

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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

**[Pursuant to Regulation 8(1) read with Regulation 3(2A) of Securities and
Exchange Board of India (Prohibition of Insider Trading) (Amendment)
Regulations, 2018]**

INTRODUCTION

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) under the powers conferred on it under the SEBI Act, 1992. The Regulations came into force with effect from 15th May, 2015 and the same have been made applicable to all companies whose shares are listed on Indian stock exchanges. Accordingly the Company had formulated and implemented the Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (Code of Fair Disclosures).

Further the SEBI had introduced the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which was notified on 31st December, 2018. Accordingly the Board of Directors of Refnol Resins & Chemicals Limited has approved and adopted the amendments to the Code (as applicable from 1st April, 2019), on 29th March, 2019.

OBJECTIVE OF THE CODE OF FAIR DISCLOSURE

The Code of Practices and Procedures for Fair Disclosure is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with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. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

DEFINITIONS

“Board or Board of Directors” shall mean the Board of Director of Refnol Resins & Chemicals Limited.

“Chief Investors Relations Officer” (CIRO) means Compliance Officer of the Company.

“Code” means the Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information, as amended from time to time.

“Company” means Refnol Resins & Chemicals Limited.

“Company Law” means Companies Act, 2013 read with Rules made thereunder including any statutory modification(s) or re-enactment thereof.

“Compliance Officer” means the Company Secretary of the Company who shall be reporting to the Board of Directors of the Company, 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, monitoring of trades and the implementation of the Code(s) specified in the Regulations under the overall supervision of the Board of Directors of the Company.

“Connected Person” means:

- (i) (a) Officers or Employees of the Company;
- (b) Promoter Group of the Company;
- (c) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be “deemed to be connected persons” unless the contrary is established,
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or an employee thereof; or
 - (g) a member of the Board of Directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Securities and Exchange Board of India; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten percent of the holding or interest.

“Designated Person(s)” means:

- (i) Promoter(s) of the Company;
- (ii) Director(s) of the Company;
- (iii) Key Managerial Personnel (KMP);
- (iv) every employee in the grade of Managers and above;
- (v) every employee of the Company in the finance, accounts, secretarial, legal, taxation department and IT department or such other department having access to unpublished price sensitive information;
- (vi) Chief Executive Officer (CEO) or Chairman & Managing Director (CMD) or any such equivalent position of the Company as well as fiduciaries and employees up to two levels below such CEO or CMD or person occupying such other equivalent position irrespective of functions/ role/ ability to have access to UPSI;
- (vii) All other persons, being in any contractual, fiduciary(ies) or employment relationship with the Company, whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access;
- (viii) Immediate Relatives of the Person mentioned in (i) to (vii);
- (ix) employees or support staff of the fiduciaries on the basis of their functional role or having access to unpublished price sensitive information of the Company; and
- (x) any other employee or fiduciary(ies) as may be determined and informed by the Compliance Officer from time to time.

“Employee(s)” means every employee(s) of the Company including the Directors in the employment of the Company.

“Fiduciary(ies)” means Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Companies shall be collectively referred to as fiduciary(ies).

“Financially Literate” means a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account and statement of cash flows.

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

“Immediate Relative” means a spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

“Insider” means any person who is:

- (a) a Connected Person; or
- (b) Designated Person; or
- (c) in possession of or having access to unpublished price sensitive information.

“Material Financial relationship” means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

“Policy” mean ‘Policy for Determination of Legitimate Purposes’ forming part of this Code.

“Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

“Promoter Group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

“Regulations” shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 including any statutory modification(s) or re-enactment(s) thereof.

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

“Stock Exchange(s)” means BSE Limited.

“Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities and "trade" shall be construed accordingly.

“Unpublished Price Sensitive Information” (UPSI) means any information, relating to the 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 include but not restricted to, information relating to following:

- (i) financial results (quarterly, half-yearly and annual);
- (ii) dividends (both interim and final);
- (iii) change in capital structure;
- (iv) mergers, de-mergers, amalgamation, takeover, restructuring, acquisitions, buy-back of securities, reduction of capital, delisting of securities, disposals of the whole or substantial part of the undertaking and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) such other information, as the Compliance Officer in consultation with concerned departmental head, is of the opinion that the information is in the nature of UPSI.

