

N. G. INDUSTRIES LTD.

CIN – L74140WB1994PLC065937

1st Floor, 37A, Southern Avenue (Renamed as Dr. Meghnad Saha Sarani),

Kolkata – 700 029 Ph: +91 80175 20040 ,(033)24197542,e-mail: ngmail@vsnl.com ,Website:www.ngind.com

CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Approved by the Board on 28-5-2015 under compliance with respect to
SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

The Securities and Exchange Board of India , 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.

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Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company’s securities and to maintain the uniformity, transparency and fairness in dealing with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

The Board of Directors of N G INDUSTRIES LTD have always strived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company will adhere to the following principles of fair disclosure of unpublished price sensitive information;

- a) The company will make prompt public disclosure of unpublished price sensitive information to the stock exchange that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b) The Company will make disclosure of unpublished price sensitive information on a continuous, immediate, uniform basis and will be universally dissemination to avoid selective disclosure.
- c) Mr Rajesh Goenka, Whole Time Director & Compliance Officer of the company shall act as Chief Investor Relations Officer for the purpose of this code and the prescribed procedures and shall oversee the corporate disclosure and deal with dissemination of information and disclosure of unpublished price sensitive information.
- d) The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

- e) The Chief Investors Relations Officer shall promptly respond to any queries or request for verification of market rumors by exchanges. The Chief Investor elations Officer shall Rbe responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumors.
- f) f) The Company will ensure that unpublished price sensitive information is never shared with analysts and research personnel .
- g) The Company will be transparant , use transcripts and /or recordings in its meetings with analysts and other investor relations conferences and post relevant information on the Company website to ensure transparency in all disclosures made.
- h) The Company will handle all unpublished price sensitive information on a need-to –know basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of Legitimate purposes, performance of duties or discharge of legal obligations.
- i) The Board of Directors reserves the right to amend or modify this code in whole or in part as well as establish further rules and procedures from time to time to give effect to intent of this code and to further the objective of good corporate governance.
- j) Disclosure of Code on Public Domain: This code and any amendment thereof will be published on the Company’s website:www.ngind.com
- k) This code was duly approved by the board in its meeting held on 28th May 2015 and shall deemed to have come into force from 15th May 2015.