Pursuant to Regulation 8, sub section (1), all the Companies whose shares were listed on Indian Stock Exchanges required to adopt the Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information.

Objective of the Code of Fair Disclosure:

The Code of Practice and Procedures for fair disclosures is required for the Company to ensure timely and adequate disclosure of unpublished Price Sensitive Information which would impact the price of the Company's Securities and to maintain the uniformity, transparency and fairness in dealing with all stockholders and in ensuring adherence to applicable laws and regulations. Further the Company endeavors to preserve the Confidentiality of un-published Price Sensitive information and to prevent misuse of such information.

Definations

"Compliance Officer" for the purpose of this regulation means Company Secretary of the Company.

"Chief Compliance Officer" means Compliance office of the Company.

"Unpublished Price Sensitive Information" means any information relation, relating to a 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 the securities and shall ordinarily including but not restricted to, information relating to financial results, dividend change in capital structure, merger, demergers, acquisitions, delisting's disposal and expansion of business and such other transactions, changes in Key Managerial Personnel and material events in accordance with the listing requirements.



Principals of Fair Disclosures of Code of Practices and Procedures Fair Disclosures of Unpublished price sensitive Informations:

The Company will adhere to the followings so as to ensure timely and adequate disclosure of price sensitive Information with respect to its securities which is likely to affect price of securities.

1. The Company will make prompt public disclosure of unpublished price 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. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosures.
3. The Compliance officer of the Company will be Chief Investor relations officer to deal with dissemination of information and disclosures of unpublished Price sensitive information.
4. The Company will make prompt dissemination of unpublished price information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and request for verifications of market rumours by regulatory authorities.
6. The Company will ensure that, information if any shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company will make transcripts of Proceedings of meetings with analysts and other investor relations conference on the website of the Company to ensure official confirmation documentation of disclosure made.
8. The Company will handle all unpublished price sensitive information on a read to know basis.

The Code was approved by the Board of Directors of the Company at their meeting held on 22nd May, 2015.

For, BHAGWATI AUTOCAST LTD.


Company Secretary