Ambuja Cements Ltd.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(P*ursuant to SEBI (Prohibition of Insider Trading Regulations, 2015*)

1. This Code shall come into force from 15th day of May, 2015.

2. **Definitions:**

For the purpose of this code the following terms shall have the meanings assigned to them hereunder:

i. **"Code" or "this Code"** shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

ii. **"Chief Investor Relation Officer"** shall mean an Officer designated by the Board of Directors of the Company to deal with dissemination of information and disclosure of unpublished price sensitive information.

iii. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.

iv. **"Insider Trading Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

v. **"Unpublished price sensitive information"** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which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 of the Company and shall, 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, disposals and expansion of businessand such other transactions;
v. changes in key managerial personnel; and
vi. material events in accordance with the listing agreement and in particular the matters listed in the policy for dissemination of information to the Stock Exchanges pursuant to clause 36 of the Listing Agreement.

3. Principles of Fair Disclosure

The Company shall ensure –

- Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
- Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

- Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- Developing 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.
- Handling of all unpublished price sensitive information on a need-to-know basis.

4 Overseeing and co-ordinating disclosure

i. The Board of Directors of the Company has designated Company Secretary as the "Chief Investors Relation Officer" (CIRO) to oversee the dissemination of information and disclosure of unpublished price sensitive information.
ii. The CIRO shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to stock exchange, analysts, shareholders and media.
iii. The disclosure/dissemination of information shall be made with the prior approval by the Managing Director & CEO or in his absence, by the CFO.
iv. No information shall be passed on by an Insider by way of making a recommendation for the purchase or sale of securities of the Company.

5. Responding to market rumours

a. The CIRO shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the suitable statement/s in this regard.
b. All the requests/queries received shall be documented and as far as practicable, the Chief Investor Relations Officer, shall request for such queries/requests in writing.

6. Disclosure/dissemination of Unpublished Price Sensitive Information with special reference to Analysts, Institutional Investors

The following guidelines will be followed whilst dealing with analysts, brokers, and Institutional Investors:-

(i) Only such information which is in public domain shall be provided

(ii) At least two representatives of the Company shall be present at the meetings with Analysts, Brokers or Institutional Investors.

(iii) Unanticipated questions may be taken on notice and a considered response may be given later. No price sensitive information shall be shared unless a public announcement in regard to the same has been made.

(iv) Where a meeting has been held with the Analysts, Institutional Investors, the Company shall either make a press release or post relevant information on its website immediately after such meet.

7. Medium of Disclosure and Dissemination

(i) The Company shall disseminate all credible and concrete Unpublished Price Sensitive Information on a continuous and in a timely manner to stock exchanges in accordance with the requirements of applicable law, where its Securities are listed and thereafter to the press.

(ii) As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the stock exchanges and to the press may also be

supplemented by prompt updates on the Company's web-site. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

(iii) The information filed by the Company with the stock exchanges under the stock exchange Listing Agreement shall also be posted on the Company's website.

(iv) The Company will also will promptly intimate any amendment to this Code of Corporate Disclosure Practices to the stock exchanges, as required under the Regulations.

THIS CODE IS AN INTERNAL DOCUMENT TO SERVE AS GUIDELINES TO AVOID INSIDER TRADING AS PER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS 2015.

Sd/-	Sd/-
Dr.Omkar Goswami	N.S. Sekhsaria
Chairman of Compliance Committee Meeting	Chairman of the Board of Directors
Date: 28th April, 2015	Date: 29th April,2015