



RELIANCE CHEMOTEX INDUSTRIES LIMITED

Date: February 09, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

To,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051

Scrip Code: 503162

Trading Symbol: RELCHEMQ

Dear Sir/Madam,

Sub: - Outcome of Board Meeting held on Thursday, February 09, 2023

This has reference to our earlier letter dated February 01, 2023.

Pursuant to Regulation 30, 33 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board of Directors of Reliance Chemotex Industries Ltd. in their meeting held today i.e. Thursday, February 09, 2023, through video conferencing, which commenced at 11:55 a.m. and concluded at 12:20 p.m., inter alia transacted the following business:-

1. Approved the Un-audited Financial Results for the quarter/ nine-months ended on December 31, 2022 and took on record Limited Review Report thereon pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015. **(Enclosed herewith as Annexure-1);**

Further, the extract of financial results would also be published in the newspapers in compliance with Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said Unaudited Financial Results are also being uploaded on the Company's website at www.reliancechemotex.com.

2. Taken on record the following revised codes/ policies of the company. **(Enclosed herewith as Annexure-2);**
 - I. Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015
 - II. Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information
 - III. Policy on Corporate Social Responsibility
 - IV. Policy on Related Party Transactions



RELIANCE CHEMOTEX INDUSTRIES LIMITED

The said revised codes/ policies are also being uploaded on the Company's website at www.reliancechemotex.com.

Further, in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's code of conduct for Prohibition of Insider Trading, the "Trading Window" for trading in the shares of the Company will open from February 12, 2023 for the Designated Persons of the Company and their immediate relatives.

Kindly take the above information on record.

Thanking You,
For Reliance Chemotex Industries Ltd.

Utkarsh Gaur
Company Secretary & Compliance Officer
Membership No.: A60237

Encl: - As above



RELIANCE CHEMOTEX INDUSTRIES LIMITED

RELIANCE CHEMOTEX INDUSTRIES LIMITED

Regd. Office: Village Kanpur, Post Box No. 73, Udaipur, Rajasthan -313003

CIN: L40102RJ1977PLC001994

Telephone No: 0294-2490488, Fax No: 0294-2490067

Email: finance@reliancechemotex.com; Website: www.reliancechemotex.com

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2022

RS. IN LACS EXCEPT EPS

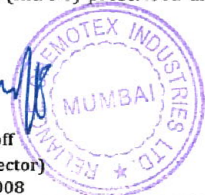
Sl. No.	Particulars	Quarter ended 31.12.2022 (Un-Audited)	Quarter ended 30.09.2022 (Un-Audited)	Quarter ended 31.12.2021 (Un-Audited)	9 Months ended 31.12.2022 (Un-Audited)	9 Months ended 31.12.2021 (Un-Audited)	Year ended 31.03.2022 (Audited)
1	Income						
	(a) Revenue from operation	9,214.33	9,256.70	8,685.44	28,519.60	25,825.94	36,177.23
	(b) Other Income	312.39	98.49	132.59	470.37	275.58	658.73
	Total Income (a+b)	9,526.72	9,355.19	8,818.03	28,989.97	26,101.52	36,835.96
2	Expenses						
	(a) Cost of Raw Materials Consumed	4,657.44	4,997.96	4,697.68	14,078.82	13,466.80	18,298.05
	(b) Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade, etc.	444.95	(251.92)	(713.72)	1,063.33	(829.24)	(544.32)
	(c) Employee Benefits Expense	1,218.95	1,214.80	1,111.28	3,610.27	3,279.02	4,710.75
	(d) Finance Cost	289.76	304.24	361.73	904.43	893.79	1,214.85
	(e) Depreciation and Amortization Expense	243.97	235.03	222.01	713.04	639.52	852.98
	(f) Power & Fuel	861.99	838.81	765.41	2,410.12	2,311.29	3,080.26
	(g) Other Expenses	1,341.87	1,522.16	1,735.26	4,816.53	4,601.55	6,488.26
	Total Expenses	9,058.93	8,861.08	8,179.65	27,596.54	24,362.73	34,100.83
3	Profit Before Tax (1-2)	467.79	494.11	638.38	1,393.43	1,738.79	2,735.13
4	Tax Expense						
	Current tax	83.00	88.00	108.00	249.00	305.00	501.00
	MAT Credit Entitlement	(51.26)	(4.80)	-	(66.46)	-	-
	Tax for earlier year	6.15	5.63	-	11.78	-	4.08
	Deferred Tax	117.17	73.76	99.76	234.35	257.46	416.83
5	Net Profit for the Period (3-4)	312.73	331.52	430.62	964.76	1,176.33	1,813.22
6	Other Comprehensive Income						
	Items that will not be re classified to Profit and Loss						
	i) Re-imbursment (gain/Loss) on defined benefit plan	14.51	14.52	2.96	43.54	8.89	58.05
	ii) Tax on (i) above	(4.22)	(4.23)	(0.86)	(12.68)	(2.59)	(16.90)
7	Total Comprehensive Income for the Period (5+6)	323.02	341.81	432.72	995.62	1,182.63	1,854.37
8	Paid-up Equity Share Capital (Face value of Rs.10/- per Share)	754.36	754.36	754.36	754.36	754.36	754.36
9	Other Equity						11,386.41
10	Basic & Diluted EPS (Rs.) (not annualised)	4.15	4.39	5.71	12.79	15.59	24.04

Notes:

- The above Financial Results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 9th February 2023.
- Figures for the previous periods are re-classified/re-arranged/re-grouped, wherever necessary, to correspond with the current period's classification/disclosure.
- The above statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under section 133 of the Companies Act, 2013 and other recognised accounting practices to the extent applicable.
- The Company has only one reportable primary business segment i.e. Yarns.

Date : 09.02.2023


Sanjiv Shroff
(Managing Director)
DIN: 00296008



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Registered Office & Mills-Village Kanpur, Udaipur - 313 003 (Raj.)
Phone : +91 294 2491489 / 90 Fax : +91 294 2490067

CIN L40102RJ1977PLC001994

Limited Review Report on Quarterly and Nine Monthly Unaudited Financial Results of Reliance Chemotex Industries Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
**Board of Director of
Reliance Chemotex Industries Limited**

We have reviewed the accompanying statement of unaudited financial results ('the Statement') of **Reliance Chemotex Industries Limited** ("the Company") for the quarter and nine months ended 31st December 2022 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended including relevant circular issued by the SEBI from time to time.

This Statement, which is the responsibility of the company's management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to issue a report on the Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "**Review of Interim Financial Information Performed by the Independent Auditors of the Entity**", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.

