



RAMSONS PROJECTS
LIMITED

Policy on Code of Practices
And
Procedures for Fair Disclosure of
Unpublished Price Sensitive Information

RAMSONS PROJECTS LIMITED

Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

(This code is being adopted in satisfaction of Regulation 8 (1) read with Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

A. Objective of the Code

The Objective of this code is for fair and prompt public disclosure of Unpublished Price Sensitive Information and to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons. The Company and its Board of Directors, officers, employees and connected persons shall strictly adhere to the principles of this policy and in letter as well as spirit.

This code shall come into force with effect from April 1, 2019.

B. Definitions

For the purpose of this code, following terms shall have the meanings assigned to them hereunder:

1. **“Act”** means the Securities and Exchange Board of India Act, 1992;
2. **“Code”** or **“this Code”** shall mean Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;
3. **“Company”** or **“the Company”** means Ramsons Projects Limited;

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4. **"Connected Person"** means 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 by being a director, officer or an employee of the company 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access;

5. **"Designated Persons"** shall consist of, Connected Persons who are:
 - i. Promoter and Promoter Group of the Company;
 - ii. Board of Directors of the Company;
 - iii. Key Managerial Personnel of the Company;
 - iv. Employees of the Company up to 2 levels below the Board of Directors / Management of the Company;
 - v. All Employees of Secretarial and Finance Department;
 - vi. Any Support Staff of listed Company that may have access to UPSI such as IT staff or Accounting Staff etc.;
 - vii. Immediate Relative(s) of the Persons Mentioned Above.

6. **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis;

7. **"Insider"** means any person who is a connected person or in possession of or having access to unpublished price sensitive information;

8. **"Unpublished Price Sensitive Information" or "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: –
 - i. Financial results;
 - ii. Dividends;

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- 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.

9. **“Insider Trading Regulations”** shall mean Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Words or terms otherwise not defined under this code shall have the same meaning as defined under Insider Trading Regulations.

The provisions of this Code shall have to be read along with the Insider Trading Regulations and if there is any inconsistency / contradiction between the two, the provisions of the InsiderTrading Regulations shall prevail.

C. Prompt Disclosure of Price Sensitive Information

Disclosure of Unpublished Price Sensitive Information or UPSI, that would materially affect the price of the securities, would be done promptly, when credible and concrete information is available for making the same generally available to stock exchange(s) where securities of company are listed.

The Company will endeavor to make uniform and universal dissemination of UPSI and will avoid making selective disclosure once the information is ready to be made generally available. However, in case the Company is required to make selective disclosure of UPSI, then the information will be promptly disseminated either in the form of notification to stock exchanges, press releases or upload of information on the website of the Company.

Material events will be disseminated as mandated by the stock exchanges in Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time.

The Company shall also make supplementary updates and disclosures as in the opinion of Board of Directors of Company and Insider Trading Regulations is required to protect the interest of investors.

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The Company may also use other means along with the disclosure to Stock Exchange(s) to make the UPSI generally available so as to improve investor access to the same.

The information released to stock exchanges will also be published in the website of the Company for investor access to the public announcements.

D. Uniform and Universal Dissemination of UPSI to avoid selective disclosure

All the Unpublished Price Sensitive Information shall be reported promptly on Uniform basis to all the Stock Exchange(s) where securities of the Company are listed for wide dissemination and making it generally available to avoid any selective disclosures.

E. Designating the Senior Officer as a Chief Investor Relations Officer to deal with dissemination of Information and for Overseeing and co-ordinating disclosure of UPSI

The Chief Financial Officer (CFO) of the Company and the Company Secretary (CS) of the Company shall act as Chief Investor Relations Officer (CIRO) and shall be responsible for ensuring prompt and continuous disclosure of UPSI to Stock Exchange(s) in terms of this code and Insider Trading Regulations. They shall also be responsible for over-seeing, monitoring, co-ordinating and dissemination & disclosure of UPSI.

Information disclosure/ dissemination will be approved by the CFO or CS or Managing Director of the Company.

F. Prompt Disclosure of UPSI which gets disclosed selectively, inadvertently or otherwise to make such information generally available

In case in which UPSI gets disclosed selectively, inadvertently or otherwise, then prompt measures shall be taken by the CFO or CS or Board of Directors of the Company to make such UPSI generally available in accordance with the Code and Insider Trading Regulations.

