



MRF

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COURIER

071/SH/SE/SEBI-ISD/MAY/2015
15th May, 2015

National Stock Exchange of India Ltd Exchange Plaza 5 th Floor Plot No.C/1G Block Bandra-Kurla complex Bandra (E) Mumbai 400 051	Bombay Stock Exchange Ltd Floor 24 P J Towers Dalal Street Mumbai 400 001
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Dear Sir,

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

In Compliance of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, we would like to confirm that the Company has formulated a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information". A copy of the said Code is enclosed and the same has been uploaded on the website of the Company.

Further the Company also confirms that it has formulated a "Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected person" pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For MRF LIMITED,


RAVI MANNATH
COMPANY SECRETARY



MRF LIMITED

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION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the SEBI (Prohibition of Insider Trading) Regulations, 2015, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information consistent with the above regulations was adopted by the Company.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 The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery, as soon as, credible and concrete information comes into being in order to make such information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 The Company shall make uniform and universal dissemination of unpublished price sensitive information. Selective disclosure of unpublished price sensitive information is to be avoided.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. Company Secretary will act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
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 The Company shall promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise, if at all, to make such information generally available.
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 develop 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 therein.
8. The Company shall ensure handling of all unpublished price sensitive information on a "need to know" basis only.

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