SANWARIA GROUP
Serving society through Industry

A Govt. Recognised Star Export House

Sanwaria Agro Oils Ltd.

CIN - L15143MP1991PLC006395

SAOL

June 16, 2015

To

Bombay Stock Exchange Limited

Market Operations Dept.

P.J. Towers, Dalal Street,

Mumbai- 400 001

(BSE Scrip Code: 519260)

To

National Stock Exchange of India

Exchange Plaza, Bandra Kurla Complex,

Bandra (East),

Mumbai-400 051

(NSE Scrip Code: SANWARIA)

Sub: Code of Fair Disclosure and Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sir/Ma'am,

Pursuant to Regulations 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('Regulations'), the Board of Directors has, at its meetings held on June 16, 2015 formulated "Code of Practices and Procedures for Fair Disclosure of Unpublished Price sensitive Information ('Code of Fair Disclosure') of the Company. The code is enclosed herewith for your records.

Further, the Board has also formulated the "Code of Conduct to Regulate, Monitor and Report Trading by insiders" ('Code of Conduct') of the Company as prescribed under Regulation 9 of the said Regulations.

This is for your information and record.

Thanking You

For Sanwaria Agro Oils Limited

For Sanwaria Agro Oils Limited
Priyanka
Company Secretary

Priyanka Shrivastava

Company Secretary

Encl: Code of Fair Disclosure

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

(As envisaged under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015

I Preface:-

1. This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is formed under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015, which provides for formulation of a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" for the Board of Directors of the Company.

2. This Code shall become applicable with effect from **May 15, 2015**.

II Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information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 framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities. So as to ensure fair disclosure of events and occurrences that could impact price discovery in the market, the Board of Directors of the Company shall adhere to the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information envisaged in Schedule A of SEBI (Prohibition of Insider Trading) Regulation, 2015.

1. It shall be ensured that uniform and universal dissemination of unpublished price sensitive information is promptly made to avoid selective disclosures.

2. The Company Secretary is designated as Chief Investor Relations Officer to deal with dissemination and disclosure of unpublished price sensitive information.

3. It shall be ensured that prompt public disclosure of unpublished price sensitive information is made to make it generally available, once it is discovered that a credible and concrete information having the potential of effecting the price of securities of **Sanwaria Agro Oils Limited** exists or comes into being.

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4. It shall be ensured that any unpublished price sensitive information which gets disclosed selectively or inadvertently, is promptly disseminated through Stock Exchanges and made generally available.

5. The Company shall ensure that appropriate and fair responses and replies are promptly provided/ given to the news report and any request for verification of market rumors received from regulatory authorities.

6. It shall be ensured that no unpublished price sensitive information is shared with analysts and research personnel.

7. Best practices shall be followed to ensure the recordings/transcripts of the proceedings of meetings with analysts and other investor relation conferences are disseminated by publishing the same on the website of the Company.

8. Unpublished price sensitive information is to be handled on need-to-know basis.

Explanation 1 : "Need to know basis" means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

Explanation 2 : "Unpublished Price Sensitive Information" 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.

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Words and expressions used and not defined in the Code shall have the same meanings respectively assigned to them in the "Code of Conduct to Regulate, Monitor and Report Trading by Insiders"

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