



SOM DISTILLERIES & BREWERIES LTD.

CIN : L74899DL1993PLC052787

Corporate Office : 23, Zone-II, Maharana Pratap Nagar, Bhopal-462 011 (M.P.) Tel. : +91-755-4278827, 4271271 Fax : +91-755-2557470
E-mail : sdlttd@bsnl.in , somdistilleries@rediffmail.com, Web : www.somindia.in Work : Village Rojrachak, Distt. Raisen (M.P.) Ph.: (07480) 266244-5

DATE: 14.05.2015

1. Bombay Stock Exchange Ltd.
Floor 25, P.J. Towers
Dalal Street Mumbai-400001
- ✓ 2. National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Bandra(E),
Mumbai-400051

Sir,

In terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 the following documents are sent herewith:-

- (a) Code of Fair Practices and Procedures of Unpublished Price Sensitive Information (UPSI) under Regulation 8
- (b) Code of Conduct regarding Trading by employees and others connected persons under Regulation 9

These documents were adopted by the Board of Directors of the Company at a meeting held on 14.05.2015 at 15.00 hours and are sent to you for information and record.

Shri Rajesh Dubey, Deputy Manager (Accounts), who was the Compliance Officer under the SEBI(Prohibition of Insider Trading) Regulations, 1992 shall continue as Compliance Officer under the above mentioned Regulations of 2015.

These documents are being circulated in the Company and are being placed at the Notice Board.

Thanking You,

Yours faithfully
For Som Distilleries & Breweries Ltd.

GROUP OF COMPANIES

SURJEET LAL
MANAGING DIRECTOR

Regulation 8 OF SEBI (Prohibition of Insider Trading) Regulations, 2015

SOM DISTILLERIES AND BREWERIES LIMITED (SDBL)

**CODE OF FAIR PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

1. All unpublished price sensitive information of the Company shall be handled in accordance with this code of practices and procedures. Following are some of the cases of price sensitive information :
 - i) Quarterly or annual financial results.
 - ii) Any proposal for merger or amalgamation or demerger or takeover.
 - iii) Any change in Managing Director, Whole-time Director, other directors, Company Secretary or Chief Financial Officer.
 - iv) Any information about concrete plans for material increase of production/sales.
 - v) Any clearly anticipated material obstruction in production/sales not arising from acts of God.
 - vi) Any material change in overall management of the Company.
 - vii) Proposal for issue of fresh securities including shares of any category or debentures or convertible/non-convertible preference shares etc.
 - viii) Declaration or non-declaration of dividend.
 - ix) Buy-back of shares
 - x) Issue of Bonus shares
 - xi) Public issue
 - xii) Change in nature of business of the Company
 - xiii) Strike or lock-out
 - xiv) Any litigation having material impact on the Company
 - xv) Voluntary delisting proposal.
2. Unpublished price sensitive information shall be made public promptly as soon as credible and concrete information comes into being so as to make such information generally available.
3. UPSI shall be disseminated either by publication or by placing in the website of the Company or by any other uniform and universal means so as to avoid selective disclosure.
4. Company Secretary of the Company and in his absence the Managing Director shall ensure compliance with this code. He shall ensure prompt dissemination of UPSI if it gets disclosed selectively, inadvertently or otherwise.
5. Company Secretary/Managing Director shall ensure appropriate and fair response to queries on newspaper reports and rumours and queries from regulatory authorities.
6. No UPSI shall be shared with the analysts and research personnel. Minutes of meetings with analysts and investor relations conferences shall be prepared promptly and sent inter alia to the stock exchanges where the shares of the Company are listed.
7. All UPSI shall be handled on need-to-know basis and shall be shared with only those who need to know it for official work or in the interest of the Company.



