

# ROSSELL INDIA LIMITED



## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (ROSSELL CODE OF FAIR DISCLOSURE)

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

### PREAMBLE

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Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with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

The Board of Directors of Rossell India Limited (the Company) has 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Officers, all employees and connected persons shall adhere to the Rossell Disclosure Code of practices to deal with unpublished price sensitive information in letter as well as in spirit

### DEFINITIONS

1. 'Compliance Officer' for the purpose of these regulations means the Company Secretary of the Company.
2. 'Chief Investors Relations Officer' means Compliance Officer of the Company.
3. "Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions, changes in key managerial personnel; and materials events in accordance with the listing agreements.
4. "Information Generally Available" 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 Information Generally Available.

### ROSSELL CODE OF FAIR DISCLOSURE

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available.

**CONTINUATION**



2. The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Compliance Officer of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall make prompt dissemination of unpublished price sensitive information 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 unpublished price sensitive information.
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 of all unpublished price sensitive information on a need-to-know basis.

This Code has been adopted by the Board of Directors of Rossell India Limited at its meeting held on 29<sup>th</sup> May, 2015. Subsequent modification(s) / amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall mutatis mutandis apply to this Code.