

RCL RETAIL LIMITED

Regd off: SAPNA TRADE CENTRE, 10THFLOOR,
10B/2 NO. 109, P.H ROAD, CHENNAI – 600084
CIN: L52330TN2010PLC077507

E: rclretail@gmail.com
W: www.rclretail.in
T: +91-44-48508024

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

PREAMBLE:

With a view to protect the interests of investors and to strengthen the legal framework, the Securities and Exchange Board of India (SEBI) in exercise of the powers conferred by Section 30 read with Sections 11 and 12A of the Securities and Exchange Board of India Act, 1992 (15 of 1992) has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015. These regulations were notified on January 15, 2015 and shall come into force with effect from 120th day from the date of its notification i.e. w.e.f. from May 15, 2015. These regulations shall be applicable to all companies whose shares are listed on stock exchanges.

In terms of the Regulations, it is mandatory for every listed Company to formulate a specific Code of Fair Disclosure of Unpublished Price Sensitive Information.

In order to comply with the requirement of the Regulations, M/s. Rcl Retail Limited (hereinafter referred to as 'the Company') has formulated a specific Code of Fair Disclosure of Unpublished Price Sensitive Information.

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

DEFINITIONS:

"Compliance Officer" for the purpose of this Code means the Company Secretary of the Company. In absence of the Company Secretary, the Board of Directors may authorized such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

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

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"Unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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, delisting, 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.

CODE OF FAIR DISCLOSURE

To achieve the objective of this Code, the Company will adhere to the following principles to ensure timely and adequate disclosure of price sensitive information with respect to it and its Securities which is likely to affect price of the securities:

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.
2. The Company shall ensure uniform and universal dissemination of unpublished price sensitive information 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 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.

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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 shall 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 all unpublished price sensitive information on a need-to-know basis.

The Board is authorized to amend or modify this Code in whole or in part and may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

This Code shall be published on the official website of the Company.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

This Code has been adopted by the Board of Directors of M/s. Rcl Retail Limited vide Circular Resolution passed on May 14, 2015 and shall be deemed to have come in to force from May 15, 2015.

Subsequent modification(s) / amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.