

THE INDUSTRIAL & PRUDENTIAL INVESTMENT Co. LTD.

Regd. Office:

125, Maker Chambers III, Nariman Point,
Mumbai-400021. • Telephone: 22854243

Email: indpru@vsnl.net
Ref: 150048/05/2015

Date: May 28, 2015

To

MS. BHUVANA SRIRAM,
Relationship Manager,
Corporate Relationship Department,
Bombay Stock Exchange Ltd,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI 400 023.

Dear Sirs,

Re: COMPANY CODE 501298, ISIN : INE 620D01011.

Sub: Codes of Fair Disclosure and Conduct

In terms of Clause No. 8(1) of the Notification dated 15th January, 2015 of Securities and Exchange Board of India we enclose the Codes of Fair Disclosure and Conduct adopted at the Board Meeting held today.

Thanking you,

Yours faithfully,

For **INDUSTRIAL & PRUDENTIAL INVESTMENT CO. LTD.**


(A. V. SETALVAD)
DIRECTOR.

Encl: as above

Regd. Office:

125, Maker Chambers III, Nariman Point,

Mumbai-400021. • Telephone: 22854243

Email: indpru@vsnl.net

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION
[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading)
Regulations, 2015]**

The Board of Directors of The Industrial & Prudential Investment Company Limited (hereinafter referred to as "Company") has adopted the following Principles of Fair Disclosure for purposes of 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information'. It has come into force w.e.f. 15 May 2015.

1. CORPORATE DISCLOSURE POLICY

To ensure timely and adequate disclosure of UPSI, the policy set out in this Fair Disclosure Code shall be followed by the Company.

2. PROMPT DISCLOSURE OF UPSI

- a. The Company shall ensure prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b. The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
- c. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.


- d. The Company shall handle all unpublished price sensitive information on a need to know basis.

3. OVERSEEING AND CO-ORDINATING DISCLOSURE

The Company Secretary & Compliance Officer of the Company shall act as the Chief Investor Relations Officer of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015 to deal with dissemination of information and disclosure of unpublished price sensitive information.

4. DISCLOSURE/DISSEMINATION OF UPSI WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS, MEDIA

- a. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- b. The Company will ensure that information shared with analysts and research personnel, if any, is not UPSI.
- c. The Company shall develop and follow 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.

The Industrial & Prudential Investment Co. Ltd.,

A. V. SETALVAD
Director