Place: New Delhi
Date:09.02.2023

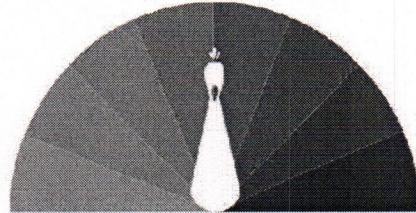


For Jain Pramod Jain & Co.
Chartered Accountants
(Firm Registration No. 016746 N)

P. K. Jain

(P.K.Jain)
Partner

Membership No. 010479



RELIANCE CHEMOTEX INDUSTRIES

CODE OF CONDUCT UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

Version Control		
Sl. No.	Approving Authority	Date of Approval / Amendment
1.	Board of Directors	30 March 2015
2.	Board of Directors	09 February 2023

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

1. INTRODUCTION AND APPLICABILITY

Pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, all listed companies are required to implement a Code of Conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving the compliance with the aforementioned regulations.

This Code of Conduct may be known as “RCIL Code of Conduct for Prohibition of Insider Trading” (herein after referred to as the “Code of Conduct”). The Code has been designed to enhance the standards of governance and comply with the stated regulation.

Applicability:

The following designated persons have been covered under this Code of Conduct on the basis of their role and function and the access that such role and function would provide to Unpublished Price Sensitive Information (UPSI) in addition to seniority and professional designation:

1. Promoter and Promoter Group;
2. Directors;
3. Company Secretary and Chief Financial Officer;
4. Connected Persons as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
5. Employees of the company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
6. All promoters who are individuals or investment companies for intermediaries or fiduciaries;
7. Employees upto two levels below Chief Financial Officer of the company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
8. Any support staff of the company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

This Policy has been adopted by the Board at its meeting held on 09 February 2023 and will come into effect on 09 February 2023

2. DEFINITIONS:

1. “Act” means the Securities and Exchange Board of India Act, 1992 and any amendments thereto;

2. **“Board”** means the Securities and Exchange Board of India;
3. **“Board of Directors”** means the Board of Directors of Reliance Chemotex Industries Ltd.;
4. **“Code of Conduct”** shall mean this Code of Conduct as amended from time to time;
5. **“Company”** means Reliance Chemotex Industries Ltd.;
6. **“Companies Act”** means Companies Act, 2013 and the Rules made there under and any amendments thereto;
7. **“Compliance Officer”** means Company Secretary or such other senior officer, designated so and reporting to the board of directors or head of the organization in case board of directors is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the listed company.
8. **“Connected Person”** means:
 - i. any person who is or has during six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or any employee of the Company or holds any position including professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established—
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognized or authorised by the Board of directors; or
 - (i) a banker of the Company; or

- (j) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of a company or his immediate relative or banker of the Company, has more than ten percent of the holding or Interest;

9. **“Designated Person(s)”** means:

- i. All promoters and members of the promoter group of the Company;
- ii. Members of the Board of Directors of the Company;
- iii. Company Secretary, Chief Financial Officer;
- iv. Auditors of the Company;
- v. All employees of the Accounts, Finance, Legal & Secretarial Department of the Company;
- vi. Employees upto two levels below of Chief Financial Officer of the Company irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- vii. Any support staff of the Company, such as IT staff or secretarial staff, Legal Staff, Finance Staff who have access to unpublished price sensitive information;
- viii. Person in possession of or having access to unpublished price sensitive information.

10. **“Fiduciary”** shall mean professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks, etc. assisting or advising listed companies.

11. **“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 generally available.)

12. **“Immediate Relative”** means a spouse of a person, and includes parent, sibling 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;

Note: It is intended that the immediate relatives of a “connected person” too become connected persons for purposes of these regulations. Indeed, this is a rebuttable presumption.

13. **“Insider”** means a person who is:

- i. a connected person; or
- ii. in possession of or having access to unpublished price sensitive information;

14. **“Key Managerial Person or “KMP”** means person as defined in Section 2(51) of the Companies Act, 2013 as amended from time to time;

15. **“Legitimate purpose”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of these regulations.

16. **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
17. **“Promoter group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
18. **“Regulations”** mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereto;
19. **“Relatives”** means a person, as defined in Section 2 (77) of the Companies Act, 2013 and any other amendments thereto;
20. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;
21. **“Specified”** means specified by SEBI in writing;
22. **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
23. **“Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly;
24. **“Trading day”** means a day on which recognized stock exchange are open for trading;
25. **“Unpublished Price Sensitive Information”** 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 include but not restricted to information relating to the following:-
 - i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - v. changes in the key managerial personnel; and
 - vi. material events in accordance with the listing regulations.

3. ROLE OF COMPLIANCE OFFICER

1. The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

2. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

4. **COMMUNICATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

1. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
2. An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
 - (i) Entail an obligation to make an open offer under the Takeover Regulations where the board of directors is of informed opinion that sharing of such information is in the best interests of the company;
 - (ii) Not attract the obligation to make an open offer under the Takeover Regulations but where the board of directors is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine and it shall be adequate and fair to cover all relevant and material facts.
3. The board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
4. The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
5. The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

Need to Know:

- i. "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- ii. All non-public information directly received by any employee should immediately be reported to the head of the department.
- iii. Limited access to confidential information Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

5. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. No insider shall trade in securities when in possession of unpublished price sensitive information:

When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

- (i) the transaction is an off-market *inter-se* transfer between [insiders] who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.
Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.
- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;
- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- (v) in the case of non-individual insiders: –
 - a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such

unpublished price sensitive information when they took the decision to trade; and

- b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
 - c) the trades were pursuant to a trading plan set up in accordance with regulation 6.
2. In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.
 3. The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

6. **TRADING PLANS**

1. An insider 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.
2. Trading plan shall:—
 - (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - (ii) 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 by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) 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; and
 - (vi) not entail trading in securities for market abuse.
3. 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 as per the provisions of the Regulations.
4. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the

Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the plan shall be deferred until such unpublished price sensitive information becomes generally available information.

Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

5. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

7. TRADING WINDOW AND ITS CLOSURE

1. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
2. Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.
3. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
4. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as stipulated by the board of directors.

Pre-clearance of trades.

