

ROSSELL INDIA LIMITED



REGD. OFFICE : JINDAL TOWERS, BLOCK 'B', 4TH FLOOR, 21/1A/3, DARGA ROAD, KOLKATA - 700 017
CIN : L01132WB1994PLC063513, WEBSITE : www.rossellindia.com
TEL : 91 33 4061 - 6082, 6083 E-mail : corporate@rosselltea.com

28th May, 2025

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

Sub: Disclosures under Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 - Amended Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information

In terms of Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, we enclose herewith the Company's amended Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information, duly approved by the Board of Directors at their Meeting held on 28th May, 2025 in line with the recent amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2015 as per the SEBI notification dated 11th March, 2025, which will become effective from 10th June, 2025.

Kindly take the above information on your record and necessary dissemination.

Yours faithfully,
For **ROSSELL INDIA LTD**



(NIRMAL KUMAR KHURANA)
DIRECTOR (FINANCE) and
COMPANY SECRETARY

ROSSELL INDIA LIMITED



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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES [Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

[Originally framed on 29th May, 2015 and thereafter amended on 5th February, 2019, 03rd
August, 2021 and 28th May, 2025]

INTRODUCTION

The Board of Directors of the Company, at its Meeting held on 29th May, 2015 has framed the Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information (UPSI) in adherence of the principles of fair disclosure enumerated Under Schedule A to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This Code was amended by the Board of Directors from time to time on various enactments of SEBI in the following manner:

- a. Amended on 5th February, 2019 upon enactment of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which made effective from 1st April, 2019;
- b. Amended on 3rd August, 2021 upon enactment of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020 which made effective from 1st July, 2020.

The SEBI through its notification dated 11th March, 2025 has further amended the said Regulation by enacting the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2025, to be made effective from 10th June, 2025.

Accordingly, the present Code of Practices and Procedures for fair Disclosure of the Company is being amended in line with the aforesaid amendments in the Regulation.

OBJECTIVE

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

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





DEFINITIONS

1. **'Chief Investors Relations Officer'** - means Compliance Officer of the Company.
2. **'Compliance Officer'** - for the purpose of these regulations means the Company Secretary of the Company.
3. **"Generally Available Information"** - means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a Stock Exchange, would ordinarily be considered as Generally Available Information.
4. **"Insider"** – means any person who is:
 - i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
5. **"Unpublished price sensitive information (UPSI)"**- means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to the followings:
 - i. financial results,
 - ii. dividends,
 - iii. change in capital structure,
 - iv. mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business award or termination of order/contracts not in the normal course of business and such other transactions;
 - v. changes in Key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - vi. change in rating(s), other than ESG rating(s);
 - vii. fund raising proposed to be undertaken;
 - viii. agreements, by whatever name called, which may impact the management or control of the company;
 - ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;





- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company
- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- xvii. Such other matters as may be specified under the SEBI regulations or decided by the Company from time to time.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

CODE OF FAIR DISCLOSURE

1. The Company shall ensure prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available.
2. The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Company Secretary/ Compliance Officer of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of UPSI.





4. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel, if any, is not UPSI.
7. The Company shall develop and follow best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle all UPSI on a need to- know basis.
9. Sharing of UPSI in the Ordinary course of Business with Partners, Collaborators, Lenders, Customers, Suppliers, Merchant Bankers, Legal Advisors, Auditors, Insolvency Professionals, other Advisors or Consultants shall be considered as disclosure for "legitimate purpose", provided that such sharing has not been carried out to circumvent the Prohibitions of SEBI (Prevention of Insider Trading) Regulations.
10. A structured digital database shall be maintained containing the nature of UPSI and the names of such persons who have shared the information and also the name of such person with whom information is shared under SEBI (Prevention of Insider Trading) Regulation, 2015 along with the Permanent Account Number or any other identifier authorized by Law where Permanent Account Number is not available. Adequate and effective system of internal controls and checks such as time stamping and audit trails shall be maintained to ensure the non-tampering of the database.
11. Any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered and "insider" for purpose of SEBI (Prevention of Insider Trading) Regulation, 2015 and such persons are also required to ensure the confidentiality of such information shared with them, in compliance with the said regulations.
12. A structured digital database as envisaged in Clause 10 here-in-before, containing UPSI, shall be preserved for a period not less than Eight years after completion of relevant transactions and in case of any investigation or enforcement proceeding, the structured digital database shall be preserved till the completion of such proceedings.





LIMITATION, REVIEW AND AMENDMENTS

In the event of any conflict between the provisions of this Policy and of the SEBI PIT Regulations or any other legal requirement ("Applicable Law"), the provisions of Applicable Law shall prevail over this Policy. Any subsequent amendment / modification to the Applicable Law shall automatically apply to this Policy. The Board may review and amend this Policy from time to time, as may be deemed necessary.

This Amended Code of Practices and Procedure for Fair Disclosure as above has been adopted by the Board of Directors of Rossell India Limited at its Meeting held on 28th May, 2025.



28/5/2025