

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

1. Introduction

The Board of Directors of Ramgopal Polytex Limited (the “**Company**”) has formulated this code of practices and procedures (the “**Code**”) for fair disclosure of unpublished price sensitive information (UPSI) in order to adhere to the principles as set out in Schedule A referred in the Regulation 8) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. Objective

The objective of this Code is to formulate the code of practices and prescribe the procedures for fair disclosure of price sensitive information so as to ensure compliance with the continuous and timely disclosure obligations under the Listing Agreement and Companies Act, 2013 for uniform and universal dissemination of UPSI, to avoid selective disclosures and to provide to the shareholders and Market with timely, direct and equal access to information issued by the Company and thereby promote investors’ confidence in the integrity and securities of the Company.

The Code shall come into force with effect from the day 30th May, 2015.

3. Definitions:

“**Act**” means the Securities and Exchange Board of India Act, 1992.

“**Board**” means the Board of Directors of the Company.

“**Compliance Officer**” means Company Secretary or such other senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information and the implementation of the codes specified in the Regulations under the overall supervision of the Board of the Company.

“**Chief Investors Relations Officer**” means the Compliance Officer of the Company.

“**Generally available information**” means information that is accessible to the public on a non discriminatory basis.

“**Insider**” means any person who is:

- A connected person or
- In possession of or having access to unpublished price sensitive information

“**Unpublished Price Sensitive Information**”(“**UPSI**”) means any information, relating to a Company or its securities, directly or indirectly, that is not generally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 following:



- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- e) changes in key managerial personnel; and
- f) material events in accordance with the listing agreement.

Words and expressions used and not defined in this Code but defined in the Regulations, Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

4. Disclosure Principles

The Company will immediately inform the stock exchanges, all the events which will have bearing on the performance/ operations of the Company as well as any UPSI as required under Clause 36 of the Listing Agreement. The said information will also be uploaded on the official website of the Company www.ramgopalpolytex.com. The Chief Investor Relations Officer of the Company shall be responsible for ensuring that the Company complies with continuous disclosure requirements and for overseeing and co-ordinating disclosure of UPSI to stock exchanges, on the website of the company and media.

The Board shall ensure that there is uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure. They will also ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently and that such information is generally available.

The Company shall appropriately and fairly respond to queries on news reports and requests for verification of market rumours by regulatory authorities.

The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest. In event of the Company organizing meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet.

The Company shall ensure that there is handling of all unpublished price sensitive information on a need-to-know basis and shall be disclosed only where such communication is necessitated due to legitimate reasons.

5. Generally available information

The Company shall promptly disclose the following information on the website of the Company and intimate to the stock exchanges where the securities of the Company are listed:

- a. Declaration of Financial results (quarterly, half-yearly and annual)



- b. Declaration of dividends (interim and final)
- c. Issue of securities by way of public/ rights/bonus, etc.
- d. Any major expansion plans or winning of bid or execution of new projects
- e. Amalgamation, mergers, takeovers and buy-back
- f. Disposal of whole or substantially whole of the undertaking
- g. Any changes in policies, plans or operations of the Company
- h. disruption of operations due to natural calamities
- i. Litigation/dispute with a material impact
- j. Change in Key managerial personnel
- k. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.

6. Communication of this Code

A copy of this Code, including amendments thereof shall be promptly intimated to the Stock Exchanges where the securities of the Company are listed and shall also be posted on the website of the Company.

7. Amendment

Any change in this Code shall be approved by the Board of Directors of the Company and also intimated to the Stock Exchanges where the securities of the Company are listed. The Board of Directors shall have the right to withdraw and/or amend any part of this Code, at any time, as it deems fit, or from time to time and the decision of the Board in this respect shall be final and binding