1. Designated Persons shall require prior clearance from the Compliance Officer in respect of purchase/sale of securities of the Company, where the deal is exceeding minimum threshold limit of 10,000 shares or where the transaction value of the Securities intended to be traded exceeds Rs. 10 Lakh (market value) (purchase/sale consideration) during a Calendar Quarter (either in one transaction or in a series of transactions). Such purchase/sale of securities by the Compliance Officer shall require prior clearance from the Chairman or from such other person as may be decided by the Board of Directors of the company from time to time. An application for pre-clearance and undertaking shall be submitted to the Compliance Officer.
2. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

3. The trades that have been pre-cleared shall be executed by the designated person in not more than seven trading days, failing which fresh pre-clearance would be needed for the trades to be executed.
4. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. 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.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

5. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
6. For the purpose of pre-clearance, an application shall be made to the Compliance Officer.
7. An undertaking, shall be executed in favour of the Company by such designated person incorporating, inter alia, the following clauses, as may be applicable:
 - a. That the designated person does not have any access to or has not received any Price sensitive information up to the time of signing the undertaking.
 - b. That in case the designated person has access to or receives Price sensitive information after the signing of the undertaking but before the execution of the transaction, the designated person shall inform the compliance officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - c. That he/she has not contravened the code as notified by the Company from time to time.
 - d. That he/she has made a full and true disclosure in the matter.

8. DISCLOSURES OF TRADING BY INSIDERS.

A. General Provisions.

1. Every public disclosure under this part shall be made in such form as maybe specified.
2. The disclosures to be made by any person under this part shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
3. The disclosures made under this part shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

9. DISCLOSURES BY CERTAIN PERSONS.

1. Initial Disclosures

- a 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 shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

2. Continual Disclosures

- a Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within 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 ten lakh rupees or such other value as may be specified;
- b Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- c The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

3. Disclosures by other connected persons.

Any company whose securities are listed on a stock exchange 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 in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

4. Annual submissions

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have

graduated and names of their past employers shall also be disclosed on a one time basis.

10. **MECHANISM FOR PREVENTION OF INSIDER TRADING**

In order to comply with the provisions of SEBI (Prohibition of Insider Regulations), 2015, the Board has approved and adopted the below measures for preventing insider trading:

1. The Board of Directors shall formulate and publish on the official website of the Company, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow to adhere to each of the principles as set out under Schedule A of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

Every such code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchange.

2. The Managing Director of the Company must ensure that there remains an adequate and effective system of internal controls in place which ensures compliance with the SEBI (Prohibition of Insider Trading) Regulations including periodic process review to evaluate the effectiveness of such internal controls;
3. All the employees who have access to unpublished price sensitive information shall be identified as designated employees;
4. All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of aforementioned regulations.
5. Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by the aforementioned regulations;
6. Lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
7. The Board of Directors must spread awareness amongst the insiders regarding the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.
8. All other relevant requirements specified under the aforementioned regulations shall be complied with;
9. The Audit committee shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

10. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as maybe stipulated by the board of directors but not less than once in a year.
 11. If it is observed by the company that there has been a violation of aforementioned regulations, it shall inform the Board promptly.
- 11. INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

INTRODUCTION

This Policy and Procedure for Inquiry in case of Leak or Suspected Leak of Unpublished Price Sensitive Information (“Policy”) has been formulated by Reliance Chemotex Industries Ltd. in pursuance of Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended (“Regulations”) and shall be effective from 09 February, 2023.

PURPOSE

The Policy aims to provide a framework for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information. However, any instances of leak or suspected leak of Unpublished Price Sensitive Information reported under the Whistle Blower Policy of the company shall be dealt with as per and under the Whistle Blower Policy of the company.

DEFINITIONS

In this Policy, the following word and expression, unless inconsistent with the context, shall bear the meanings assigned hereto:

“Competent Authority” means:

- i. the managing director, in case of leak or suspected leak of UPSI involving any person other than the director(s) of the company;
- ii. the Chairperson of the Audit Committee of the company, in case of leak or suspected leak of UPSI involving any Director of the company other than the Chairperson of the Audit Committee of the company; and
- iii. Chairperson of the board of directors of the company, in case of leak or suspected leak of UPSI involving Chairperson of the Audit Committee of the company;

INQUIRY PROCEDURE

- i. The information/complaint(s) regarding leak or suspected leak of UPSI will be reviewed by the Competent Authority. If an initial review by the Competent Authority indicates that the said information/complaint has no basis or it is not a matter to be investigated under this Policy, it may be dismissed at initial stage and the decision shall be documented. All such cases shall be reported to the Audit

Committee in its next meeting.

- ii. The managing director of the company or the Chairperson of the Audit Committee or Chairperson of the board of directors may suo-moto initiate an inquiry under this Policy.
- iii. Where initial inquiry indicates that further investigation is necessary, the Competent Authority shall make further investigation in such matter and may, where necessary, provide an update to the board of directors in this regard. The Competent Authority may appoint one or more person(s)/entity (ies) (including external consultant(s)) to investigate or assist in the investigation of any instance of leak or suspected leak of UPSI and such person(s)/entity (ies) shall submit his/her/their report to the Competent Authority. During the course of investigation, the Competent Authority or the person(s)/entity (ies) appointed by the Competent Authority, as the case may be, may collect documents, evidences and record statements of the person(s) concerned.
- iv. The investigation shall be a neutral fact-finding process. The Competent Authority shall endeavor to complete the investigation within 45 days of the receipt of the information/complaint of leak or suspected leak of UPSI or such instance coming to the knowledge of Competent Authority, as the case may be. Where the Competent Authority requires additional time to complete the inquiry, it may, where necessary, provide an interim update to the board of directors.

DOCUMENTATION AND REPORTING

The Competent Authority will make a detailed written record of investigation of each instance of leak or suspected leak of UPSI. The record will include:

- a) Facts of the matter
- b) Findings of the investigation.
- c) Disciplinary/other action(s) to be taken against any person.
- d) Any corrective actions required to be taken.

The details of inquiries made in these cases and results of such inquiries shall be informed to the Audit Committee and board of directors of the company.

Further, the company shall inform Securities and Exchange Board of India promptly of such leaks, inquiries and results of such inquiries.

AMENDMENT

The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, as it may deem appropriate.

12. CHINESE WALL PROCEDURE

In order to prevent the scattering of confidential and price sensitive information, the Company has framed Chinese wall process separating the departments that receive and have access to UPSI from the departments related to Marketing, Sales, etc. that do not deal with UPSI.

