

ALIROX ABRASIVES LIMITED

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Code of conduct for Insider Trading

(Adopted by the Board of Directors at its meeting held on 20.04.2015)

1. Preface:

- 1.1 The Securities and Exchange Board of India (SEBI) vide Circular No.: LD-NRO/GN/2014-15/21/85 dated 15th January, 2015 has replaced the existing SEBI (Prohibition of Insider Trading) Regulations, 1972 with the SEBI (Prohibition of Insider Trading) Regulations, 2015, and had made it to be effective from 15th May, 2015,
- 1.2 Regulation 8(1) of the aforesaid Regulations require the Board of Directors of every Company, whose securities are listed on a Stock Exchange, to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A of the Said Regulations, without diluting the provisions of these regulations in any manner.
- 1.3 Regulation 9(1) of the aforesaid Regulations also require the Board of Directors of every listed company to formulate a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the aforesaid Regulations, adopting the minimum standards set out in Schedule B to the Regulations, without diluting the provisions of the Regulations in any manner.
- 1.4 To achieve the said objectives and in compliance with aforesaid Regulations the Board of Directors of the Company hereby adopt this Code of Fair Disclosure of Unpublished Price Sensitive Information, 2015 ("Code")

2. Title and Commencement of the Code:

- 2.1 These Rules shall be called the DRL (Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information), Rules 2015.
- 2.2 The Rules shall come into force with effect from 15th May, 2015 and shall supersede all existing Rules in this behalf.
- 2.3 These Rules are applicable to the Company and its business units and subsidiaries present and future.

3. Principles of Fair Disclosure:

- 3.1 The following Officials ("Authorized Officials") of the Company will only deal with dissemination of information and disclosure of unpublished price sensitive information:
 - a) Chairman of the Board of Directors;
 - b) Chief Executive Officer;
 - c) The Chief Financial Officer;
 - d) The Chief Investor Relationship Officer;
 - e) The Company Secretary; and

- f) Such Other Official who have been authorized by the Board or requested by any of the foregoing persons to speak to securities professionals and investors on behalf of the Company.
- 3.2 The Authorized Officials shall promptly make public disclosure of all such unpublished price sensitive information that would impact price of securities dealt with on the Stock Exchanges no sooner than concrete information comes into being in order to make it generally available.
- 3.3 The unpublished price sensitive information shall be disseminated universally and uniformly by the Authorized Officials of the Company to avoid selective disclosure.
- 3.4 The unpublished price sensitive information that gets disclosed selectively, inadvertently, or otherwise if at all, shall be made available promptly, disseminated, and the information will be made generally available.
- 3.5 The Company and its Authorized Officials shall ensure that appropriate and fair response is provided to queries on news reports and requests for verification of market rumors by Regulatory authorities.
- 3.6 The Authorized Officials shall ensure that information shared with Analysts and Research personnel is not unpublished price sensitive information.
- 3.7 The Company and its Authorized Officials shall follow best practices to make transcript of records of proceedings of meetings with Analyst and other Investor Relation Conferences and publish proceedings of such meetings on its official website www.alirox.com to ensure official confirmation and documentation of disclosures made therein.
- 3.8 The Company and its Authorized Officials shall handle all unpublished price sensitive information on a need-to-know basis only.
4. **Board Power and disclosure of the Code:**
- 4.1 The decision of the Board of Directors of the Company with regard to any or all matters relating to this code shall be final and binding on all concerned. This code and every subsequent amendment thereto shall be published in the official website of the Company and shall be promptly intimated to the Stock Exchanges where the securities are listed.