



Usha Martin Limited

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CIN : L31400WB1986PLC091621
Website : www.ushamartin.com

UML/SECT/

8th August, 2017

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
[Scrip Code: USHAMART]

The Secretary
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal
Street
Mumbai – 400 001
[Scrip Code: 517146]

Societe de la Bourse de Luxembourg
Societe Anonyme/R.C.B 6222
B.P.165, L-2011 Luxembourg
[Scrip Code: US9173002042]

Dear Sir(s),

Pursuant to Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, this is to inform you that the Board of Directors of the Company at their meeting held today have approved modification in "**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**". A copy of the modified code is enclosed for your ready reference and record.

Thanking you,

Yours faithfully,
For Usha Martin Limited


Shampa Ghosh Ray
Company Secretary

Encl: as above

USHA MARTIN LIMITED
Code of Practices and Procedures for
Fair Disclosure of Unpublished Price Sensitive Information

SEBI (Prohibition of Insider Trading Regulations) 2015, which came into effect from 15th May, 2015, *inter-alia* requires listed companies to frame a Code of Fair Disclosure Practice in accordance with the principles of Fair Disclosure specified there under. Accordingly, this Code of Fair Disclosure Practice has been prepared to lay down the requirement of making prompt publication / disclosure of unpublished price sensitive information to public.

I) Definition:

A) ***Unpublished Price Sensitive Information*** shall mean any information, relating to the Company or its securities, directly or indirectly, that is not generally available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 and shall, ordinarily including but not restricted to, information relating to the following:

- 1) Financial results ;
- 2) Dividends ;
- 3) Change in capital structure ;
- 4) Mergers, de – mergers, acquisitions, disposals and expansion of business and such other transactions;
- 5) Changes in key management personnel;
- 6) Material events in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

II) ***Disclosure of price sensitive information:*** The Company shall make prompt public disclosure of Unpublished Price Sensitive Information, subject to obtaining such approval as it may be required to be obtained, so far as to ensure credible and concrete information are made available to the public to facilitate price discovery of its' securities. The Company shall follow the principle of making universal dissemination of the Unpublished Price Sensitive Information mentioned under Clause 1 (a) above to ensure avoidance of making selective disclosure of such information.

Further, the Company shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise so that such information is generally available.

III) ***Chief Investor Officer:*** The Company Secretary of the Company shall act as Chief Investor Officer for dealing with dissemination of information and disclosure of unpublished price sensitive information.

IV) ***Verification of market rumours:*** The Company shall ensure that appropriate and fair response is given to queries on news reports and requests received for verification of market rumours from regulatory authorities.



V) ***Sharing of Unpublished Price Sensitive Information:*** The Company shall ensure that the information that has been shared with analysts and research personnel is not Unpublished Price sensitive Information.

VI) ***Presentation to Analysts:*** The Company shall upload the presentations and any other information made to analysts on its' website www.ushamartin.com

Further, the Company may publish transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.

VII) ***Dissemination of information on need-to know basis:*** The Company shall ensure handling of all Unpublished Price Sensitive Information on a need-to-know basis.

This Code has been approved by the Board of Directors of Usha Martin Limited.

