Registered Office:
" Maithri "
132, Cathedral Road,
Chennai 600 086.
India.

Tel : 91 44 2811 2472
Fax : 91 44 2811 2449
URL : www.rane.co.in

CIN : L35999TN1936PLC002202

Rane Holdings Limited

RHL / 2015-16

May 28, 2015

Corporate Relationship Department, **BSE Limited (BSE)** 1st Floor, New Trading Ring, Phiroze Jeejeebhoy Towers, Dalal Street, **Mumbai 400 001**	Listing Department **National Stock Exchange of India Limited (NSE)** Exchange Plaza, 5th Floor, Plot No.C/1, 'G' Block, Bandra Kurla Complex Bandra (E), **Mumbai - 400 051.**
Scrip Code : 505800	**Stock Code : RANEHOLDIN**

Dear Sir / Madam,

Sub: Formulation of Code of Conduct and Code of Fair Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015
Ref: SEBI Circular No. CIR/ISD/01/2015 dated May 11, 2015

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and aforementioned circular, we hereby confirm that the Board of Directors has formulated and approved the **"Rane Code to regulate, monitor and report trading by insiders and practices and procedures for fair disclosure of unpublished price sensitive information".**

The code comprises of:

1. a detailed code of conduct to regulate, monitor and report trading by insiders in securities of the company (in accordance with Regulation 9 (1)); and
2. practices and procedures for fair disclosure of Unpublished price sensitive information (in accordance with Regulation 8 (1)).

We forward herewith, copy of the code of practices and procedures for fair disclosures as required under Regulation 8 (2). The same is also made available on the Company's website www.rane.co.in

We request you to kindly take the above on record.

Thanking you

Yours faithfully,
For Rane Holdings Limited

C. Siva
Secretary
Encl: a/a

RANE HOLDINGS LTD. "MAITHRI" 132 CATHEDRAL ROAD CHENNAI-600 086

Rane Holdings Limited

Code of fair disclosure practices and procedures for disclosure of UPSI

The Company shall adhere to the following principles/practices to ensure fair disclosures of events and occurrences and while dealing with unpublished price sensitive information:

1. *Prompt public disclosure of unpublished price sensitive information that would impact price discovery as soon as credible and concrete information comes into being in order to make such information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. *Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.*
3. *Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.*
4. *Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.*
5. *Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.*
6. *Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.*
7. *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.*
8. *Handling of all unpublished price sensitive information on a need-to-know basis.*

This Code is effective May 15, 2015 and is subject to review from time to time by the Board of Directors.

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