



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DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

INTRODUCTION

The Securities and Exchange Board of India (“SEBI”), in its endeavor to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from May 15, 2015 and the same have been made applicable to all companies whose shares are listed on Indian stock exchanges. In compliance with these Regulations, MRF Limited (“Company”) has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”).

DEFINITIONS

- a. “Board” means the board of directors of the Company.
- b. “Company” means MRF Limited.
- c. “Chief Investors Relations Officer / CIRO” means the Company Secretary of the Company, who shall deal with the dissemination of information and disclosure of UPSI.
- d. “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
- e. “Mainstream Media” shall include print or electronic mode of the following:
 - (a) Newspapers registered with the Registrar of Newspapers for India;
 - (b) News Channels permitted by Ministry of Information and Broadcasting under Government of India;
 - (c) Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
 - (d) Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India.
- f. “Unpublished Price Sensitive Information” or “UPSI” means any information, relating to the Company or its Securities, directly or indirectly, that is not generally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 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, delisting’s, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel.

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.

Upon the trigger of material price movement, the CIRO shall be responsible for deciding whether there is any reported event or information in the mainstream media, which is not general in nature and whether it indicates that rumours of an impending specific event or information is circulating amongst the investing public.

Based on the decision by the CIRO, the Company shall confirm, deny or clarify such reported event or information in the mainstream media to the Stock Exchanges as required under Regulation 30(11) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
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.

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