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MOL/

April 1, 2019

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, C-1, Block - G,
Bandra-Kurla Complex,
Bandra (East),
MUMBAI - 400 051.

Dear Sir/Madam,

Sub: Compliance under Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In compliance with Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, please find enclosed the revised " Code of Conduct for Procedures of Fair Disclosure of Unpublished Price Sensitive Information" duly approved & adopted by the Board w.e.f 01st April, 2019. The Revised Code is also accessible on the Company's Website.

Kindly take the same on records.

Thanking you,

Yours faithfully,
For **MARAL OVERSEAS LIMITED**

VIRENDRA KUMAR GARG
COMPANY SECRETARY
FCS-7321

Encl : As above

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MARAL OVERSEAS LIMITED

CODE OF CONDUCT FOR PROCEDURES OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, has been notified on January 15, 2015 in official gazette ***(hereinafter referred to as the 'Regulations')*** in terms of which and also in compliance with SEBI Regulations and Companies Act, 2013, the Company is required to frame Code of Conduct for Procedures of Fair Disclosure of Unpublished Price Sensitive Information.

In line with amendments in the Regulations and in compliance with Regulation 8(1) of Regulations, Code of Conduct for procedures of fair disclosures of UPSI in order to ensure fair disclosure of events and occurrence that could impact price discovery in the market, was adopted by the Board of Directors of the Company at its meeting held on 5th May, 2015 (which was effective from 15th May, 2015). Securities and Exchange Board of India has vide its circular dated 31st December, 2018 modified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 effective from 01st April, 2019. The Code was adopted by the Board effective from 01st April, 2019.

For the purpose of the Code:

a) **"Chief Investor Relations Officer"**: The Company shall designate a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure. The Chief Financial Officer of the Company shall act as Chief Investor Relations Officer for the purpose of this code.

b) **Compliance Officer"**means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be. The Company Secretary of the Company shall act as the Compliance Officer for the purpose of this code.

(c) **"Designated Employees"** shall cover the following:

- Officers or Employee belongs to level Managers and above or its equivalent in all departments;
- All Officers and employees in Secretarial, Finance and Accounts Department;
- Chief Executive Officer, Managing Directors and employees upto two levels below Chief Executive Officer and Managing Director;
- Employees of managerial level and above of Accounts and Secretarial Department of material subsidiary.
- All employees of IT Department of our Company who is having access to unpublished price sensitive information.
- Such other employees as may be specified and determined from time to time by the Committee Concerning Shares (committee which will monitor the implementation of the Code) and/or Compliance Officer.

(d) **Designated Persons':**

Designated Persons include inter alia the following-

a. Designated Officer/Designated Employee
b. All Directors of the Company including Independent Directors
c. Promoter and Promoter group of the Company

(e) **"Need to Know"** basis means the information which is considered price sensitive which must be handled on a Need to Know basis and should be disclosed only to those employees who need such 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.

(f) **"Immediate Relative"** means a spouse of an insider and includes parent, sibling, and child of such insider or of the spouse, any of whom is either dependent financially on such insider, or consults such insider in taking decisions relating to trading in securities

(g) **"Insider"** means any person who is:

i. connected person
ii. Designated Person
iii. in possession of or having access to unpublished price sensitive information;

Explanation: Any person who are in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to

maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

To ensure timely and adequate disclosure/dissemination of Unpublished Price Sensitive Information, the Company shall follow the following norms:

1.1 Unpublished Price Sensitive Information shall be disclosed by the Company to stock exchange(s) and disseminated on a continuous and immediate basis.

1.2 The Company may also consider ways of supplementing information released to stock exchanges by improving investor access to their public announcements.

1.3 The Chief Investor Relations Officer of the Company to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information. The Compliance Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

1.4 All Unpublished Price Sensitive Information should normally be approved in advance by the Chief Investor Relations Officer disclosure/ dissemination. If information is accidentally disclosed without prior approval, the person responsible may inform the Chief Investor Relations Officer immediately.

1.5 The Company shall have clearly laid down procedures for responding to any queries on news reports or requests for verification of market rumours by regulatory authorities, stock exchange(s). The Chief Investor Relations officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

1.6 The following guidelines shall be followed while dealing with analysts and institutional investors:

(i) The Company shall provide only public information to the analyst/ research persons/ large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

(ii) At least two Company representatives be present at meetings with analysts, media persons and institutional investors in order to avoid misquoting or misrepresentation and discussions may be transcript/recorded, if required. Such unanticipated questions may be taken on notice and a considered response given later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.

(iii) When the company organizes meetings with analysts, the company shall develop and implement best practices to make transcripts or records of proceedings and post them on its website after every such meet.

1.7 Unpublished Price Sensitive Information that would impact price discovery shall be not disclosed unless credible and concrete information comes into being in order to make such information generally available.

1.8 Unpublished Price Sensitive Information shall be disclosed/ disseminated on uniform and universal basis and selective disclosure should not be made. In case any such information gets disclosed selectively, inadvertently or otherwise to it shall be promptly disclosed/disseminated to make such information generally available.

Further any communication or procurement of UPSI shall only be for 'Legitimate Purpose' as stipulated in the Regulations.

"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 these regulations.

Any Person in receipt of Unpublished price sensitive information in pursuance to a "Legitimate Purpose" shall be considered as an "Insider" for the purposes of these regulations.

1.9 Unpublished Price Sensitive Information should be communicated only on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those who need such information to discharge their duties.

1.10 The medium of disclosure/dissemination shall be as follows:

(i) The Company shall ensure that disclosure to stock exchanges is made promptly.
(ii) The Company may also facilitate disclosure through the use of their dedicated Internet website.