

RUCHI INFRASTRUCTURE LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

**[As envisaged under Regulation 8(1) of SEBI (Prohibition of
Insider Trading) Regulations, 2015]**

[Effective from 15th May, 2015]

1. Introduction

This Code is formulated in pursuance to the Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and on the principles as set out in Schedule A of the said Regulations, to ensure timely and adequate disclosure of Unpublished Price Sensitive Information (UPSI).

2. Objective

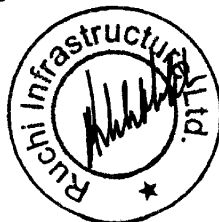
Ruchi Infrastructure Limited ("RIL") has formulated this Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information to ensure timely reporting and adequate disclosure of unpublished price sensitive information that would impact the price of its securities in the market. This code also ensures to maintain, uniformity, transparency and fairness in dealing with all stakeholders.

3. Definitions

"Compliance Officer" for the purpose of these regulations means the Company Secretary of the Company.

"Chief Investor Relations Officer" means Compliance Officer of the Company.

"Unpublished price sensitive information" means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon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 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 key managerial personnel; and
- (vi) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

4. Legitimate purposes and determination thereof

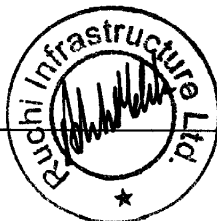
For the purpose of Regulation 3 of Securities And Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time, "legitimate purposes" shall inclusively mean the purposes aligned with corporate objectives and legal corporate actions/obligations for which any unpublished price sensitive information is received, handled or processed by the recipient of such information.

It shall be the duty of an insider, possessing any unpublished price sensitive information to handle such information with care and to deal with/share it strictly on a need to know basis with other insider or person.

For limited purpose of due compliance of Regulation 3 of of Securities And Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, the Executive Director of the Company shall have the sole authority to decide and determine the legitimacy of purposes, for which any unpublished price sensitive information is communicated, provided or allowed access to.

5. The Company will adhere to the followings principles so as to ensure timely and adequate disclosure of events, occurrence and unpublished price sensitive information that could impact price of its securities in the market:

- I. The Company will make 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.
- II. The Company will make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- III. The Compliance Officer of the Company shall act as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.



- IV. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
- V. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities;
- VI. The Company will ensure that information, if shared with analysts and research personnel is not unpublished price sensitive information;
- VII. The Company will develop 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.
- VIII. The Company will handle all unpublished price sensitive information on a need-to-know basis.
- IX. The Company will formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.
- X. The Company will make its employees aware of the whistle-blower policy of the Company to enable employees to report instances of leak of unpublished price sensitive information.
6. This Code shall be published on the official website of the Company.
7. This code has been approved by the Board of Directors of the Company by a resolution passed by circulation on 26th March, 2015 and has been amended thereafter pursuant to resolution passed by circulation on 1st April, 2019. The amended code is made effective with effect from 1st April, 2019.

