# THE RAI SAHEB REKHCHAND MOHOTA SPG. & WVG. MILLS LTD.

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

### I. PREAMBLE

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') mandates the listed Companies to frame a Code of Practices and Procedures for fair Disclosure of unpublished price sensitive information.

Accordingly, a code has been framed in pursuance to the regulations contained in Clause 8(1) of Chapter IV of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the same has been approved and implemented by the Board of Directors of the Company.

### II. OBJECTIVE

The objective of formulation of Code of Practices and Procedures for Fair Disclosures is to ensure fair disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with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.

### III. THE PRINCIPLES OF FAIR DISCLOSURE ADOPTED BY THE COMPANY

The Company will adhere to the followings so as to ensure timely and adequate disclosure of Unpublished Price Sensitive Information with respect to it or its securities which is likely to affect price of the securities:

**1. Prompt public disclosure of Unpublished Price Sensitive information:**

Unpublished Price sensitive information shall be promptly disclosed by company in order to make such information generally available. For this purpose Unpublished Price Sensitive Information means any information, which relates directly or indirectly to a company and which if published is likely to materially affect the price of shares of the Company.

The following shall be deemed to be Unpublished Price Sensitive Information:
(I) Financial Results;
(ii) Dividends;
(iii) Change in Capital Structure;
(iv) Mergers, De-Mergers, Acquisitions, De-listings, Disposals and expansion of Business and such other transactions;
(v) Changes in Key Managerial Personnel; and
(vi) Material events in accordance with the listing agreement.

**2. Uniform and Universal dissemination of unpublished price sensitive information**

The disclosure of unpublished price sensitive information shall be on a uniform basis and will be universally disseminated.

**3. Chief Investor Relations Officer**

The Company has designated the Company Secretary as Chief Investor Relations Officer to oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

**4. Prompt dissemination of unpublished price sensitive information that get disclosed inadvertently or selectively**

The Company shall promptly disseminate the unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

**5. Responding to any Queries on news reports and/or requests for verification of market rumours by regulatory authorities**

The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumours by exchanges and shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

**6. Information sharing with analysts and research personnel**

The Company shall provide only public information to the analyst/research persons/large investors like institutions. The Company shall ensure that the information shared with analyst and research personnel is not Unpublished Price Sensitive Information.

**7. Unpublished price sensitive information on Need-to-Know basis**

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations

## IV. Modification and Amendments

The Company reserves the right to modify and/or amend this Code of Fair Disclosure at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.

## V. Disclosure of Code on Public Domain

This Code and any amendment thereof will be published on the Company's website