PRECAUTIONS:

- (i) The department dealing with UPSI must not communicate in any way, through any medium the confidential and price sensitive information of the Company to the unauthorized department.
- (ii) The IT support staff of the Company must be directed periodically to keep the systems of the Company secure and password protected wherever needed;
- (iii) The UPSI should be handled on need to know basis. It should be disclosed only to those who require the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (iv) Any price sensitive information received by any employee, directly or indirectly should immediately be reported to the Compliance Officer, who shall take appropriate actions as needed.
- (v) In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

CROSSING THE WALL:

Under exceptional circumstances, where employees from other department require confidential information, they may be allowed to cross the wall, within the purview of giving the information on need to know basis and with complete intimation to the Compliance Officer of the Company, who shall supervise the same.

13. PENALTY FOR CONTRAVENTION OF THIS CODE OF CONDUCT.

1. Every Designated person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions here of are applicable to his/her Immediate Relatives).
2. Any Designated person who trades in Securities or communicates any information for trading in Securities, in contravention of this Code will be penalized and appropriate action may be taken as decided by the Board of Directors.
3. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
4. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

14. POLICY REVIEW:

The Code may be reviewed by the Board of Directors and necessary amendments may be incorporated therein. All the provisions mentioned under this policy are subject to any amendments or modifications that maybe made in the applicable rules and regulations from time to time.

Reliance Chemotex Industries Ltd.
CIN: L40102RJ1977PLC001994

FORMA

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company] (Part 9
(1) (a) read with Part 8 of this Code of Conduct)

Name of the Company: _____

ISIN of the Company: _____

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

Name, PAN, CIN/DIN & Address with Contact nos.	Category of Person (Promoters/KMP/Directors/ Immediate Relative to/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of Security (For e.g.- Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

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		
Contract Specifications	Number of units (Contracts* Lot Size)	Notional Value in Rupee terms	Contract Specifications	Number of units (Contracts* Lot Size)	Notional Value in Rupee terms
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

Reliance Chemotex Industries Ltd.
CIN: L40102RJ1977PLC001994

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7(1) (b) read with Regulation 6 (2) – Disclosure on becoming a director/ KMP/Promoter]

(Part 9 (1) (b) read with Part 8 of this Code of Conduct)

Name of the Company: _____

ISIN of the Company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such person as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with Contact nos.	Category of Person (Promoters/KMP P/Directors/ Immediate Relative to/others etc.)	Date of appointment of Director/KMP or Date of becoming Promoter	Securities held as on the date of regulation coming into force		% of Shareholding
			Type of Security (For e.g.- Shares, Warrants, Convertible Debentures 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 of the Company held an appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of listed company and othersuch persons as mentioned in Regulation 6(2).

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		
Contract Specifications	Number of units (Contracts* Lot Size)	Notional Value in Rupee terms	Contract Specifications	Number of units (Contracts* Lot Size)	Notional Value in Rupee 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: _____

Reliance Chemotex Industries Ltd.
CIN: L40102RJ1977PLC001994

Form C

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2)
 read with Regulation 6 (2) – Continual disclosure] (Part 9 (2) read with
 Part 8 of this Code of Conduct)**

Name of the Company: _____
 ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & addresses 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/sale of shares specify		Date of intimation to the company	Mode of acquisition/disposal (on market/public/rights/Preferential offer/off market/Interse transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of Security (for eg. – Shares, warrants, convertible debentures etc.)	No	Value	Transaction Type (Buy/Sale/Pledge/R evoke/nvoker)	Type of Security (For eg. Shares, Warrants, Convertible Debentures etc)	No. and % of share holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Reliance Chemotex Industries Ltd.
CIN: L40102RJ1977PLC001994

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company 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)	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place:

Reliance Chemotex Industries Ltd.
CIN: L40102RJ1977PLC001994

Form D

SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7 (3) – Transactions by other connected persons as identified by the company (Part 9 (3))
read with Part 8 of this Code of Conduct)

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

Name, PAN, CIN/DIN, & addresses 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/sale of shares specify		Date of intimation to the company	Mode of acquisition/disposal (on market/public/rights/Preferential offer/off market/Interse transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of Security (for eg. – Shares, warrants, convertible debentures etc.)	No	Value	Transaction Type (Buy/Sale/Pledge/Revoked/nvoke)	Type of Security (For eg. Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives by other connected persons as identified 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)	
15	16	17	18	19	20	21

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

Name & Signature:

Date:

Place:

Reliance Chemotex Industries Ltd.
CIN: L40102RJ1977PLC001994

FORM E

**Application for Pre-clearance of Trade under Securities and Exchange Board of India
(Prohibition of Insider Trading) Regulations, 2015**

To,
The Compliance Officer,
Reliance Chemotex Industries Ltd.
Village Kanpur, Post Box No.73,
Udaipur. RJ 313003

SUBJECT: APPLICATION FOR PRE CLEARANCE OF TRADING IN SECURITIES OF THE COMPANY

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase/sale/subscribe equity shares of the Company as per details given below:

1.	Name of the Applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.)	
5.	Name of the Immediate relative/Dependent, if the transaction is to be executed by them.	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	In case of Re-application, Reasons for Re-application	
7.	Proposed date of dealing in securities	
8.	Estimated number of securities proposed to be acquired/subscribed/sold	
9.	Price at which the transaction is proposed	
10.	Current market price (as on date of application)	
11.	Whether the proposed transaction will be through stock exchange or off-market deal	
12.	Folio No./DPID/Client ID No. Where the securities will be credited /debited	

I enclose herewith the form of Undertaking signed by me.

Name:
Signature:

PAN: _____

Date:
Place:

Reliance Chemotex Industries Ltd.
CIN: L40102RJ1977PLC001994

FORM F UNDERTAKING

To,
The Compliance Officer,
Reliance Chemotex Industries Ltd.
Village Kanpur, Post Box No.73,
Udaipur. RJ 313003

Undertaking for Pre-clearance of Trade under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Dear Sir/Ma'am,

In relation to the above dealing, I undertake that:

- i. I have no access to nor do I have any information that can be construed as price sensitive information up to the time of signing of the undertaking.
- ii. In the event I get access to or receive price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the change and shall refrain from dealing in securities of the Company till the information is made public.
- iii. I have not contravened the Code of Conduct to Regulate, Monitor and Report Trading by Insiders as notified by the Company from time to time.
- iv. I have made a full and true disclosure in the matter.
- v. I hereby declare that I shall execute my order in respect of securities of the Company within 7 days after the approval of pre-clearance is given. If the order is not executed within 7 days after the approval is given, I undertake to obtain pre-clearance for the transaction again.

