

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION
OF
GLOBE COMMERCIALS LIMITED**

Introduction

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May, 2015 and the same have been made applicable to all Companies whose shares were listed on Indian stock exchanges. The Company is required to formulate Code of Practices and Procedures for Fair Disclosures.

Objective of the Code of Fair Disclosures

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company’s securities and to maintain the uniformity, transparency and fairness in dealing with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 stakeholders 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.

Definitions

Capitalized terms used but not defined herein shall have the same meaning as assigned thereto in the SEBI Insider Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made there under or any other applicable laws or regulations, as the case may be.

“**Act**” means the Securities Exchange Board of India Act, 1992 (15 of 1992).

“**Board**” means Board of Directors of the Company.

“**CEO**” means Chief Executive Officer as defined in Section 2(18) of the Companies Act, 2013

“**CFO**” means Chief Financial Officer as defined in Section 2(19) of the Companies Act, 2013.

“**Company Secretary**” means the company secretary of the Company appointed in terms of the resolution passed by the Board of the Company in compliance of the provisions of the Companies Act, 2013.

“**CIO**” Chief Investor Relations Officer of the Company.

“**Code of Fair Disclosure**” means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information formulated by the Company and as amended from time to time.

“Company” or “DIL” means Globe Commercials Limited.

“Compliance Officer” means Company Secretary of the Company or any other senior officer, designated so from time to time and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI Insider Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in SEBI Insider Regulations under the overall supervision of the Board of the Company.

“Director” means a member of the Board of Directors of the Company.

“Investor” means analyst, research personnel, securities market professional, individual, institutional investor or potential investor.

“Managing Director” means Managing Director as defined in Section 2(54) of the Companies Act, 2013.

“Officer” means officer as defined in Section 2(59) of the Companies Act, 2013.

“SEBI Insider Regulations” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

“Unpublished Price Sensitive Information” means any information, relating to the 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 include but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) Material events in accordance with the listing agreement.

Prompt public disclosure of Unpublished Price Sensitive Information

Unpublished Price sensitive information shall be given by company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website www.globecommercaial.co.in in order to be accessed by the Investors and members of the company i.e to make the information generally available. "GCL" shall disseminate the Unpublished Price Sensitive Information uniformly and universally without any selective disclosure.

Chief Investor Relations Officer

The CIO will deal with the dissemination and disclosure of Unpublished Price Sensitive Information. **CIO means Compliance Officer of the Company.**

In addition to CIO, the following persons ("**Authorised Spokespersons**") are also authorized to communicate with the Investors/media in co-ordination with the CIO:

- Managing Director & CEO
- CFO

The CIO shall disseminate / disclose the information to the stock exchanges where the Securities of the Company are listed.

Prompt disclosure of information that get disclose inadvertently or selectively

"GCL" shall also promptly disseminate the Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available by informing to the stock exchanges where the Securities of the Company are listed. If any Unpublished Price Sensitive Information is inadvertently disclosed without the consultation of the CIO, the CIO should be informed about the same as soon as possible and they may take such action to ensure that such information is generally available.

Appropriate response to queries on news reports

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. The CIO may also decide whether a public announcement is necessary for verifying or denying rumors and in case it is necessary, the Company should make a public announcement for either verifying or denying the rumors.

Information shared with analyst and research personnel

"GCL" shall ensure that the information shared with analyst and research personnel is not Unpublished Price Sensitive Information.

Manner of dealing with analyst and research personnel

i) Only Public information to be provided – A company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

ii) Recording of discussion - In order to avoid misquoting or misrepresentation, it is desirable that at least two company's representative be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.

iii) Handling of unanticipated questions - A listed company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

iv) Simultaneous release of Information - When a company organizes meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet.

Need to Know

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

Disclosure of Code on Public Domain

This Code and any amendment thereof will be published on the Company's website www.globecommercaial.co.in

Amendment of the Code

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.