

ROSSELL INDIA LIMITED



Date: 5th February, 2019

Department of Corporate Services BSE Limited Ground Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400 001 Scrip Code: 533168	National Stock Exchange of India Limited Listing Department, Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 Symbol : ROSSELLIND	The Secretary The Calcutta Stock Exchange Ltd., 7, Lyons Range, Kolkata – 700 001
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Dear Sir,

Sub: Submission of Code of Practice and Procedure for Fair Disclosure of the Company as amended in terms of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

In compliance with Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("the Regulations"), the Board of Directors of the Company in their meeting held today i.e. 5th February, 2019 had amended the existing Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

In Compliance with the Regulation 8(2) of the Regulations, please find enclosed a copy of the aforesaid code for your information and records.

Yours faithfully,
For **ROSSELL INDIA LTD.**

(N K KHURANA)
DIRECTOR (FINANCE) and
COMPANY SECRETARY

Encl: As above



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015] [SEBI (PIT) Regulations]

[Originally framed on 29th May, 2015 and amended on 5th February, 2019]

INTRODUCTION

The Board of Directors of the Company, at its Meeting held on 29th May, 2015 has framed the Code of Practice for Fair Disclosure of unpublished price sensitive information in adherence of the principles of fair disclosure enumerated under Schedule A to the SEBI (PIT) Regulations, 2015. The SEBI, vide its notification dated 31st December, 2018, has amended the said Regulation by enforcing the SEBI (PIT) (Amendment) Regulations, 2018, to be made effective from 1st April, 2019. Accordingly, the Code of Practice and Procedure for Fair Disclosure of the Company is being amended in compliance with the requirements of SEBI (PIT) (Amendment) Regulations, 2018.

OBJECTIVE

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information, which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.

The Board of Directors of Rossell India Limited have always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company and the members of the Board, Officers, all employees and connected persons shall adhere to the Company's Code of Fair Disclosure practices to deal with unpublished price sensitive information in letter as well as in spirit.

DEFINITIONS

1. **'Compliance Officer'** - for the purpose of these regulations means the Company Secretary of the Company.
2. **'Chief Investors Relations Officer'** - means Compliance Officer of the Company.
3. **"Unpublished price sensitive information" ("UPS")** - means any information, relating to a 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 financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting's,



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disposals and expansion of business and such other transactions and changes in Key Managerial Personnel.

4. **"Generally Available Information"** - means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a Stock Exchange, would ordinarily be considered as Generally Available Information.

CODE OF FAIR DISCLOSURE

1. The Company shall ensure 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.
2. The Company shall ensure Uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Company Secretary/ Compliance Officer of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of UPSI.
4. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel, if any, is not UPSI.
7. 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.
8. The Company shall handle all UPSI on a need to know basis.
9. Sharing of UPSI in the ordinary course of business with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants shall be considered as disclosure for "legitimate purposes", provided that such sharing has not been carried out to circumvent the prohibitions of SEBI (PIT) Regulations.



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10. A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom UPSI is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.
11. Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI (PIT) Regulations and such persons are also required to ensure the confidentiality of such information shared with them, in compliance with the said regulations.

This Amended Code of Practices and Procedure for Fair Disclosure of UPSI has been adopted by the Board of Directors of Rossell India Limited at its meeting held on 5th February, 2019.

Note: The following clauses has been incorporated on 5th February, 2019 pursuant to SEBI (PIT) (Amendment) Regulations, 2018

- a) Definition of 'Unpublished Price Sensitive Information' under clause 3 of the Definition clause.
- b) Clause 9 to 11 of the Code of Fair Disclosure