Name:

Signature:

Date:

Place:

Reliance Chemotex Industries Ltd.
CIN: L40102RJ1977PLC001994

Specimen for PRE-CLEARANCE ORDER

Pre-Clearance Order

To,
Name (Applicant):
Designation:

This is to inform you that your request for dealing in shares of the Company as mentioned in your pre-clearance application dated _____ is approved. Please note that the said trade must be completed on or before _____ [date].

In case you do not execute the approved trade on or before the aforesaid date you would have to seek fresh pre-clearance before executing any trade in the securities of the Company. Further, you are required to submit the details of the executed transactions in the prescribed form. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Compliance Officer

Date:
Place:

Reliance Chemotex Industries Ltd.
CIN: L40102RJ1977PLC001994

FORM G

Reporting of Transactions
(To be submitted within 2 trading days of transactions)

To,
The Compliance Officer,
Reliance Chemotex
Industries Ltd.
Village Kanpur, Post Box No.73,
Udaipur. RJ 313003

Dear Sir/Ma'am,

I hereby report that I have dealt in the Equity shares of the Company as tabulated below:

Sr. No.	Folio No./ DP ID- Client ID	Date of Transaction	Name	Number of Equity Shares	Acquired/Sold	Total Equity Shares as on reporting date

Or

I hereby report that I have not dealt in the Equity Shares of the Company as per my application of pre-clearance of trade dated _____ and as approved by you on _____

due to the below mentioned reason(s):

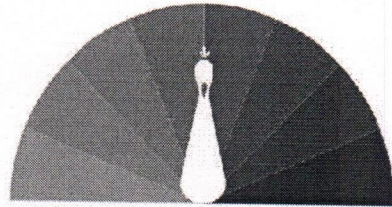
1. _____
2. _____

I declare that the above information is correct and that no provisions of the Company's Code of Conduct and/or applicable laws/SEBI (Prohibition of Insider Trading) Regulations, 2015 have been violated.

Signature: _____

Name:

Designation:



RELIANCE CHEMOTEX INDUSTRIES

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

Version Control		
Sl. No.	Approving Authority	Date of Approval / Amendment
1.	Board of Directors	09 February 2019
2.	Board of Directors	09 February 2023

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

INFORMATION

1. Preamble:

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on January 15, 2015, which is effective from May 15, 2015. Pursuant to Regulation 8 of the Regulations, Reliance Chemotex Industries Ltd (herein after call "RCIL") 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 procedure for fair disclosure of Unpublished Price Sensitive Information was formulated by the Company.

2. Applicability:

This code shall be applicable and binding on the designated persons as defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015 and as amended from time to time.

3. Scope:

3.1 RCIL endeavors to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, RCIL has adopted this Fair Disclosure Code.

3.2 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.

3.3 RCIL is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

4. Principles of Fair Disclosure:

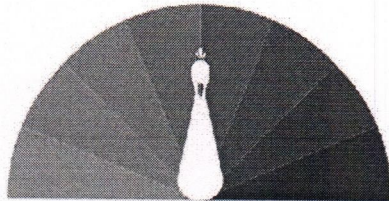
To adhere to the principles as mentioned in Schedule A to the Regulations, RCIL shall ensure the following:

4.1 The Company shall ensure prompt disclosure of Unpublished Price Sensitive Information (here in referred after "UPSI") with the Stock Exchange where the Securities of the Company are listed.

- 4.2 The Company shall make uniform and universal dissemination of UPSI to avoid selective disclosure. Upon the information being submitted with the Stock Exchange, the information shall be deemed to be generally available shall no longer be treated as UPSI.
- 4.3 The Company Secretary & Compliance Officer is the Chief Investor Relation Officer for the purpose of aforesaid SEBI Regulation and to deal with the dissemination of information and disclosure of UPSI. In the absence of the Company Secretary, such other officer as may be authorized by the Board.
- 4.4 The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 4.5 The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities such as Stock Exchanges, etc.
- 4.6 Ensure that information shared with analysts and research personnel is not UPSI.
- 4.7 The Company shall adopt best Practices to make transcripts or record of proceeding of meeting with analyst and other investor relations conference on the official website to ensure official confirmation and documentation of disclosure made.

Details relating to quarterly performance and financial results are disseminated to the shareholders through the press releases and uploaded on the Company's website.

- 4.8 The Company shall ensure handling of all UPSI on a "need to know basis" basis only.



RELIANCE CHEMOTEX INDUSTRIES

CORPORATE SOCIAL RESPONSIBILITY POLICY

Version Control		
Sl. No.	Approving Authority	Date of Approval / Amendment
1.	Board of Directors	30 May 2014
2.	Board of Directors	21 June 2021
3.	Board of Directors	09 February 2023

CORPORATE SOCIAL RESPONSIBILITY POLICY

1. **Preamble:** Reliance Chemotex Industries Limited (RCIL) has been one of the foremost proponents of inclusive growth since inception and has been continuing to undertake projects for overall development and welfare of the society in the field of environmental, conservation of natural resources, promoting proactive healthcare, education, rural development projects etc.
2. **Objectives:** The Company is growing well in textile sector and also have clear focus on social upliftment and environment protection for inclusive growth on a truly empowered society. This CSR Policy lays down the guidelines and mechanism to carry out CSR Projects by the Company and report its CSR Work in the format provided by CSR rules under the Companies Act, 2013 (the Act).
3. **CSR Committee:** As per the provisions of section 135 (9) of the Companies Act, 2013, where the amount to be spent by a company does not exceed fifty lakh rupees, the requirement under sub-section (1) for constitution of the Corporate Social Responsibility Committee shall not be applicable and the functions of such Committee provided under this section shall, in such cases, be discharged by the Board of Directors of the company.

The duties and the responsibilities of the CSR Committee in terms of the Companies Act, 2013, rules thereunder and CSR Policy, be and are hereby entrusted with the Board of Directors with effect from May 25, 2022.

4. **CSR Policy:** This policy has been framed in accordance with the provision of Section 135 of Companies Act, 2013 and in accordance with CSR Rules notified thereof by the ministry of Corporate Affairs, Government of India and shall apply to all CSR Projects to be undertaken by the company as per schedule VII of the Act, within the geographical limits of India only, for the benefit of marginalized, disadvantaged, poor or deprived section of the community.
5. **CSR Activities & Budget:** The Company shall undertake CSR activities as defined in Schedule VII of the Act, The Board would approve the amount, Company shall spent on CSR activities during every financial year as required under law.

