



**MILLENNIUM ENGINEERS AND  
CONTRACTORS LIMITED**  
(Formerly Known as Millennium Engineers  
and Contractors Private Limited)

Registered Office: Elite Transbay, Office No. 501 TO 504, 3, H No. 22 & 23, Nr Mitcon Road,  
Balewadi, Pune -411045, Maharashtra, India

CIN: U45202PN1999PLC013609

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

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**1. Preface**

The Securities and Exchange Board of India (SEBI) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations) on January, 2015, which is effective from May 15, 2015. Pursuant to Regulation 8 of the Regulations, Millennium Engineers And Contractors Limited is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Fair Disclosure Code). Accordingly, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information was formulated by the Company. Accordingly a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information was formulated by the Company.

**2. Scope**

The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. To achieve these objectives, and in compliance with the aforesaid Regulations, the Company has adopted this Fair Disclosure Code.

This Code ensures timely and adequate disclosure of Unpublished Price Sensitive Information which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.

Millennium Engineers And Contractors Limited is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

**3. Terms and Definition**

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or 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 the rules and regulations made thereunder, as the case may be or in any amendment thereto.

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### **4. Chief Investor Relations Officer**

Millennium Engineers And Contractors Limited shall have a designated official as its designated Chief Investor Relations Officer (“CIRO”) who will be responsible for dealing with dissemination of information and disclosure of Unpublished Price Sensitive Information to the Stock Exchange(s), Analysts, Shareholders, Media etc. Information disclosure/ dissemination needs to be approved in advance by the Chief Investor Relations Officer.

If information is accidentally disclosed without prior approval, the person responsible should inform the Chief Investor Relations Officer immediately.

### **5. Principles of Fair Disclosure**

To adhere to the principles as mentioned in Schedule A to the Regulations, Millennium Engineers And Contractors Limited shall ensure the following:

- 5.1 The Company shall ensure prompt 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.
- 5.2 The Company shall make uniform and universal dissemination of Unpublished Price Sensitive Information in a timely manner to avoid selective disclosure. Upon the information being submitted with the Stock Exchange(s), the information shall be deemed to be generally available and shall no longer be treated as Unpublished Price Sensitive Information. The company shall disclosing the same on its website. The company shall upload on Company’s website financial results and all investor presentations pertaining to such financial results for reference of the general public.
- 5.3 Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchange(s), the media or others unless authorised to do so by the Chief Investor Relations Officer or by the Managing Director of the Company or any other office as may be decided by the Board of Directors of Millennium Engineers And Contractors Limited (including any committee of the Board of Directors) in this regard.
- 5.4 The Company shall promptly disseminate the Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

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5.5 The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchange(s), etc.

(Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).

5.6 The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information and shall develop best practices to ensure official confirmation and documentation of disclosures made in the meetings with analysts and other investor relations conferences, are available on the official website.

5.7 The Company shall communicate with its Institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company may also participate at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts shall be based on generally available information that is accessible to the public on a non-discriminative basis. The Company shall adopt 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. Details relating to performance and financial results shall be disseminated to the shareholders through the press releases and uploaded on the Company's website.

5.8 The Company shall handle all Unpublished Price Sensitive Information on a need-to-know basis. Unpublished Price Sensitive Information, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

5.9 The term 'legitimate purpose' for which UPSI may be communicated, provided or allowed access to, by an insider to any person including other insiders, shall include sharing of UPSI in the ordinary course of business by an insider with business partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors or other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations for trading in the securities of the Company when in possession of UPSI. Further, any person in possession of UPSI, shall be treated as an Insider for all the purposes under the Regulations and the Code of Conduct formulated by the Company to regulate, monitor and report trading by the 'Designated Persons'.

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5.10 The Compliance Officer is designated as the Chief Investor Relation Officer for the purpose of aforesaid SEBI Regulation and for handling the dissemination of information and disclosure of Unpublished Price Sensitive Information. In the absence of the Compliance Officer, such other officer as may be authorized by the Board.

**6. Review/ Amendment**

The Board of Directors may review and amend this Code, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.**

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