

MRF LIMITED

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

INCLUDING

POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSES”

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

As envisaged under the SEBI (Prohibition of Insider Trading) Regulations, 2015, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) consistent with the above regulations was adopted by the Company.

The Principles of fair disclosure adopted by the Company are as follows :

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery, as soon as, credible and concrete information comes into being in order to make such information generally available.
2. The Company shall make uniform and universal dissemination of unpublished price sensitive information. Selective disclosure of unpublished price sensitive information is to be avoided.
- 3.(i) Company Secretary will act as the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information.

(ii) The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements and overseeing and co-ordinating disclosure of UPSI to Stock Exchange(s) where Securities are listed.

(iii) Disclosure/ dissemination of UPSI may normally be approved in advance by CIRO. In case of doubt, the CIRO shall consult and seek approval of the Chairman/Managing Director, if necessary.
4. The Company shall promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise, if at all, to make such information generally available. The CIRO shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure, if required. He may consult the Chairman/Managing Director, if necessary.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information if any shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company shall make transcripts or records of proceedings of meetings with analysts and other investor relations conferences and shall make them available on the official website to ensure official confirmation and documentation of disclosures made therein. The Company should be careful when dealing with Analysts' questions that raise issues outside the intended scope of discussion.
8. The Company shall ensure handling of all unpublished price sensitive information on a "need to know" basis only.
9. The Policy for determination of "Legitimate Purposes" is annexed and forms part of this Code.

POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSES”

Regulation 3 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, prohibits the communication and procurement of unpublished price sensitive information, unless such communication /procurement is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

In Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, the term “legitimate purpose” has been defined and the Board of Directors of the listed company are required as per the said regulation to make a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of Prohibition of Insider Trading) Regulations, 2015. The policy will be effective from April 1, 2019.

The sharing of Unpublished Price Sensitive Information shall be deemed to be for “Legitimate Purposes”, if the information is shared in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

To illustrate, procuring / sharing of information in the ordinary course of business for the purpose of consolidation of accounts would be considered as Legitimate Purposes.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company shall give due notices to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Any person having unpublished price sensitive information about the company shall be prohibited from trading with the securities of the company and handle such information with care and deal with the information available with them strictly on a need to know basis and maintain confidentiality of such information.

A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom unpublished price sensitive information is shared under Regulation 3 along with the Permanent Account Number or any other identifier authorized by law, where Permanent Account Number is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

Any subsequent modification(s) / amendment(s) to SEBI (Prohibition of Insider Trading) Regulations, 2015, shall automatically apply to this Policy.