Key Activities:

In alignment with our vision of building lasting solution for communities in and around where we work and live a three pronged approach will be adopted as focus areas for Company's CSR efforts:

- Improving Health and Nutrition
- Improving learning outcomes through education
- Promoting gender equality and empowering women
- Reducing child mortality and improving maternal health

The focus under each theme will include:

- **Health and Nutrition:** Rural health care in India faces a crisis unmatched by any other sector of the economy. Rural India has several villages with significant challenges in access and quality of health care, lack of knowledge and access to sanitation facilities, personal and community hygiene and drinking water solutions. RCIL believes there is an opportunity to lead holistic development through support in the food and nutrition space. RCIL is committed to working towards improving lives of the rural communities with its program of construction of public toilets, dispensaries, hospitals, mid-day meals etc.
 - **Education:** Promoting education, including special education and employment- enhancing vocational skills especially among children, women and differently abled, and livelihood enhancement projects; monetary contributions to academic and other institutions with the objective of assisting students in their studies.
 - **Gender Equality And Empowerment Of Women:** Promoting gender equality and empowering woman; setting up homes, hostels and day care centers for woman; such other facilities for old age women; and adopting measures for reducing inequalities faced by socially and economically backward women.
 - **Reducing child mortality and improving maternal health:** To fast-track progress, integrated maternal and child health interventions focusing on infant mortality, as well as holistic policies to address the underlying causes of maternal and child deaths, will be important.
6. **Governance of the CSR Policy:** The Board will constitute a governing mechanism to looking the CSR Policy. The Board shall be responsible for all the decision taken with regards to the company CSR Policy.
7. **Planning & Implementation:** The company shall undertake the CSR Projects defined under Schedule VII of Companies Act, 2013. It will be ensured that all the CSR activates are compliant of provision of Companies Act 2013 and Schedule VII to the Act.
- a) Implementing Agency : The Project can be undertaken by
 - i) The Company
 - ii) A collaborative efforts with other bodies corporate
 - iii) Any/all of the following established by the company or its holding or subsidiary or associate company
 - a) Registered Trust
 - b) A Registered Society
 - c) A Section 8 Company registered under Companies Act, 2013.
- In case any of above is not established by the company or its holding or subsidiary or associate company than the Institution must have established record of three years in undertaking

similar projects.

- iv) Contribution to Approved Government Institutions
- b) CSR Team: The CSR Team will be responsible for actual on ground implantation of CSR Projects.

8. **Monitoring:** Monitoring mechanism shall be prepared by the company to ensure the process & function of CSR as mandated by the Board. The Board will be responsible for the monitoring of various CSR Projects or Programme.

The Board may also assign the task of implementation of the CSR Plan within specified budgets and timeframes to such persons or bodies as it may deem fit, and ensure implementation thereof.

The CSR team will provide a report to the Board on the progress of implementation of the approved CSR Activities carried out time to time. The aforesaid report will also include confirmation from the Chief Financial Officer that the funds disbursed for the CSR Activities are being utilised for the stated purpose and in the specified manner.

At the end of every financial year, the Board will consider an Annual Report on CSR activities. The said Report will be disclosed as part of the Report of the Board of Directors of the Company (hereinafter referred to as the 'Board's Report').

9. **Impact Assessment & Evaluation:** The Company may take up appropriate evaluation and impact assessment of the projects. The Board Shall evaluate as under :

- Expected outcomes, outputs and inputs will be clearly defined for each programme as per stated timelines.
- There shall be clarity about the scope of the programme and the need before evaluations are undertaken.
- Third parties may be engaged to ensure objective assessment across baseline and end line parameters.

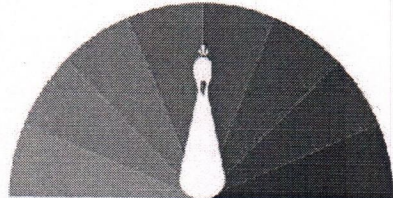
10. CSR EXPENDITURE

- It will be the Company's endeavour to spend in every financial year, two percent of its average net profits during the three immediately preceding financial years (or such other limit as may be prescribed under the Act), on CSR Activities in pursuance of this Policy.
- The CSR expenditure will include all expenditure, direct and indirect, incurred by the Company on CSR Activities undertaken in accordance with this Policy and the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.

- Any surplus arising out of the CSR Activities will be used for CSR activities within six months from the end of the relevant financial year and shall not form part of the business profit of the company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of the CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- If CSR expenditure in a financial year exceeds the statutory limit, such excess may be set-off against CSR expenditure for the next three financial years with the approval of the Board.
- The CSR amount may be spent by the Company for creation or acquisition of a capital asset in accordance with the Act and the CSR Rules.
- In case of any unspent amount is arising in any financial year out of the CSR Activities, other than ongoing Activities, such unspent amount shall be transferred within six months from the end of the financial year to a fund specified in Schedule VII of the Companies Act, 2013 or to such specific fund as may be prescribed from time to time for this purpose under the Act and the CSR Rules and the reasons for not spending the amount to be specified by the Board in Boards' Report.
- Where the unspent amount is in respect of any ongoing CSR Activities, the company shall within thirty days from the end of the financial year (or such other period as may be specified) transfer such unspent amount to a separate account called Unspent Corporate Social Responsibility Account to be opened in any scheduled bank by the Company for that financial year. The company shall utilise such unspent amount for the ongoing projects within a period of three financial years from its transfer, failing which such amount shall be transferred to a fund specified in Schedule VII of the Act or to such specific fund as may be prescribed from time to time for this purpose under the Act or Rules framed thereunder within 30 days from the end of the third financial year.
- The Company may collaborate or pool resources with other entities to undertake CSR Activities.

11. Documentation: The CSR Team of the company shall ensure that CSR Project are documented and accountability is fixed at requested level.

Disclosure: This Policy will be hosted on the Company's website at www.reliancechemotex.com and web link thereto will be disclosed in the Board's Report of the Company.



RELIANCE CHEMOTEX INDUSTRIES

POLICY ON RELATED PARTY TRANSACTIONS

Version Control		
Sl. No.	Approving Authority	Date of Approval / Amendment
1.	Board of Directors	09 August 2014
2.	Board of Directors	09 February 2019
3.	Board of Directors	09 February 2022
4.	Board of Directors	09 February 2023

POLICY ON RELATED PARTY TRANSACTIONS

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1. Objective

- 1.1. The objective of this Policy is to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable to the Company in this regard and to ensure proper approval and reporting of transactions between the Company and its Related Parties.
- 1.2. The Policy has been amended in line with the amendments made to the SEBI LODR Regulations vide notification dated November 9, 2021. The revised Policy shall come into effect from April 1, 2022 or such other date(s) as may be notified by SEBI as being effective date(s) of the amendment(s), either wholly or in part(s), and shall to that extent be in supersession of the earlier Policy.