REGULATION 9 OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

SOM DISTILLERIES AND BREWERIES LIMITED [SDBL]

CODE OF CONDUCT

REGARDING TRADING BY EMPLOYEES AND OTHER CONNECTED PERSONS

1. Company Secretary and in his absence the Managing Director of SDBL shall be the Compliance Officer to monitor and report trading (in the shares of SDBL) by its employees and other connected persons for the purpose of achieving compliance with the Regulations including Schedule B thereof and this code of conduct.
2. Compliance Officer shall give a report for each financial year to the Board of Directors through Audit Committee indicating names of employees and other connected persons, their designation or relationship with the named employees and number of shares purchased/sold etc. during the year covering only the cases reported under Regulation 7.
3. All information shall be handled within the Company on need-to-know basis and no Unpublished Price Sensitive Information (UPSI) shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or except with the written permission of Managing Director. This will apply to all employees of the Company irrespective of status. Designation, role or duties in the Company.
4. No employee or his connected person or any other person connected with the Company shall deal with the securities of the Company during the period of
 - i) Seven days before declaration of quarterly financial results by the Board of Directors and two days thereafter.
 - ii) Two weeks before the approval of annual financial results by the Board of Directors and two days thereafter.
 - iii) Two weeks before approval of any dividend whether interim or final by the Board of Directors and two days thereafter.
 - iv) Any other period notified by compliance officer.
5. All trading in the securities of the Company beyond trading value in excess of Rs.10 lakhs over a period of any calendar quarter shall be undertaken with prior written permission of Compliance Officer who shall specify the maximum number of securities to be traded and the period of such trading (not exceeding seven days). This shall apply to not only the employees and other connected persons but also to auditors, accountancy firms, law firms, analysts, consultants assisting or advising the company and also to promoters whether individuals or Companies. Compliance Officer may refuse to give permission applied for or may seek clarification from the applicant.
6. No person permitted under this code of conduct to trade in the securities of the Company shall execute a contra trade within 6 months except with prior written permission of compliance officer who shall record the reasons for granting such permission.



7. Application for pre-clearance permission of Compliance officer shall be in Form I attached.
8. Form for reporting of trades executed including level of holdings shall be in Form II. Level of holdings need not be reported afresh unless there are some changes in holdings.

DATE : 14.05.2015


SURJEET LAL.
MANAGING DIRECTOR

SOM DISTILLERIES AND BREWERIES LTD.

CODE OF CONDUCT REGARDING FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

REGULATION 8 OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

FORM I

Application Form for pre-clearance of trades of equity shares of Som Distilleries & Breweries Ltd. under code of conduct for prevention of Insider Trading.

1. (a) Name of the Applicant
(b) Designation
2. (a) Name(s) in which the equity shares
of SDBL will be purchased
(b) Relationship with Applicant
3. Number of Equity Shares to be purchased
4. Number of Equity Shares to be sold
5. Name of Depository concerned
6. (a) Name of the Participant
(b) DPID of Participant
Address of Participant

(c) Client ID No. in respect of shares to be
Purchased/ Sold.

I hereby declare that

- I) We do not have access to & we have not received any price sensitive information which has not yet been published up to the time of signing this undertaking.
- II) In case we get access to or receive any "price sensitive information" after signing of this undertaking but before the execution of the transaction, we shall inform the Compliance Officer and shall refrain from the dealing in the shares of the company till such information becomes public.
- III) We shall not contravene the code of conduct regarding trading by employees and others connected persons as notified and amended from time to time by SDBL..
- IV) We have made a full & true disclosure in this matter.

Signature of applicant:

Name of applicant:



SOM DISTILLERIES AND BREWERIES LTD.

CODE OF CONDUCT REGARDING TRADING BY EMPLOYEES AND OTHER CONNECTED PERSONS

REGULATION 9 OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

FORM II

REPORT OF TRADES EXECUTED

- | | | |
|---------------------------------|----------------|----|
| 1. Permission | no.: | |
| | Date: | |
| 2. Period of trading permission | From | To |
| 3. Actual trading dates | From | To |
| 4. Nature of securities | equity shares | |
| 5. Nature of trade | SOLD/PURCHASED | |
| 6. No. of securities traded | | |

Date:

Signature

Name in which traded