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G. Responding to Market Rumors

The CFO and CS of the Company shall be responsible for deciding whether a public announcement is necessary and make appropriate and fair responses to the queries on news reports or requests for verifying or denying rumors making the disclosure, if required.

They may consult the Managing Director of the Company and thereafter make appropriate disclosures.

H. Timely Reporting of shareholdings/ownership and changes in ownership

Every Promoter, Member of Promoter Group, Designated Person and director of the Company shall disclose to the Company and subsequently the Company shall disclose to Stock Exchange(s) where securities of the Company are listed, the number of securities acquired or disposed of within two trading days of transaction if the value of securities traded, whether in one transaction or series of transaction over any calendar quarter, aggregate to a traded value in excess of ten lakh rupees or such other value as may be prescribed as per Insider Trading Regulations.

Further disclosure of changes in ownership as provided under any regulations made under the Securities and Exchange Board of India Act, 1992 and the SEBI LODR Regulations shall be made in a timely and adequate manner.

I. Ensuring that disclosure/ Dissemination of Information with analysts, Institutional Investors and research personnel is not Unpublished Price Sensitive Information

No person, except those authorized by the CFO and CS of the Company, shall disclose any information relating to the Company's Securities to analysts, research personnel and institutional investors.

All Designated Employees of the Company shall follow the guidelines given hereunder while making the disclosure/ Dissemination of Information with analysts, Institutional Investors and research personnel:-

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1. Only Public information is to be provided;
2. The Company's CS and CFO shall confirm that any Information shared with the analyst/research personnel/large investor like institutions is not UPSI.
3. In case any Information, which is UPSI, is proposed to be shared with analyst/research personnel/large investor like institutions, then such UPSI shall be shared only by making such UPSI, proposed to be shared, generally available before or simultaneously with disclosure to aforementioned parties.
4. In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives are present at meetings or in conference calls with analysts, brokers or institutional investors and discussions should preferably be recorded. The transcripts or record of proceedings of meetings should be made available on Company's website along with the disclosure of documented disclosure and same should be intimated to Stock Exchange(s) as well simultaneously.
5. The Company should be careful when dealing with Analysts' questions and Handling of unanticipated questions carefully that may raise the issues outside the intended scope of discussion. Unanticipated questions if not answered promptly, may be noted and considered to be responded later. If the answer to the queries or issues raised includes disclosing or disseminating of unpublished price sensitive information, then it should be tackled in lines of Clause (H)(3).

J. 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

All the meetings with analysts and other institutional investors shall be attended by CIRO and at least one (or more) Senior Employees of the Company. The CIRO in order to avoid any miscommunication, misrepresentations and confusion shall make transcripts or record the proceedings of the meetings and shall arrange to make the same available on the official website of the Company for official confirmation and disclosure.

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Whenever the Company proposes to organize meetings with Analysts/ Institutional Investors, the Company shall make a press release and make it generally available. The relevant Information and disclosure shall be made on the Official Website of the Company.

The CIRO shall be responsible for drafting and dissemination of press release on the website of the Company in consultation with Managing Director of the Company.

K. Handling of all Unpublished Price Sensitive Information on a Need-to-Know Basis

All the Unpublished Price Sensitive Information within the Company shall be shared and handled on a need-to-know basis. Such Information shall be shared and disclosed to those only who has to know the Information for the furtherance of Legitimate Purpose, functions, responsibilities, performance of duties or for discharging of their obligations.

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. Information shared must be executed in a manner which is considered fair and transparent and must be in the interest of the Company and should not be resulted in the personal gain of Insider.

The UPSI shared for legitimate purpose(s) should be approved in writing by Managing Director, Chief Financial Officer or Company Secretary of the Company, who shall act as Chinese wall, along with duly executed Non-Disclosure Confidentiality Agreement with the recipient of Information with an undertaking that he/she shall abide by this code and Insider Trading Regulations.

The UPSI shall be shared through secured digital means such as email or any other secured digital mean which Company’s Managing Director, CFO or CS may find appropriate.

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L. Policy Adherence Responsibility:

The responsibility for adherence to this Policy vests entirely with both the person, who is sharing the UPSI as well as the recipient of the UPSI.

M. Policy Review/ Amendment in Policy

This Policy may be changed, amended, edited or substituted by the Company Secretary & Compliance Officer of the Company, where there are any statutory changes or other changes necessitating the change in the policy.