2. The Regulatory Framework

- 2.1. The Companies Act 2013 together with the Rules notified thereunder, Regulation 23 of the SEBI LODR Regulations, and related circulars, clarifications, guidelines and notifications issued thereunder (together referred to as "the applicable laws"), provide a framework for regulating transactions with Related Parties.
- 2.2. This policy is framed as per the requirements of the applicable laws and shall operate within the boundaries set by the laws.

3. Definitions

- 3.1. **"The Act"** means the Companies Act, 2013, together with the Rules notified thereunder including any statutory modifications or re-enactments thereof for the time being in force (hereinafter referred to as "Act").
- 3.2. **"Accounting Standards"** means the standards of accounting or any addendum thereto for companies or class of companies referred to in Section 133 of the Act.
- 3.3. **"Associate Company"** in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.
- 3.4. **"Policy"** means Policy on Related Party Transactions.
- 3.5. **"Board"** means Board of Directors of the Company.
- 3.6. **"Audit Committee"** means Committee of Board of Directors of the Company constituted as such under the applicable laws.

3.7. **"Key Managerial Personnel"** or **"KMP"** means:

- (i) The Chief Executive Officer (CEO) or the Managing Director or the Manager as defined under the Act;
- (ii) The Company Secretary;
- (iii) The Whole-time director;
- (iv) The Chief Financial Officer (CFO);
- (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- (vi) Such other officer as may be prescribed.

3.8. **"Relative"**, with reference to any person, means one who is related to another in any of the following manner —

- (i) if they are members of a Hindu Undivided Family
- (ii) if they are husband and wife
- (iii) Father (including step-father)
- (iv) Mother (including step-mother)
- (v) Son (including step-son)
- (vi) Son's wife
- (vii) Daughter
- (viii) Daughter's husband
- (ix) Brother (including step-brother)
- (x) Sister (including step-sister)

3.9. **"Related Party"** is a person or an entity which is:

- (i) a related party under Section 2(76) of the Act;
- (ii) a related party under the applicable Accounting Standards;
- (iii) a related party under Regulation 2(1)(zb) of the SEBI LODR Regulations.

3.10. **"Related Party Transaction"** means:

- (i) a transaction between the Company and a Related Party which is of the nature specified in sub-clause (a) to (g) of Section 188(1) of the Act; and
- (ii) a transaction involving transfer of resources, services or obligations, regardless of whether a price is charged, between parties as specified under Regulation 2(1)(zc) of SEBI LODR Regulations;

Explanation: Related Party Transaction includes a single transaction or a group of transactions in a contract.

Following transactions shall not be Related Party Transactions:

- (a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (b) the following corporate actions by the Company which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - (i) payment of dividend;
 - (ii) subdivision or consolidation of securities;
 - (iii) issuance of securities by way of a rights issue or a bonus issue; and
 - (iv) buy-back of securities.

3.11. **"Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof for the time being in force (hereinafter referred to as "SEBI LODR Regulations").

3.12. **"Subsequent Material Modifications"** shall mean any modification with respect to the following:

- (i) Increase in the limit of amounts approved for a Related Party Transaction with a Related Party in a financial year;
- (ii) significant terms and conditions of the contract with a Related Party such as modifications in price, margin, significant alteration to the credit period and material changes in scope of deliverables;
- (iii) any other modification which as per the directions of the Audit Committee may be deemed material on case-to-case basis.

3.13. **"Material Related Party Transaction"** means a transaction to be entered into with a Related Party, individually or taken together with previous transactions during a financial year, exceeding the following thresholds:

3.13.1. In case of transactions involving payments made with respect to brand usage or royalty, if it exceeds 5% (five) of the annual consolidated turnover of the Company as per its last audited financial statements;

3.13.2. In case of any other transaction(s), if the amount exceeds Rs. 1,000 crores or 10% (ten percent) of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower.

3.14. **"Unforeseen Related Party Transaction"** means a Related Party Transaction, where the need for such transaction cannot be foreseen, the details whereof necessary for seeking an omnibus approval of the Audit Committee are not available and the value of such transaction does not exceed Rupees one crore per transaction.

- 3.15. **"Arm's Length Transaction"** means a transaction between two Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- 3.16. **"Transactions in the ordinary course of business"** mean transactions/activities that are connected to or necessary for the business of the Company and satisfy the following principles:
- a) The transaction/activity is permitted under the Memorandum and the Articles of Association of the Company;
 - b) The transaction/activity is carried on a frequent or regular basis or is as per the industry practise and
 - c) The terms of the transaction/activity are similar to those which would be otherwise applicable to transactions with unrelated parties.

4. Policy

- 4.1. All Related Party Transactions must be reported to the Audit Committee and referred for approval of the Committee or the Board or the Shareholders as required under this Policy.

4.1.1. Identification of Related Party Transactions:

- 4.1.1.1. Each Director and Key Managerial Personnel is responsible for providing notice to the Board/Audit Committee of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board/Audit Committee may reasonably request. Upon receipt of such notice, the CFO is authorised to determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this policy.
- 4.1.1.2. The CFO shall be responsible for keeping a record of all Related Parties of the Company and the transactions with all Related Parties at all times.
- 4.1.1.3. As regards transactions with Related Parties that require prior approval of the Board/Audit Committee, the CFO shall be responsible to notify the Board/Audit Committee of any such potential Related Party Transactions.
- 4.1.1.4. The notice of any potential Related Party Transaction shall be given well in advance to the Board/ Audit Committee and shall also contain adequate information about the Related Party transaction(s). This will provide the Board/Audit Committee members adequate time and information to consider and review the proposed transaction(s).

4.1.2. Approval for Related Party Transactions

The Company shall not enter into any Related Party Transaction except as stated hereinafter.

4.1.2.1. Transactions requiring approval of Audit Committee:

- All Related Party Transactions and Subsequent Material Modifications shall require approval of the Audit Committee and only those members who are Independent Directors shall approve the Related Party Transactions.

