



GOODLUCK INDIA LIMITED

(formerly Good Luck Steel Tubes Limited)

CODE OF PRACTICES AND PROCEDURES

FOR

FAIR DISCLOSURE

OF UNPUBLISHED PRICE SENSITIVE

INFORMATION

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF GOODLUCK INDIA LIMITED

Background

The Securities and Exchange Board of India (SEBI), in its endeavour to put in place a framework for prohibition of insider trading in securities, has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations). These Regulations are applicable to all companies whose securities are listed on stock exchanges. In terms of Regulation (8) (1) of the Regulations, the Board of Directors of these Companies are required to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to the Regulations.

1) Introduction

In terms of the SEBI (Prohibition of Insider Trading) Regulation 2015, to ensure principles set out there under, the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is formulated. This Code shall be called 'the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of Goodluck India Limited (**the Code of Fair Disclosure of UPSI**)'.

The Code has been approved by the Board of Directors at its meeting held on 23.05.2015 and the Code shall come into force with effect from 15.05.2015. This Code is consistent with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

2) Definitions

"Unpublished price sensitive information (UPSI)" means any information, relating to a company or its securities, directly or indirectly, that is not generally available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, dividends, change in capital structure, mergers, de-mergers, acquisitions, de listings, disposals and expansion of business and such

other transactions, changes in key managerial personnel and material events in accordance with the listing agreement.

“The Company” means Goodluck India Limited.

Words and expressions used and not defined in this Code of Fair Disclosure of UPSI shall have the meanings as defined in SEBI (Prohibition of Insider Trading) Regulation 2015.

3) Chief Investor Relations Officer

- a) Company Secretary has been designated as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- b) The responsibilities of the Chief Investor Relations Officer shall include overseeing and co-ordinating the disclosure of Price Sensitive Information to stock exchanges, analysts, shareholders and the media.

4) Disclosure of unpublished price sensitive information

- a) The Company shall make 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.
- b) All unpublished price sensitive information related to the Company shall be disclosed only by the members of the Board or Chief Investor Relations Officer. Any such information so disclosed shall be promptly provided to the Compliance Officer.
- c) The Company shall disseminate the said information, for the benefit of investing public, to all the Stock Exchanges where the shares of the Company are listed.
- d) The Company shall also ensure that information shared with Analysts/ other investor relations conferences etc. is posted on its website.
- e) The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure and prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5) Sharing of public information with analysts/research personnel etc.

- a) Generally available information only shall be provided to the Analysts/ Research personnel / large Investors / institutions etc. In case the information given to the Analysts/ Research personnel / large Investors / institutions etc. was not made public earlier, the same should be simultaneously made public by information to the Stock Exchanges.
- b) The Company will ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
- c) The Company shall endeavor to post relevant information on its website after every meeting organized by the Company with the analysts and other investor relations conferences to ensure official confirmation and documentation of disclosures made.

6) Need to Know

Handling of all unpublished price sensitive information on a need-to-know basis All information shall be handled within the organisation or outside on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

7) Responding to Market Rumours

- a) Any query or request for verification of market rumours received from stock exchanges, the press, the media or any other source received by the Company shall ordinarily be directed to the Chief Investor Relations Officer.
- b) The Chief Investor Relations Officer shall in turn upon consultation with the Compliance Officer, respond to the same.
- c) If deemed necessary by the Compliance Officer, the Chief Investor Relations Officer shall make a public announcement for verifying or denying the rumours and thereafter make appropriate disclosures.
- d) All requests and queries for verifications of market rumours shall be documented as far as practicable. In this regard, the Chief Investor Relations Officer shall request for all queries and requests be made in writing.
- e) While the Company shall endeavor to clarify on all Price Sensitive matters published in the print / electronic media, the Chairman or Director may also decide not to comment on any matter which is published without the knowledge / concern of the Company.