From | **Corporate Office:** 510, A Wing, Kohinoor City C-I
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GRP
IMPACT POSITIVE

GRP/M/ 307 /2016

31.08.2016

To	To
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. **Scrip code : 509152**	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. **Symbol : GRPLTD – Series: EQ**

Dear Sir / Madam,

Sub : Intimation of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of GRP Ltd., has approved Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, in its meeting held on 30th May, 2015.

Copy of the Code is annexed to this letter for your ready reference. Same is also published on the official website of the Company.

You are requested to take the above on record and oblige.

Thanking you,

Yours truly,
For GRP Limited

Ganesh A. Ghangurde
President & Chief Financial Officer & Company Secretary

Encl.: As above

GRP Ltd.

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[As per Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Introduction:
This Code has been framed as per Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information (UPSI). These Regulations have become applicable from 14th May, 2015.

Objective :
GRP Limited has formulated this Code to ensure timely and adequate disclosure of UPSI 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 endeavours to preserve the confidentiality of UPSI and to prevent misuse of such information.

Definitions

'Compliance Officer' means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these 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 code specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

"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 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.

The company hereby appoints Ganesh Ghangurde, President & Chief Financial Officer and Company Secretary as the Compliance officer for the purpose of ensuring implementation, monitoring and compliance of this code.

The company will adhere to the following so as to ensure fair disclosure of events, occurrence and UPSI that could impact price of its securities in the market:

1. The Company will make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2. The Company will make, uniform and universal dissemination of UPSI to avoid selective disclosure.

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3. The Compliance Officer of the Company shall act as Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

4. The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

6. The Company will ensure that information, if shared, with analysts and research personnel is not UPSI.

7. The Company will develop best practices 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.

8. The Company will handle all UPSI on a need-to-know basis.

This code has been approved by the Board of Directors of the Company at its 181st meeting held on 30th May, 2015.