



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UNPUBLISHED PRICE SENSITIVE INFORMATION

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## 1. Preambles

The Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) is framed by Rolex Rings Limited in compliance of Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

## 2. Objective

This Code is framed to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its Securities.

This code is applicable to all disclosures of UPSI by Rolex Rings Limited, (hereinafter referred to as the "Company") its subsidiaries, associates and the companies under the same management, if any.

## 3. Definitions

- a. **"Act"** means the Companies Act, 2013 as may be amended from time to time.
- b. **"Board of Directors"** or **"Board"** means the Board of Directors of Rolex Rings Limited, as constituted from time to time.
- c. **"Code"** shall mean Code of Practices and Procedures for fair disclosure of unpublished price sensitive information, as amended from time to time.
- d. **"Company"** means Rolex Rings Limited.
- e. **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis, such as information published on the website of the Stock Exchanges. "Generally Available" with respect to information shall be construed accordingly.
- f. **"Insider Trading Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

- g. **"Listing Regulations"** shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- h. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
- i. **"Unpublished Price Sensitive Information or UPSI"** means any information, relating to company or its securities, directly or indirectly, that is not generally available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
- j. Any other term not defined herein shall have the same meaning as defined in the Act, Listing Regulations, Insider Trading Regulations or any other applicable law or regulation, amended from time to time.

#### **4. Principles of Fair Disclosure of UPSI**

The Company Shall ensure:

- i. 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. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

- iii. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- iv. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- v. That information shared with analysts and research personnel is not unpublished price sensitive information.
- vi. Developing 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.
- vii. Handling of all unpublished price sensitive information on a need-to-know basis.
- viii. The information released by the Company to the stock exchanges may also be hosted on the Company website [www.rolexrings.com](http://www.rolexrings.com) for wider circulation.

#### **5. Legitimate purpose**

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Explanation - For the purpose of illustration, the term "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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of the Insider Trading

regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with this Code.

#### **6. Code Review**

The Code shall be periodically reviewed and brought in conformity with statutory and regulatory requirements, as and when required.

This Code has been approved at the Meeting of the Board of Directors held on March, 12, 2021.

#### **7. Chief Investor Relations Officer**

The Chief Financial Officer of the Company or such other person as may be designated by Board of Directors shall act as the 'Chief Investor Relations Officer', as per the Code.

The Chief Investor Relations Officer will be responsible for dealing with dissemination of information and disclosure of UPSI, through the Company Secretary, in compliance with applicable corporate and securities laws.

#### **8. Interpretation**

In any circumstance where the provisions of this Code differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the relevant law, rule, regulation or standard will take precedence over this Code until this Code is changed to conform to the said law, rule, regulation or standard.

#### **9. Disclosure**

The Code, as amended from time to time, is disclosed on Company's website i.e. [www.rolexrings.com](http://www.rolexrings.com)