

ROSSELL INDIA LIMITED



3rd August, 2021

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

Sub.: **Disclosures under Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 – Amended Code of Conduct for Prohibition of Insider Trading (Rossell Insider Code).**

In terms of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI Circular No. CIR/ISD/01/2015 dated 11th May, 2015, we enclose herewith the Company's amended Code of Conduct for Prohibition of Insider Trading (Rossell Insider Code), duly approved by the Board of Directors at their Meeting held on 3rd August, 2021 in compliance with the requirements of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020 and SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2021/19 dated 9th February, 2021.

The amended code is also available on the website of the Company www.rossellindia.com.

Kindly take the above on your record.

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


(N. K. KHURANA)
DIRECTOR (FINANCE) AND
COMPANY SECRETARY

Encl.: as above



CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING (ROSSELL INSIDER CODE)

[A Code of Conduct to regulate, monitor and report trading by Insiders pursuant to Regulation 9 (1) of the SEBI (Prohibition of Insider Trading) Regulations 2015]

[Adopted by the Board of Directors of Rosell India Limited on 29th May, 2015 and amended on 03rd August, 2021]

INTRODUCTION

1. The "ROSSELL INSIDER CODE" is applicable with effect from 29th May, 2015.
2. In consideration to the amendment in provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company, at its Meeting held on 03rd August, 2021 has amended the ROSSELL INSIDER CODE, a Code of conduct for Prohibition of Insider Trading.
3. The amended Rosell Insider Code shall be deemed to be applicable to the Company with retrospective effect from 1st April, 2021.

APPLICABILITY

4. This Rosell Insider Code is applicable to all Designated Employees, Connected Persons, Promoter and Promoter Group of the Company.

DEFINITIONS

4.1 **Compliance Officer** for the purpose of this Code means the Company Secretary of the Company.

4.2 **Designated Employees** shall cover the following:

- All Directors, whether executive, non-executive or independent
- Chief Executive Officer (CEO),
- Chief Financial Officer (CFO),
- Company Secretary;
- Heads, Executive Vice Presidents, Senior Vice President
- Presidents, Vice Presidents, General Managers or any other employee having the similar function, irrespective of his designation in the Company.
- Other Employees involved in finance and accounts function or such allied areas as may be decided by the Board of Directors in consultation with the Compliance Officer.

4.3 **Designated Persons** shall mean the Designated Employees and Connected Persons.



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4.4 **Immediate Relative** means spouse of such person and includes parent, siblings and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

4.4 **Securities** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a Mutual Fund.

4.5 **Promoter and Promoter group** shall have the same meaning assigned to them in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

4.6 **Trading day** means a day on which BSE Limited and/or NSEIL are open for trading.

4.7 All the other terms used in the Rosell Insider Code shall have the same meaning as assigned to them under the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended)

TRADING IN SECURITIES

5. Designated Persons when in possession of any unpublished price sensitive information, as defined in the Regulations, pertaining to the Company:
 - 5.1 Shall not trade in securities of the Company, either on their own behalf or on behalf of any other person, except provided otherwise.
 - 5.2 Shall not communicate, counsel, procure or allow access to any unpublished price sensitive information to/from any person, except in furtherance of a legitimate object or performance of duties.
 - 5.3 Shall maintain the confidentiality of all unpublished price sensitive information. Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.
 - 5.4 All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the Company's business, performance of duties or discharge of his legal obligations.
6. In order to prevent the misuse of confidential information, the Company shall adopt a "Chinese Wall" policy separating those areas of the Company, which routinely have access to confidential information, viz. Accounts and Finance and other allied areas as decided by the Board of Directors for the purpose of Clause 4.2 above. This shall be regarded as "insider areas" as against those areas which deal with Sales/ Marketing, Purchase, Production, Administration or other departments providing support services, considered as "public areas".



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7. Designated Persons **and their immediate relatives** shall not trade in securities of the Company during the closure of the "Trading Window", i.e. the period during which trading in the securities of the Company is prohibited. **Trading Window shall be closed from the end of each quarter** and shall open not earlier than 48 (forty eight) hours after close of the Board Meeting, in which quarterly or half-yearly Financial Results or Annual Accounts are taken on record/ adopted by the Board. In case, there is no Board Meeting to be held, from the date at which any unpublished price sensitive information, including the following, take place or propose to take place:

- Issue of securities;
- Buyback and splitting of securities;
- Dividends;
- Significant expansion plans or new projects;
- Acquisition, amalgamation, merger, takeover of companies/ businesses and demerger;
- Disposal of whole or substantially the whole of any undertaking;
- Significant changes in plans or operations of the Company;
- Changes in Key Managerial Personnel (KMPs);
- Material events in accordance with listing agreement.

