THE INDIA CEMENTS LIMITED

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Fax : 044-2851 7198, Grams : 'INDCEMENT'
CIN : L26942TN1946PLC000931

SH/NSE

25.05.2019

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI 400 051.

Dear Sirs,

Sub.: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

In compliance with Regulation 8(2) of Securities And Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, we enclose a copy of the amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Thanking you,

Yours faithfully,
for **THE INDIA CEMENTS LIMITED**

S. Sridharan

COMPANY SECRETARY

Encl.: As above

THE INDIA CEMENTS LIMITED
CHENNAI

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

1. Short Title and Commencement:

The Code of practices and procedures for fair disclosure of unpublished price sensitive information is framed pursuant to Regulation 8(1) of the Securities And Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 as amended, read with Schedule-A thereof with the approval of the Board of Directors of the Company. The Code shall be called ICL Code of Fair Disclosure and it shall come into force with effect from 01.04.2019

2. Practices and Procedures:

ICL Code of fair disclosure set out the following practices and procedures:

a. Unpublished Price Sensitive Information (UPSI) which will impact on price of Security shall be promptly disclosed to general public.

b. UPSI shall not be disseminated selectively but it should be disseminated uniformly and universally.

c. Compliance Officer shall be the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

d. The Company shall give appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

e. The following practice shall be complied while meeting/conferences with analysts, investors and research personnel:

   (i) No UPSI shall be shared with them and only information available in public domain shall be shared.

   (ii) Transcripts or records of proceedings of meeting with them shall be placed on website of the Company.

f. All UPSI shall be handled on a need-to-know basis.

   All information shall be handled on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person, including other insiders, except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

   In other words, Unpublished Price Sensitive Information should be disclosed only to those who need the information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All non-public unpublished information directly received by any employee should immediately be reported to the Head of the Department.

3. **Policy on determination of legitimate purposes:**

No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

"Legitimate purpose" shall include sharing of unpublished price sensitive information 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 the Code.

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of the Code and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with the Code.

4. **Amendment:**

The Board shall have the authority to review and amend the contents of this Code whenever necessary to bring them in line with any change(s) / amendment(s) in the provisions of the regulatory framework. The Code (as amended from time to time) will be made available on the Company's website: www.indiacements.co.in.

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