



McLEOD RUSSEL INDIA LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION.

(Formulated pursuant to Regulation 8 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015.)

PREAMBLE

The Company is committed to secure the interests of its Shareholders and Investors and ensure transparency over transactions in its Securities. In this endeavour, the Company adheres to the Regulation(s) framed by The Securities Exchange Board of India (SEBI), from time to time. SEBI has formulated the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, which has come into force with effect from 15th May, 2015, applicable to all Listed Companies. In terms of the said Regulations, McLeod Russel India Limited (the 'Company') is required to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. Accordingly, the Board of Directors of the Company at its Meeting held on 28th May, 2015, approved a specific Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('Code of Fair Disclosure'). This document embodies the said Code of Fair Disclosure.

CODE OF FAIR DISCLOSURE

The Code of Fair Disclosure is in line with the above SEBI Regulations.

The Principles of Fair Disclosure adopted by the Company are as follows:

- To make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such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.
- To make disclosures of uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

- The Company Secretary / Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- To make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- To provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- To ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
- To develop and follow 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.
- To handle all unpublished price sensitive information on a need -to- know basis.

The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information and may delegate to any Director(s)/Company Secretary, the authority to amend or modify this Code, in whole or in part, subject to approval of the Board.

This Code shall be published on the official website of the Company.

Subsequent modification(s) / amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

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