Terms, Words and Expression used and that have not been defined in this Code shall have the same meaning assigned to them in the Companies Act, 2013 and rules made thereunder as amended from time to time, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities

and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or any other various Securities Regulations of SEBI, other SEBI Regulation(s) as amended from time to time or defined under any other Act or the Regulations, as the case may be.

Interpretation

In this Code and the Policy forming part of this Code, unless the context otherwise requires:

- Headings and underlining are for convenience only and shall not affect the interpretation or construction of this Code and the Policy forming part of this Code or any provisions contained herein.
- Words importing the singular shall include the plural and vice versa; and words importing either gender shall include the other.

Principles of Fair Disclosure for purposes of Code of Practices and procedures for Fair Disclosure of Unpublished Price sensitive Information

The Company will adhere to the following Principles so as to ensure timely and adequate disclosure of Price Sensitive Information with respect to securities of the Company which are likely to affect price of the securities:

1. 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.
2. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure(s).
3. The Compliance Officer of the Company will be CIRO to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide, appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information if any shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company will make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
8. The Company will handle all unpublished price sensitive information on a need-to-know basis.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

*Forming part of Code of Practices and Procedures for Fair Disclosure of UPSI
[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Regulation
3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]*

PREFACE

This Policy, as a part of “Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information” formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as “Policy for Determination of Legitimate Purposes” hereinafter referred to as the “Policy”.

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

OBJECTIVE

The objective of this Policy is to impose a prohibition on unlawfully procuring the possession of UPSI and identifying ‘Legitimate Purposes’ for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring UPSI relating to the Company or its listed securities, if any.

A. Prohibition on communicating or procuring UPSI:

All UPSI shall be handled within the Company on a need-to-know basis and an Insider shall not:

- a) communicate, provide, or allow access to any UPSI, relating to the Company or securities listed, to any person including other Insiders except to the extent allowed under the Regulations;
- b) procure from or cause the communication by any Insider of UPSI, relating to the Company or securities of the Company except to the extent allowed under the Regulations.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, or allowed access to or procured in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

B. Communication or procurement of UPSI for legitimate purpose:

An Insider may communicate, provide or allow access to any UPSI or a person may procure from or cause the communication by any Insider of UPSI in furtherance of legitimate purpose, performance of duties or discharge of legal obligations only.

For the purpose of this Policy, the legitimate purpose shall include sharing of UPSI in ordinary course of business during performance of duty(ies) or discharge of legal obligation (s) or sharing of UPSI for any other genuine or reasonable purpose as may determine by the CIRO of the Company or sharing of UPSI for any other purpose as may

be prescribed under the various Securities Regulations of SEBI or under Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time, by an Insider with:

1. Partners
2. Collaborators
3. Banks
4. Lenders
5. Customers
6. Suppliers
7. Merchant Bankers
8. Legal or other advisors
9. Auditors and Accountancy Firms
10. Law Firms, Analysts and Research Personnel
11. Insolvency Professionals
12. Consultants

Such other person/organisation/firm/institute etc. as the Board may determine in consultation with the Compliance Officer.

C. Conditions for communication or procurement of UPSI by an Insider:

The sharing of UPSI by an Insider for the legitimate purpose, performance of duties or discharge of legal obligations shall be subject to following conditions:

1. The UPSI shall be shared in ordinary course of business(es) only.
2. Sharing of UPSI shall be only for a genuine or reasonable purpose(s) as may be determined by the CIRO of the Company.
3. Sharing of UPSI shall be for any other purpose as may be prescribed under the various Securities Regulations of SEBI or under Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.
4. Such sharing of UPSI shall not be carried out with a motive to evade or circumvent the prohibitions of the Regulations.
5. Such sharing of UPSI shall be subject to the compliances stated in Clause D of this Policy.

