

NMDC LIMITED

Regd. Office: 10-3-311/A, Khanij Bhavan, Castle Hills, Masab Tank, Hyderabad – 500028

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

{PURSUANT TO REGULATION 8(1) OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015}

NMDC Limited in order to adhere to the following principles formulated a code of practices and procedures for fair disclosure to ensure timely and adequate disclosure of unpublished price sensitive information relating to events and occurrences that would impact price discovery in the market for Equity Shares (Securities) of the Company:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.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of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.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 Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.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 rumors 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 Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.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 Handling of all unpublished price sensitive information on a need-to-know basis.

I. Overseeing and coordinating disclosure

The Company Secretary and in his absence any Executive not below the rank of General Manager as may be nominated by the Chairman-cum-Managing Director shall be the Chief Investor Relations Officer. The Chief Investor Relations Officer shall be responsible for ensuring timely and adequate disclosure of Price Sensitive Information pursuant to this Code as required under the Regulation.

The Chief Investor Relations Officer with the approval of the Chairman-cum-Managing Director shall be responsible for continuous disclosure requirements, overseeing and coordinating disclosure of Price Sensitive Information to the Stock Exchanges, Analysts, Shareholders and Media and educating Staff on disclosure policies and procedures.

II. Guidelines for interacting with Media & External Public

All disclosures/dissemination whatsoever of any information (save and except disclosure required to be made under law or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval. Any such information shall be made public or published on behalf of the Company by the Chief Investor Relations Officer only if the same is approved by the Chairman-cum-Managing Director.

Should any dissemination of information on behalf of the Company takes place without prior approval referred above, out of accidental omission, by any Employee or Director of the Company, such Employee/Director shall forthwith inform immediately the Chief Investor Relations Officer about such disclosure irrespective of the fact whether such information is Price Sensitive or not.

III. Responding to market rumors

The Employees / Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from Stock Exchanges or from Press or Media or from any other source to the Chief Investor Relations Officer.

The Chief Investor Relations Officer shall on receipt of requests as aforesaid, consult and seek consent of the Chairman-cum-Managing Director as the case may be and respond to the same without delay.

The Chief Investor Relations Officer shall be also responsible for deciding in consultation and approval of the Chairman-cum-Managing Director of the Company as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures.

All the requests/queries received shall be documented and so far as practicable, Chief Investor Relations Officer, as the case may be, shall request for such queries / requests in writing. No disclosure in response to the queries / request shall be made by the Chief Investor Relations Officer unless the Chairman-cum-Managing Director approves the same.

IV. Timely reporting of shareholdings/ownership and changes in ownership

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchanges Listing Agreements and/or any rules, regulations made under the Securities and Exchange Board of India Act, 1992 are made in a timely and adequate manner. The Compliance Officer shall ensure that the Company complies with the disclosure requirements. Any such shareholding / ownership reporting by the Compliance Officer shall also be reported to the Chairman-cum-Managing Director from time to time.

V. Disclosure/ dissemination of Unpublished price sensitive information with special reference to analysts, institutional investors

Other than the Directors no person, except those authorized by the Chief Investor Relations Officer shall disclose any information relating to the Company's Securities to Analysts/Research Persons and Institutional Investors. The Chief Investor Relations Officer shall be invited to the meetings / conferences, road shows etc. organized by the Company with the Analysts/Research Persons and Institutional Investors.

All the Officers and other Designated Employees of the Company should follow the guidelines given hereunder while dealing with Analysts/Research Persons and Institutional Investors:-

a) Sharing of non public information:

The Directors/ other Officers, Employees authorized by the Director (Finance) shall provide only public information to the analysts/ research persons/ large investors like institutions. In case non-public Information is proposed to be provided, the person proposing to do so shall provide information shall consult the Chief Investor Relations Officer in advance. The Chief Investor Relations Officer in such cases shall ensure that that the Information provided to the analyst/research person/investor is simultaneously made public at the earliest under intimation to the Chief Investor Relations Officer.

The Directors/ other Officers, Employees shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

b) Handling of unanticipated questions

The Chief Investor Relations Officer should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Director (Finance) and the Chairman-cum-Managing Director. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the Chief Investor Relations Officer shall report the same to the Director (Finance) and Chairman-cum-Managing Director and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement and respond to such unanticipated questions.

c) Recording of discussion

All the analyst, broker or Institutional investor meetings shall be attended by the Chief Investor Relations Officer and another senior employee(s) of the Company as may be notified by the Chief Investor Relations Officer with the approval of the Director (Finance). All the discussion during the meetings will be recorded.

d) Simultaneous release of information

Whenever the Chief Investor Relations Officer proposes to organize meetings with investment analysts/institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Chief Investor Relations Officer shall be responsible for vetting of the text of the information to be posted on the Company's website with the approval of the Director (Finance) and/ or the Chairman-cum-Managing Director.

VI. Medium of disclosure/ dissemination

The Chief Investor Relations Officer with approval of the Director (Finance) and /or the Chairman-cum-Managing Director shall disseminate all Unpublished Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press.

As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's website: www.nmdc.co.in by the Chief Investor Relations Officer. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

The information filed by the Company with the Stock Exchanges under the Stock Exchanges Listing Agreement shall also be posted on the Company's website.