

# ROSSELL INDIA LIMITED



3<sup>rd</sup> 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,

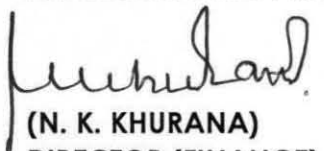
Sub.: **Disclosures under Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 – Amended Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information.**

In terms of Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, we enclose herewith the Company's amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, duly approved by the Board of Directors at their Meeting held on 3<sup>rd</sup> August, 2021 in compliance with the requirements of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020.

The amended code is also available on the website of the Company [www.rossellindia.com](http://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 PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES [Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

[Originally framed on 29<sup>th</sup> May, 2015 and amended on 5<sup>th</sup> February, 2019 and 03<sup>rd</sup> August,  
2021]

### INTRODUCTION

The Board of Directors of the Company, at its Meeting held on 29<sup>th</sup> May, 2015 has framed the Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information (UPSI) in adherence of the principles of fair disclosure enumerated Under Schedule A to the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code was amended on 5<sup>th</sup> February, 2019 by the Board of Directors of the Company after the enactment of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 made effective from 1<sup>st</sup> April, 2019.

The SEBI has further amended the said Regulation by enacting the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020, made effective from 17<sup>th</sup> July, 2020.

Accordingly, the present Code of Practices and Procedures for fair Disclosure of the Company is being amended in compliance with the requirements SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020.

### OBJECTIVE

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of UPSI, 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 and procedures to deal with UPSI 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 (UPSI)"**- 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



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and shall ordinarily including but not restricted to, information relating to financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting's, 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 purpose”, provided that such sharing has not been carried out to circumvent the Prohibitions of SEBI (Prevention of Insider Trading) Regulations.

10. **A structured digital database shall be maintained containing the nature of UPSI and the names of such persons who have shared the information and also the name of such person with whom information is shared under SEBI (Prevention of Insider Trading) Regulation, 2015 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 and checks such as time stamping and audit trails shall be maintained to ensure the non-tampering of the database.**
11. Any person in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered and “insider” for purpose of SEBI (Prevention of Insider Trading) Regulation, 2015 and such persons are also required to ensure the confidentiality of such information shared with them, in compliance with the said regulations.
12. **A structured digital database as envisaged in Clause 10 here-in-before, containing UPSI, shall be preserved for a period not less than Eight years after completion of relevant transactions and in case of any investigation or enforcement proceeding, the structured digital database shall be preserved till the completion of such proceedings.**

This Amended Code of Practices and Procedure for Fair Disclosure as above has been adopted by the Board of Directors of Rossell India Limited at its Meeting held on 03<sup>rd</sup> August, 2021.