Provided that a Related Party Transaction to which the subsidiary of the Company is a party but the Company is not a party shall require prior approval of the Audit Committee only if the value of such transaction, whether entered into individually or taken together with previous transactions during a financial year, exceeds the following thresholds or such other thresholds as prescribed under SEBI LODR Regulations from time to time:

- 10% of annual consolidated turnover, as per the last audited financial statements of the Company for FY 2022-23.
 - 10% of annual standalone turnover, as per the last audited financial statements of the respective subsidiary from FY 2023-24 onwards.
- A ***prior approval*** of the Audit Committee shall be required for all Related Party Transactions except for the following:
 - a) transactions between the Company and its wholly owned subsidiary/(ies) whose accounts are consolidated with the Company and placed before the shareholders at the general meeting of the Company for approval ("WOS Transactions")

Provided that any of the above Related Party Transaction which is not in the ordinary course of business or not at arm's length shall require a prior approval of the Audit Committee.
 - b) Unforeseen Related Party Transactions

The Audit Committee shall approve the transactions listed under points (a) and (b) above subsequently.

- Related Party Transactions entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before its shareholders at the general meeting for approval, shall not require approval of the Audit Committee.

4.1.2.2. Transactions requiring approval of Board:

Following transactions shall require a prior approval of the Board:

- i) Related Party Transactions which are not in the ordinary course of business or not at arm's length price and
- ii) Material Related Party Transactions.

4.1.2.3. Transactions requiring approval of Shareholders of the Company:

- All Material Related Party Transactions and Subsequent Material Modifications shall require prior approval of the Shareholders of the Company by way of a resolution and no related party shall vote to approve such resolutions whether the entity is a party to the particular transaction or not.
- All Related Party Transactions which are not in the ordinary course of business or not at arm's length and which are in excess of the limits prescribed under the Act requiring the approval of shareholders, shall require an approval of the Shareholders by way of a resolution; and in such cases, the Related Party/(ies) to the transaction shall abstain from voting on such resolution.

4.1.2.4. Deemed Approval

- The transactions or arrangements which are specifically dealt under the separate provisions of the Law and executed under separate approvals/procedures from relevant committee shall be deemed to be approved for the purpose of this Policy. Such transactions are enumerated below:
 - a) Appointment and payment of remuneration, including any variations thereto, to Key Managerial Personnel pursuant to the Nomination and Remuneration Committee approval;
 - b) Payment of remuneration, fees, commission, etc. to Directors of the Company pursuant to approval of the Nomination and Remuneration Committee;
 - c) Grant/issuance of stock options or stock appreciation rights or other share based benefits to and payments made to/received from Directors or Key Managerial Personnel of the Company or directors/key managerial personnel/officers of its subsidiaries/associates pursuant to such share based incentive plans as approved by shareholders.
 - d) Any benefits, interest arising to Related Party solely from the ownership of Company shares at par with other holders, for example, dividends, right issues, stock split or bonus shares approved by the Nomination and Remuneration Committee or any other Board composed committee.
 - e) Contribution with respect to Corporate Social Responsibility to eligible entity pursuant to approval of Board or the Corporate Social Responsibility Committee.

4.1.3. Approval & Review Mechanism:

- 4.1.3.1. While seeking the approval of the Audit Committee, Board or the Shareholders, all information that is relevant and necessary to the Related Party Transaction and as prescribed under the Laws, including any regulations, circulars, clarifications, or notifications issued by SEBI or Ministry of Corporate Affairs, or by the Audit Committee or the Board, shall be duly provided to the Audit Committee, Board or Shareholders, as the case may be.
- 4.1.3.2. The Audit Committee may grant omnibus approval for Related Party Transactions considering the repetitive nature of the transactions.
- 4.1.3.3. The Audit Committee, shall, after being authorized by the Board of Directors, specify the criteria for granting omnibus approvals to the Related Party Transactions proposed to be entered into by the Company in the manner and to the extent prescribed under the Laws. Such omnibus approvals shall be valid for one financial year. The Audit Committee shall, while granting such omnibus approvals, satisfy itself about the adherence to the criteria so specified by it.
- 4.1.3.4. The Audit Committee shall satisfy itself about the need for such omnibus approval and that such approval is in the interest of the Company.
- 4.1.3.5. The omnibus approval granted by the Audit Committee shall include the following particulars:
 - (i) Name of the related parties;
 - (ii) Nature and duration of the transaction;
 - (iii) Maximum amount of transaction that can be entered into;
 - (iv) The indicative base price or current contracted price and the formula for variation in the price, if any; and
 - (v) Any other information relevant or important for the Audit Committee to take a decision on the proposed transaction.
- 4.1.3.6. In case of Unforeseen Related Party Transactions, the Audit Committee may grant an omnibus approval for such transactions provided that the value does not exceed Rs.1 crore per transaction in a financial year.
- 4.1.3.7. All Material Related Party Transactions shall be reviewed and validated by the Statutory Auditors of the Company and a confirmation of the same shall be made to the Audit Committee, the Board of Directors and the Shareholders of the Company while seeking the necessary approvals.

- 4.1.3.8. Any Director or Key Managerial Personnel who is interested in any Related Party Transaction shall not be present at the meeting of the Board or Audit Committee during discussions on the subject matter of the resolution relating to such transaction.
- 4.1.3.9. The Audit Committee shall review, on a quarterly basis, the details of all Related Party Transactions entered into by the Company.

4.1.4. Disclosure:

- 4.1.4.1. Appropriate disclosures as required under the Laws shall be made in its Annual Return, Boards' Report and at such other places and to the Stock Exchanges on which equity shares of the Company are listed and such other authority as may be prescribed under the Laws.
- 4.1.4.2. The company shall disclose the policy on dealing with Related Party Transactions on its website i.e. www.reliancechemotex.com and a web link thereto shall be provided in the Annual Report of the Company.
- 4.1.4.3. The Company shall submit to the stock exchanges disclosures of Related Party Transactions in the format as specified by the SEBI from time to time, every six months within fifteen days from the date of publication of its standalone and consolidated financial results, and publish the same on its website.

5. General

- 5.1. The Policy would be subject to revision/amendment in accordance with the Laws. The Audit Committee shall review the Policy atleast once in three years for making suitable amendments for better implementation of the Policy.
- 5.2. The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy. Any subsequent amendment(s)/ modification(s)/ circular(s)/ clarification(s)/ notification(s) in/under the SEBI LODR Regulations or the Act or any other governing Act/Rules/Regulations or re-enactment thereof, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in this Policy.
- 5.3. The power to interpret and administer the Policy shall rest with the Chairman of the Audit Committee whose decision shall be final and binding. The Chairman is also empowered to make any supplementary rules/orders to ensure effective implementation of the Policy. These will, however, be reported to or tabled before the Audit Committee, from time to time, to ensure the Committee's oversight on these issues.