D. Compliances:

1. Any “Person(s)” or “entity(ies)” in receipt of UPSI pursuant to the “legitimate purpose”, shall be considered as an “Insider” for the purpose of the Regulations till the time and event, the UPSI, of which that “Person” or “entities” is having knowledge or having or cause to have access to, is made public.
2. The Compliance Officer/CIRO in consultation with Chairman & Managing Director of the Company may also decide on how and when any person(s) or entity(ies) should be brought ‘inside’ on any proposed or ongoing sensitive transaction(s).
3. A Due Notice shall be served to the “Person(s)” or “entity(ies)” identified in 1. above by the Compliance Officer/ such other officer as may be instructed by the Compliance Officer through Letter/e-mail/post/courier or any other mode as deemed proper by the Compliance Officer in consultation with the Chairman & Managing Director of the Company, for the purpose of maintaining confidentiality of the UPSI known to that person(s) or entity(ies), for the purpose of compliance with the Regulations and;
 - (i) to make aware such Person(s) or entity(ies), that the information shared is or would be confidential and UPSI;
 - (ii) to make aware such Person(s) or entity(ies), the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI.
4. As an alternative step to 3. above, a Non-Disclosure Agreement (NDA) or such other Agreement/ Memorandum of Understanding of corresponding nature may be entered into by the Company with the “Person” or “entity(ies)” identified in 1. above for the purpose of maintaining confidentiality of the UPSI known to that person(s) or entity(ies), for the purpose of compliance with the Regulations;
 - (i) to make aware such Person(s) or entity(ies) that the information shared is or would be UPSI;
 - (ii) to make aware such Person(s) or entity(ies), the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI;

E. Power and Duty of Chief Investor Relations Officer (“CIRO”) under the Policy:

1. It shall be the duty of CIRO of the Company to observe the compliance of this Policy.
2. Other than information which is price sensitive in accordance with the various Securities Regulations of SEBI or under Company Law or any other applicable law for the time being in force, the CIRO in consultation with the Chairman & Managing Director (CMD) or Chief Financial Officer (CFO) shall decide whether an information is price sensitive or not.

3. The CIRO shall ensure that the required disclosures to Stock Exchanges, on which the securities of the Company are listed, is made promptly.
4. CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of price sensitive information to stock exchanges, analysts, shareholders, media and educating staff on disclosure policies and procedures.
5. The Onus of Compliance of this Policy shall also lie on the 'Insider' or the 'Designated Person' who is the root cause for generation of UPSI or who has shared or has abetted in sharing the UPSI to a "Person" or "entities" referred to in sub-clause (1) of Clause D.

F. Digital Database of Recipient Of UPSI:

The CIRO shall be responsible to maintain a structured digital database which shall, inter alia, contain the following information of such "Persons" or "entities" (hereinafter referred to "Insider") and "Designated Persons" with and/or by whom information is shared under the Regulations till the time and event, the UPSI is having knowledge or having or cause to have access to, is made public:

- (i) Name of such recipient of UPSI;
- (ii) Name of the organization or entity or person etc. to whom the recipient represent;
- (iii) Postal Address and E-mail Id of such recipient;
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available (Aadhar/Passport/Election Voting Card details);
- (v) Name of immediate relatives of recipient;
- (vi) Phone, Mobile / cell numbers;
- (vii) Name of educational institutions from which graduated;
- (viii) Name of past employers;
- (ix) Name of Person with whom such designated person(s) share material financial information.

Further Designated persons shall be required to disclose the above mentioned information to the Compliance Officer of the Company on an annual basis within 15 (fifteen) days of close of the financial year of the Company and on continual disclosure basis, as and when the information changes within 15 (fifteen) days of such change.

The CIRO shall also be responsible to ensure that such databases are maintained with adequate and effective system of internal controls to secure the database along with establishment of checks and controls systems such as time stamping and audit trials to ensure non-tampering of such database.

The CIRO shall also be responsible to keep documents containing confidential information in safe and secure manner.

The CIRO shall also update on the maintenance of structured digital database to the Board of Directors for review and compliance purpose from time to time.

PENAL PROVISIONS

Any non-compliance or irregularity or non-adherence to this Policy shall be such penal/disciplinary/ remedial action as may be considered appropriate by the Board of Directors of the Company in the best interest of the Company.

AMENDMENT

This Code including the Policy may be further amended from time to time by the Board of Directors, as the Board may fit necessary and as and when required. Further, any subsequent amendment/modification in the Regulations and/or any other laws in this regard shall automatically apply to this Code including to the Policy forming part of the Code.

GENERAL

In case of any inconsistency between the terms of this Code/ Policy and any existing or newly enacted law, rule, regulation or standard including amendments thereof governing the Company, such law, rule, regulation or standard including amendments thereof will take precedence over this Code/ Policy and procedures until such time this Code/ Policy is changed to conform to the law, rule, regulation or standard including amendments thereof.

IMPLEMENTATION

The Board of Directors may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this Policy as considered appropriate.

(Note: Policy for Determination of Legitimate Purposes covered under this Code of Fair Disclosure, formulated pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 shall come into effect from 1st April, 2019)
