



Rodium Realty Ltd.

Perspective To Perfection

CODE OF PRACTISES AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF RODIUM REALTY LIMITED

(As approved by the Board of Directors at its meeting held on February 14, 2019)

Effective Date April 01, 2019)

APPLICABILITY:

This Code of Practises and Procedure for Fair Disclosure of Unpublished Price Sensitive Information shall be applicable to the Promoters, Directors, Designated Persons, Immediate Relative of Designated Persons Connected Persons, Immediate Relative of the Connected Person and all those persons who possess directly or indirectly Unpublished Price Sensitive Information (“UPSI”) related to the Company. Any subsequent modification(s) and/or amendment(s) brought above by Securities Exchange Board of India (SEBI) in the SEBI (Prohibitions of Insider Trading) Regulations, 2015 shall automatically apply to this Code of Practises and Procedure for Fair Disclosure of Unpublished Price Sensitive Information.

Definitions and Interpretation:

Refer the SEBI (Prohibitions of Insider Trading) Regulations, 2015 (“Regulations”) for the definition of the terms used in this Code of Conduct. Terms which are not particularly defined in the Regulations are provided below:

Chief Investor Relations Officer (CIO): The Compliance Officer of the Company as defined under Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall act as Chief Investor Relations Officer to deal with the UPSI. In the absence of Compliance Officer the Managing Director of the Company shall act as the Chief Investor Relations Officer.



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PRINCIPLES OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Prompt public disclosure of Unpublished Price Sensitive Information (UPSI) in uniform and universal manner.

The UPSI that has an effect on the price or would have an impact on the price discovery on any future date shall be disseminated and made publically available by the Company via dissemination through Stock Exchange and Company's website no sooner than credible and concrete information comes into being in order to make such information generally available. It should be ensured that dissemination of UPSI is uniform and universal to avoid selective disclosure. In the event of any inadvertent or selective disclosure of the UPSI happens, prompt action shall be taken to much such information generally available.

2. Chief Investor Relations Officer.

The Compliance Officer and in his/her absence, the Managing Director of the Company shall act as Chief Investor Relations Officer (CIO). The CIO shall deal with, and be responsible for dissemination and disclosure of UPSI on timely basis.

3. Response to News and Market Rumors

Any rumors /queries/ news related to the Company or its Securities in the market shall be dealt with, by the CIO as soon as possible in order to avoid any kind of impact on price of the Securities on the stock exchange. The CIO should ensure that appropriate and fair response is provided to queries on news reports and requests for verification of market rumours are addressed properly and promptly.

4. Information shared with Analyst and Research Personnel

Any kind of information that is shared with Analyst and Research Personnel shall be public information already disseminated to the Stock Exchange and/ or available on the Company's website and should not be UPSI. The Company shall develop best practices while dealing with the Analysts and Research Personnel/ firms and any transcripts or discussions with the



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Analyst/Research Personnel/ Investor Relation Conference/ Presentation made to investors shall be maintained by the CIO and shall be made available on the Company's website in order to avoid any kind of confusion and select dissemination of information.

5. Need to know basis

The UPSI shall be handled by the CIO on need-to-know basis. CIO shall follow adequate caution and care while maintaining the UPSI and shall not disseminate it to any Insider or related personnel unless it is mandatory to be provided and where such communication is in furtherance of legitimate purposes as per the statutory provisions of the law or necessary for performance of duties or discharge of legal obligations.

“**Legitimate purpose**” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants in order to perform duty or discharge of legal obligation i.e. on need to know basis, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulation.¹

6. Determination of Legitimate purpose

The Guidelines for determination of legitimate purpose shall be under:

- a) Any person in receipt of UPSI for a “legitimate purpose” shall be considered as “insider” for purposes of the Regulations and the Code.
- b) The Designated Person who is sharing the UPSI with anyone shall ensure that the same is shared for legitimate purpose.
- c) The Designated Person shall simultaneously provide details of the person [i.e. Name of the person, Entity, Medium of sharing, Purpose of sharing etc.] with whom such UPSI is shared to the Company Secretary.
- d) Upon receipt of UPSI for legitimate purpose, such person to maintain the confidentiality of UPSI
- e) in compliance with the Regulations and the Code.²

¹AS AMENDED IN THE BOARD MEETING HELD ON 14TH FEBRUARY, 2019 AS STIPULATED UNDER SEBI PIT, ON 31ST DECEMBER, 2018 EFFECTIVE FROM 01ST APRIL, 2019.

² AS AMENDED IN THE BOARD MEETING HELD ON 14TH FEBRUARY, 2019 AS STIPULATED UNDER SEBI PIT, ON 31ST