

**Code of Practices and Procedures for Fair Disclosure of Unpublished Price
Sensitive Information
For Members of the Board of Directors of Garware Marine Industries Limited
(GMIL)**

The Board of Directors of GMIL (the "Company") is expected to manage the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all the stakeholders. The Company is committed to transparency and fairness in dealing with all stakeholders.

1. PREFACE:

SEBI vide its Circular No.LAD-NRO/GN/2014-15/21/85, dated 15th January, 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, effective from 15th May, 2015.

2. APPLICABILITY:

Chapter - IV of SEBI (Prohibition of Insider Trading) Regulation, 2015, Regulation 8, provides for the formulation of a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as the "Code").

The Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, GMIL hereby notifies this Code.

This Code shall be applicable to the Members of the Board of Directors of the Company with effect from 15th May, 2015.

Any subsequent modification and / or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulation, 2015 shall automatically apply to this Code.

3. **PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

This Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company. To achieve this objective, the members of the Board of Directors shall adhere to the following principles in letter as well as in spirit:

- A. Unpublished price sensitive information shall be disseminated on a “need-to-know” basis only.
- B. There shall be a prompt public disclosure of unpublished price sensitive information, that would impact price discovery, no sooner than credible and concrete information comes into being, in order to make such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.
- C. There shall be uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- D. Unless otherwise resolved by the Board of Directors, the Company Secretary of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- E. There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise. It shall be ensured that such information is made generally available.
- F. Appropriate and fair response shall be provided against queries on news reports and requests for verification of market rumors by regulatory authorities.
- G. The Board of Directors shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

- H. Best practices will be followed 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.

4. POWER OF THE BOARD OF DIRECTORS:

The Chief Investor Relations Officer, subject to the approval of the Board of Directors, reserves the right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever.

The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code and to further the objective of good corporate governance.

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.

5. DISCLOSURE OF THE CODE ON PUBLIC DOMAIN:

This Code shall be published on the official website of the Company.

Further, this Code and every subsequent amendment made thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.
