

1. Background

The Securities and Exchange Board of India (“SEBI”) has formulated the new SEBI (Prohibition of Insider Trading) Regulations, 2015 on 15th January, 2015, applicable from 15th May, 2015. As per these Regulations, a Company Listed on any Indian Stock Exchange shall initiate and implement a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“the Code”) for Prevention of Insider Trading. In pursuance of the above, this new Code which is titled as “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”, hereinafter referred to as the “Fair Disclosure Code” is being implemented.

This Fair Disclosure Code has been approved by the Board of Directors of the Company and shall be effective from the date written herein above.

2. Definitions

2.1 “Chief Investor Relations Officer” or “CIO” means the Head of Investor Relations function.

2.2 “Company” means Mideast (India) Limited.

2.3 “Company Secretary” means the Company Secretary of the Company appointed in terms of the Resolution passed by the Board of the Company in compliance with the provisions of the Companies Act, 1956 or Companies Act, 2013.

2.4 “Compliance Officer” means Company Secretary of Mideast (India) Limited or any other Senior Officer, designated so from time to time, appointed in compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2.5 “SEBI” means the Securities and Exchange Board of India.

2.6 “SEBI (Prohibition of Insider Trading) Regulations, 2015” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto from time to time.

2.7 “Unpublished Price Sensitive Information (UPSI)” means any information relating to the Company or its Securities, directly or indirectly, that is not generally available, but which upon becoming generally available, is likely to materially affect the price of the Securities of the Company and includes, but is not restricted to information relating to the following:

- a) Financial Results;
- b) Dividends;
- c) Change in Capital Structure;
- d) Any Amalgamation, Mergers, De-mergers, Acquisitions/ Takeovers, Delisting proceedings and such other transactions involving the Company;
- e) Changes in Key Managerial Personnel;
- f) Material events in accordance with the Listing Agreement;
- g) Any other event as may be notified by the Company, from time to time.

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those Legislations.

3. Procedure for dissemination of Unpublished Price Sensitive Information

- 3.1 All UPSI shall be handled on a need- to-know basis.
- 3.2 The Company will make prompt Public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 3.3 The Company will make uniform and universal dissemination of UPSI to avoid selective disclosure.
- 3.4 The text of all communications covering UPSI to the Stock Exchanges shall be approved by the Chief Executive Officer or Chief Financial Officer before release.
- 3.5 Designation of a Senior Officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
- 3.6 Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 3.7 Appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities.
- 3.8 Ensuring that information shared with Analysts and Research personnel is not UPSI.
- 3.9 Developing best practices to make presentations of Investors Relations Conferences available on the Corporate website to ensure official confirmation and documentation on disclosures made.

4. Chief Investors Relation Officer (“CIO”) and other Spokespersons

- 4.1 The CIO will deal with the dissemination and disclosure of UPSI. The Company Secretary will presently act as CIO. In addition to CIO, the following persons (“Authorised Spokespersons”) are also authorized to communicate with the Investors, Research Analysts and representatives of the Media, in co-ordination with the CIO:
 - a) All Executive Directors
 - b) Managing Director (“MD”)
 - c) Chief Financial Officer (“CFO”)For any specific event or occasion, one or more Company officials may be authorised by the Executive Director to interact with Investors, Research Analysts and representatives of the Media.
- 4.2 The Company Secretary shall disseminate / disclose the information to the Stock Exchanges where the Securities of the Company are Listed.

5. **Silent Period**

During the period when the Trading Window is closed, any Officer of the Company will not discuss or comment on any aspect of recent Financial performance of the Company to any Investor, Research Analyst or Media representative to avoid any inadvertent disclosure of UPSI on selective basis. The Trading Window will be closed 7 days prior to the Board Meeting at which UPSI will be discussed and will re-open 48 hours after the public announcement of UPSI by the Company.

6. **Miscellaneous**

6.1 This Fair Disclosure Code shall remain in force until withdrawn by the Board of Directors.

6.2 The Company reserves all right to modify and/or amend this Code at any time. This Code and subsequent amendment(s) thereto, shall be uploaded on the website of the Company.
