



SOM Distilleries & Breweries Limited

Regulation 8 OF SEBI (Prohibition of Insider Trading) Regulations, 2015
SOM DISTILLERIES AND BREWERIES LIMITED (SDBL)
CODE OF FAIR PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)





SOM Distilleries & Breweries Limited

1. All unpublished price sensitive information of the Company shall be handled in accordance with this code of practices and procedures. Following are some of the cases of price sensitive information:
 - i) *Quarterly or annual financial results,*
 - ii) *Any proposal for merger or amalgamation or demerger or takeover,*
 - iii) *Any change in Managing Director, Whole-time Director, other directors, Company Secretary or Chief Financial Officer.*
 - iv) *Any information about concrete plans for material increase of production/sales not arising from act of God,*
 - v) *Any clearly anticipated material obstruction in production/sales not arising, from acts of God,*
 - vi) *Any material change in overall management of the Company,*
 - vii) *Proposal for issue of fresh securities including shares of any category or debentures or convertible/non-convertible preference shares etc.,*
 - viii) *Declaration or non-declaration of dividend.*
 - ix) *Buy-back of shares*
 - x) *Issue of Bonus shares*
 - xi) *Public issue*
 - xii) *Change in nature of business of the Company*
 - xiii) *Strike or lock-out*
 - xiv) *Any litigation having material impact on the Company*
 - xv) *Voluntary delisting proposal.*
2. Unpublished price sensitive information shall be made public promptly as soon as credible and concrete information comes into being so as to make such information generally available.
3. UPSI shall be disseminated either by publication or by placing in the website of the Company or by any other uniform and universal means so as to avoid selective disclosure.
4. Company Secretary of the Company and in his absence the Managing Director shall ensure compliance with this code. He shall ensure prompt dissemination of UPSI if it gets disclosed selectively, inadvertently or otherwise.





5. Company Secretary/Managing Director shall ensure appropriate and fair response to queries on newspaper reports and rumours and queries from regulatory authorities.
6. No UPSI shall be shared with the analysts and research personnel. Minutes of meetings with analysts and investor relations conferences shall be prepared promptly and sent inter alia to the stock exchanges where the shares of the Company are listed.
7. All UPSI shall be handled on need-to-know basis and shall be shared with only those who need to know it for official work or in the interest of the Company.
8. Monetary sanctions and/or disciplinary actions including wage freeze, suspension etc. against those who violate this code of conduct or the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be decided by the Board of Directors of SDBL. Such violations shall be repatriated to SEBI.





REGULATION 9 OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

SOM DISTILLERIES AND BREWERIES LIMITED (SDBL)

CODE OF CONDUCT

REGARDING TRADING BY EMPLOYEES AND OTHER CONNECTED PERSONS

1. Company Secretary and in his absence the Managing Director of SDBL shall be the Compliance Officer to monitor and report trading (in the shares of SDBL) by its employees and other connected persons for the purpose of achieving compliance with the Regulations. including Schedule B thereof and this code of conduct.
2. Compliance Officer shall give a report for each financial year to the Board of Directors through Audit Committee indicating names of employees and other connected persons, their designation or relationship with the named employees and number of shares purchased / sold etc. during the year covering only the cases reported under Regulation 7.
3. All information shall be handled within the Company on need-to-know basis and no Unpublished Price Sensitive Information (UPS) shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or except with the written permission of Managing Director. This will apply to all employees of the Company irrespective of status, designation, role or duties in the Company.
4. No employee or his connected person or any other person connected with the Company shall deal with the Securities of the Company during the period of ;
 - a) *Seven days before declaration of quarterly financial results by the Board of Directors and two days thereafter.*
 - b) *Two weeks before the approval of annual financial results by the Board of Directors and two days thereafter.*
 - c) *Two weeks before approval of any dividend whether interim or final by the Board of Directors and two days thereafter.*
 - d) *Any other period notified by compliance officer.*





5. All trading in the securities or the Company beyond trading value in excess of Rs.10 lakhs over a period of any calendar quarter shall be undertaken with prior written permission of Compliance Officer who shall specify the maximum number of securities to be traded and the period of such trading (not exceeding seven, days). This shall apply to not only the employees and other connected persons but also to auditor's, accountancy firms, law firms, analysts, consultants assisting or advising the company and also to promoters whether individuals or Companies. Compliance Officer may refuse to give permission applied for or may seek clarification from the applicant.
6. No person permitted under this Code of conduct to trade in the securities of the Company shall execute a contra trade within 6 months except with prior written permission of compliance officer who shall record the reasons for granting such permission.
7. Application for pre-clearance permission of Compliance officer shall be in Form I attached.
8. Form for reporting of trades executed including level of holdings shall be in Form II. Level of holdings need not be reported a fresh unless there are some changes in holdings.

By order of the Board