The **Trading Window shall open not earlier than 48 (forty eight) hours after close of the Meeting of the Board at which decisions in respect of the above events are taken, as may be considered appropriate by the Compliance Officer** taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors (including internal auditors, cost auditor and secretarial auditor), accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

8. Designated Persons shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

8.1 Trading plan shall not entail commencement of trading on behalf of the Designated Persons earlier than six months from the public disclosure of the plan.

8.2 Designated Persons shall not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced and the second trading day after the disclosure of such financial results.

8.3 The trading plan should not be for period of less than twelve months.

8.4 Designated Persons shall not entail overlap of any period for which another trading plan is already in existence.



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- 8.5 The trading plan should set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected.
- 8.6 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 8.7 The trading plan once approved shall be irrevocable and the Designated Persons shall mandatorily have to implement the plan.
- 8.8 If the unpublished price sensitive information is in the Designated Person's possession, the commencement of execution of the trading plan ought to be deferred till such unpublished price sensitive information becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4.
- 8.9 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.
9. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer (as per the Forms APC, UPC and PCA, prescribed under this code), if the value of the proposed trades exceeds 10,000 (Ten thousand) nos. of such securities or value of the securities to be traded exceeds 10 lakh rupees, whichever is lower at any point of time, in a month (either in one transaction or in a series of transactions). Trades, for which pre clearance has been obtained, shall be executed within 7 (seven) days after the approval of pre clearance is given, failing which a fresh pre-clearance shall be required. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed. Designated Person who is permitted to trade shall not execute a contra trade during next 6 (six) months following prior trade. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
10. **Every Promoter, member of Promoter group, Key Managerial personnel, Director and Designated Person** shall make following disclosures of Securities held in the Company by them to the Compliance Officer. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account.

DISCLOSURES

- 11.1 Disclosure of the holding shall be made by **every Promoter, member of Promoter group, Key Managerial personnel and Director** as on the date of these Regulations taking effect, to the Company within 30 (thirty) days of these Regulations taking effect as per Form A, prescribed under this code.



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- 11.2 Disclosure shall be made of the holding of securities of the Company by **every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the Promoter Group** as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a promoter as per the Form B, prescribed under this code.
- 11.3 Disclosure shall be made to the Company by every Promoter, **member of Promoter Group, Designated person, and Director** of the Company about the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of rupees Ten lakh or such other value as may be specified as per the Form C, prescribed under this code.
- 11.4 The Compliance Officer may, at its discretion, require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company as per Form D, prescribed under this code.

DUTY OF THE COMPLIANCE OFFICER

12. The Compliance Officer shall place before Stakeholders Relationship Committee as well as before the Audit Committee all the details of any trades approved as per clause 9, above in the securities by any Designated Employee of the Company on at least quarterly basis and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged in the Rossell Insider Code. However, in the event of no trading during the preceding quarter, Nil report shall be given to the Stakeholders Relationship Committee only. Further, the Compliance officer shall provide reports to the Chairman of Audit Committee and Chairman of the Board of Directors at regular intervals as and when any such Trading takes place.

CONSEQUENCES FOR NON-COMPLIANCE

13. Any contravention of the Rossell Insider Code shall be placed before the Stakeholder's Relationship Committee as well the Audit Committee. On the recommendation of the Audit Committee, the Board of Directors of the Company shall take necessary disciplinary action, which may include wage freeze, suspension, recovery etc. **Any amount collected for such contravention shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the SEBI Act.** Notwithstanding any penal action taken by the Company, it shall not in any way preclude SEBI from taking any action in violation of the Regulations or any other applicable laws and enactments.



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ALTERATIONS TO THE ROSSELL INSIDER CODE

14. The Board of Directors (including any Committee authorized in this regard), shall have liberty to make such alterations to this Code as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.



FORM A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: **ROSSELL INDIA LIMITED**

ISIN of the company: **INE847C01020**

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors/ Immediate relatives/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms	
		1	2		3	4	5	6	7

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name & Signature:

Designation:

Date:

Place:



FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)- Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company: **ROSSELL INDIA LIMITED**

ISIN of the company: **INE847C01020**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional Value in Rupees terms	Contract specifications	Number of units (contracts * lot size)	Notional Value in Rupees terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name:
Signature:
Designation
Date:
Place:



FORM C

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) - Continual Disclosures]**

Name of the company: **ROSSELL INDIA LIMITED**

ISIN of the company: **INE847C01020**

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & addresses with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESO Ps, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges



Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of Units (Contracts *lot size)	Notional Value	Number of Units (Contracts *lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation

Date:

Place:



FORM D

**SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7 (3) – Transactions by Other Connected persons as identified by the Company**

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company.	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESO Ps, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge/Revocation/Invocation/Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges



Details of trading in derivatives on the securities of the company by other connected persons as identified by the company.

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of Units (Contracts *lot size)	Notional Value	Number of Units (Contracts *lot size)	
16	17	18	19	20	21	22

Note In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:
 Designation
 Date:
 Place:

