



# RAUNAQ INTERNATIONAL LIMITED

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

### 1. PREAMBLE

The Securities and Exchange Board of India has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Regulations"), which came into force on 15 May, 2015 and governs the law relating to insider trading of listed entities in India. Raunaq International Limited (the "RIL or Company") believes in adhering to the highest standards of transparency and fairness in dealing with all stakeholders and aims to institutionalize strong governance processes to ensure that no Insider uses his or her position, with or without the knowledge of the Company, for personal benefit, or to provide benefits to any third party. Further, under the SEBI Regulations, even sharing of information which is not mis-used, is considered a violation unless required. Thus, information needs to be shared only on a "need to know" basis.

### Objective

The objective of this Code is to lay down guidance for "Insiders including Designated Persons/Connected Persons" to understand their obligations under the SEBI Regulations including the procedures to be followed at the time of trading in the Securities of the Company.

This Code aims to regulate, monitor and report trading in the Securities of RIL and handling of Unpublished Price Sensitive Information ('UPSI').

### 2. DEFINITIONS

"Act" means the Securities and Exchange Board of India Act, 1992.

"Board" or "SEBI" means the Securities and Exchange Board of India.

"Code" or "Code of Conduct" means this Code of Conduct for Prevention of Insider Trading in the Securities of Raunaq International Limited, as amended by the Board from time to time.

"Company" means Raunaq International Limited ("RIL").

"Compliance Officer" means Company Secretary and in the absence of Company Secretary, such other senior officer, designate so and reporting to the Board of Directors who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the RIL.

"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.





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**“Connected Person” means:**

- (i) any person who is or has during the 6 months prior to the concerned act been associated with a RIL, 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 RIL or holds any position including a professional or business relationship between himself and the RIL 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 Act 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 is 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 Board of Directors; 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 per cent of the holding or interest.

**NOTE:** It is intended that a connected person is one who has a connection with the Company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a Company but





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are in regular touch with the Company and its Officers and are involved in the know of the Company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any Company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

**"Contra trade"** means a Trade or transaction which involves buying or selling Securities of the Company and within six months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.

**"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

**Designated Person(s)** shall include:

- (i) Promoters and members of Promoter Group;
- (ii) Directors;
- (iii) All officers comprising top three tiers of the Company Management;
- (iv) Key Managerial Personnel;
- (v) All employees in the finance, accounts, Corporate Affairs/secretarial and legal department and office(s) of the Chairman and Managing Director and the Joint Managing Director of the Company.
- (vi) Employees of material subsidiaries of the Company, if any designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;
- (vii) Employees upto two levels below Managing Director of the Company irrespective of their functional role in the Company or ability to have access to Unpublished Price Sensitive Information;
- (viii) Any support staff of the Company such as IT staff or strategy staff who have access to Unpublished Price Sensitive Information;
- (ix) any other employee as may be determined by the Compliance Officer in consultation with the Chairman and Managing Director of the Company from time to time.
- (x) Such other persons including persons in contractual, fiduciary or advisory capacity with the Company, who may be designated as such from time to time, by the Chairman and Managing Director/Chief Financial Officer, in consultation with the Compliance Officer, for the purpose.





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- (xi) Auditors of the Company including but not limited to Statutory Auditors, Internal Auditors, Secretarial Auditors and Cost Auditors;
- (xii) Immediate Relatives of the persons specified in (i) to (xi) above.

**"Director"** means a member of the Board of Directors of the Company.

**"Employee"** means every employee of the Company including the Directors in the employment of the Company.

**"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:

- (i) a connected person; or
- (ii) in possession of or having access to unpublished price sensitive information.

**"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.

**"Prohibited Period"** shall mean the period for which Trading Window shall remain closed as specified under Trading Window of the Code.

**"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

**"Specified"** means specified by the Board in writing.

**"Structured Digital Database"** means the database maintained pursuant to the Regulations for handling Unpublished Price Sensitive Information.

**"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

**"Threshold Limit"** for Trading in the Securities of the Company in any calendar quarter shall be the traded value of Rs. 10,00,000 (Rupees Ten Lacs). Cumulative value of all the transactions in the Securities of the





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Company (whether acquired or disposed off) during the calendar quarter shall be considered while calculating the Threshold Limit.

**"Trading" or "Trade"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and the word "Trade" shall be construed accordingly.

**"Trading Day"** means a day on which the recognized stock exchanges are open for trading.

**"Trading Plan"** means a plan to Trade in the Securities of the Company, which has been approved by the Compliance Officer and disclosed to the Stock Exchanges.

**"Trading Window"** means the period during which Trading in the Securities of the Company can be undertaken by the Designated Persons and their Immediate Relatives subject to compliance with this Code.

**"Unpublished Price Sensitive Information"** means any information, relating to RIL 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 of RIL 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.

**"Legitimate Purpose"** shall include sharing of Unpublished Price Sensitive Information in ordinary course of business by an Insider with Partners, Collaborators/Lenders, Customers, Suppliers, Merchant Banker, 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.

**"Leak of UPSI"** shall refer to such act/circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

**"Whistle Blower"** means an employee who reports instance of leak of price sensitive information under this Policy.

Words and expressions not defined in this Code shall have the same meaning as contained in the SEBI Regulations, as amended from time to time.





### **3. APPLICABILITY OF THE CODE**

This Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of Raunaq International Limited" shall apply to all "insiders" defined as above including Directors, Connected Person, Designated Persons, promoters, member of promoter group and their immediate Relatives.

### **4. EFFECTIVE DATE**

This policy shall be effective from 15<sup>th</sup> May, 2015

### **ROLE OF COMPLIANCE OFFICER**

1. The Compliance officer shall report to the Board of Directors of the Company and in particular, shall provide reports on insider trading to chairman of the Audit committee and to the chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors, but not less than once in a year.
2. In the absence of the Compliance Officer for any reason, any senior officer, reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations, shall carry out the responsibilities of the Compliance Officer as required under this Code, and the Regulations.
3. The Compliance Officer shall maintain a record of all the Designated Persons and also changes to the list from time to time.
4. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Price Sensitive Information' 'Pre-clearing of 'designated person' and their dependents' trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.
5. The Compliance Officer shall maintain records of all declarations and disclosures received by him under the Code for a minimum period of 5 (five) years.
6. The duties and responsibilities of the Compliance Officer are to enforce this Code. To enforce the Code, the Compliance Officer is authorized to seek such information from Designated Persons and their Immediate Relatives as required by this Code and to give such approvals as are specified by this Code.
7. The Compliance officer shall assist all employees, designated persons and their immediate relatives in addressing any clarifications regarding the Regulations and the code.
8. The Compliance Officer may inquire/investigate any employee, designated persons and their immediate relatives in relation to Trading of securities and handling of Unpublished Price Sensitive Information of the Company.





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9. The Compliance Officer may require any other persons (law firms, consultants, Auditors, investment bankers, vendors, customers, bankers etc.) to disclose shareholding and trading in securities of the Company.
10. The Compliance Officer shall assist the Company in formulation of Chinese walls and Crossing the Wall policy in order to regulate the abuse of Unpublished Price Sensitive Information.
11. The Compliance officer shall monitor, review and Pre approve all **Trading Plans** and notify the trading plan to the Stock Exchanges.
12. He shall regulate and monitor the Trading Window of the Securities of the Company.
13. He shall, in consultation with the Chairman & Managing Director and Chief Financial Officer on periodic basis decide how and when people are brought 'inside' on sensitive transactions. He shall made Individuals aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.
14. He shall Inform the Stock Exchange(s) promptly in case it is observed that there has been a violation of this Code or the Regulations where the concerned securities are traded, in such form and such manner as may be specified by the SEBI from time to time.
15. The Compliance Officer shall advise all Designated Person not to trade in Securities of the Company when the Trading Window is closed.
16. The Compliance Officer shall determine when a designated person or class of designated persons can reasonably be expected to have possession of Unpublished Price Sensitive Information for the purpose of closing of trading window. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates.
17. Compliance Officer shall determine timing for re-opening of the trading window after taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
18. The Compliance Officer shall maintain a record of trading window from time to time.
19. The Compliance Officer may, in consultation with the Chairman and Managing Director and as directed by the Board of Director, specify prohibited period from time to time and immediately make an announcement thereof.

Prior to approving any trades by the compliance officer, he/she shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive





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information. He/she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

### **Responsibilities of Designated Persons and their Immediate Relatives**

#### ***Preservation of Unpublished Price Sensitive Information***

All Designated Persons and their Immediate Relatives shall maintain strict confidentiality with respect to all Unpublished Price Sensitive Information.

To this end, no Designated Person shall:

- i. communicate, provide, or allow access to any UPSI, relating to the Company or its Securities, to any person including other Insiders, except to the extent allowed by these Rules or SEBI Regulations; or
- ii. procure from or cause the communication by an Insider of UPSI, relating to the Company or its Securities.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- (i) in furtherance of **Legitimate purposes**, performance of duties or discharge of legal obligations pursuant to appropriate notice, confidentiality and non-disclosure agreements being executed; or
- (ii) in the event the Board of Directors directs or causes the public disclosure of UPSI in the best **interest of the Company**; or
- (iii) within a group of persons if such persons have been identified and secluded within a '**Chinese wall**' or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of Legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the '**Chinese wall**', and the execution of an undertaking by such persons to abstain and/or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI and has become Generally available information. The norms for appropriate '**Chinese wall**' procedures, and processes for permitting any designated person to "**cross the wall**" shall be as determined by the Company from time to time.
- (iv) Unpublished Price Sensitive Information is to be handled on a "**need to know**" basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within and outside RIL who need to know such Unpublished Price Sensitive Information to discharge their duty and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse thereof. No Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, or

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in any other manner which is contrary to Regulation 3 of the Regulations.

- (v) Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
- entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or
  - not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the aforesaid purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

- (vi) Prior to sharing any Unpublished Price Sensitive Information with such Insider and the Insider shall provide its details, details pertaining to its employees, agents or representatives who likely to have access to the said Unpublished Price Sensitive Information which shall include name, designation, address, Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available in the format prescribed under this Code. The said details and information of the Insiders shall be given by the concerned Designated Person to the Compliance Officer to update this information in the **Structured Digital Database (SDD)** software of the Company.
- (vii) The Company shall ensure that all files including soft copies containing Unpublished Price Sensitive Information are kept secure, such that such information can only be accessed by persons who "need to know" such information or for Legitimate Purpose.

### 5. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

Designated persons and connected persons on the basis of their functional role in the Company shall be governed by an internal code of conduct governing dealing in securities.





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### Prohibition on Insider Trading

1. An Insider shall not, directly or indirectly, -
  - i. Trade in Securities of the Company that are listed or proposed to be listed when in possession of UPSI;
  - ii. Trade in Securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI; and
  - iii. provide advise/tips to any third party on trading in Company's securities while in possession of UPSI.
2. An Insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly Trade in the Company's Securities while in possession of UPSI
3. Trading in Securities of other Companies: No Insider may, while in possession of unpublished price sensitive information about any other public Company gained in the course of employment with the Company,
  - (a) Trade in the Securities of the other public company,
  - (b) "tip" or disclose such material non-public information concerning that Company to anyone, or
  - (c) give trading advice of any kind to anyone concerning the other Public Company
4. No Insider may take positions in derivative transactions in the Securities of the Company at any time.

The restriction in as specified above may not apply to:

- (a) a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision;
- (b) a transaction carried out through block deal window mechanism between persons who were in possession of UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision;
- (c) a transaction carried out pursuant to statutory or regulatory obligation;
- (d) a transaction undertaken pursuant to the exercise of stock options and the exercise price is pre-determined with applicable regulations; and
- (e) Trades pursuant to a Trading Plan (as defined below) set up in accordance with these Rules and SEBI Regulations. When a person has Traded in securities while in possession of UPSI, his Trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. The exceptions in above reflect the statutory exceptions in

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Regulation 4(1) of the SEBI Regulations, and nothing above shall preclude the prior approval or other requirements in relation to Trading in Company's Securities under the Code, as set out herein.

All Designated Persons who trade in Securities of the Company shall not enter into a Contra Trade during the next six months following the prior transaction. In case of any Contra Trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

The above restriction on Contra Trade shall not apply in case of exercise/sale of employee stock option plan ("ESOP") shares provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after obtaining pre-clearance.

### Permitted Transactions

#### Trading Plan:

All Designated Persons and their Immediate Relatives shall be entitled to formulate a trading plan in accordance. The Trading Plan so formulated shall be presented to the Compliance Officer and for public disclosure and such Designated Person(s) or their Immediate Relative(s) may Trade only in accordance with their Trading Plan.

The Trading Plan shall;

1. not entail commencement of trading on behalf of the Designated Person or their Immediate Relatives earlier than one hundred and twenty calendar days from the public disclosure of the Trading Plan;
2. not entail overlap of any period for which another trading plan is already in existence;
3. set out following parameters for each trade to be executed:
  - (i) either the value of trade to be effected or the number of securities to be traded;
  - (ii) nature of the trade;
  - (iii) either specific date or time period not exceeding five consecutive trading days;
  - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
    - a. for a buy trade: the upper price limit shall be between the closing price on the day before





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- submission of the trading plan and upto twenty per cent higher than such closing price;
- b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

### Explanation:

- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
  - (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
  - (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.
- 4. not entail trading in securities for market abuse.
  - 5. The Compliance Officer shall review the Trading Plan to assess whether such plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
  - 6. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan [or to deviate from it except due to permanent incapacity or bankruptcy or operation of law].

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.





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**Explanation:** In case of non-implementation (full/partial) of trading plan due to either reasons enumerated or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted.

- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- (ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
- (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

### Trading Window

The Company shall specify a trading period for trading in the Securities ("Trading Window").

All Designated Persons shall execute Trades in the Securities of the Company only in a valid trading period called Trading Window prescribed hereunder and shall not execute any Trade or deal in any transaction involving the purchase or sale of the Company's Securities in their own name or in the name of their Immediate Relatives during the period when the Trading Window is closed or any other period as may be specified by the Company from time to time. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons.

The Trading Window for Trading in Securities of the Company shall be closed for the following purposes:

- (i) Declaration of financial results (quarterly, half-yearly and annual), standalone and consolidated, of the Company;
- (ii) Intended declaration of dividends (both interim and final);
- (iii) Issue of Securities by way of public, bonus, rights issue etc. or buy-back of Securities and changes in capital structure;
- (iv) Change in Key Managerial Personnel;





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- (v) Mergers, demergers, amalgamations, acquisitions, delisting, disposals, expansion of business and such other transactions; and
- (vi) Material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In addition to the items specified above, the Trading Window shall also be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such Securities to which such Unpublished Price Sensitive Information relates.

In case of declaration of financial results, the Trading Window shall be closed during the period beginning from the last day of any financial period for which results are required to be announced and ending 48 (forty eight) hours after the public release of such results.

In all other circumstances, the time for commencement of closing of Trading Window shall be as determined by the Compliance Officer in consultation with the Board of Directors. The gap between clearance of accounts by the Audit Committee and the Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

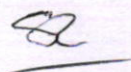
The Compliance Officer after taking into account various factors including the Unpublished Price Sensitive Information in question becoming Generally Available Information and being capable of assimilation by the market, shall decide the timing for re-opening of the Trading Window, which however shall not in any event be earlier than 48 hours after the information becoming Generally Available Information.

Trading Window may be closed by the Company during such time in addition to the above period, as may be deemed fit by the Compliance Officer.

The notice of closure of the Trading Window intimated to the stock exchanges, if any, wherever the Securities of the Company are listed.

The trading window restrictions shall not apply in respect of -

- (a) pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Securities and Exchange Board of India;
- (b) transactions which are undertaken in accordance with respective regulations made by the Securities and Exchange Board of India such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such mechanism as may be specified by the SEBI from time to time.







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### Trading in Raunaq International Limited Securities

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of Unpublished Price Sensitive Information. When a person who has traded in securities has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. However, insider may prove his innocence by demonstrating the circumstances including the following: -

#### Chinese Wall

To prevent the misuse of confidential information, the Company shall follow "Chinese Wall" procedures separating those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/operations or other departments providing support services, considered "public areas".

- (i) Demarcation of the various departments as inside area may be implemented by the Company.
- (ii) The employees in inside area may be physically segregated from employees in public area.
- (iii) The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area.
- (iv) In exceptional circumstances, Designated Persons from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the compliance officer.

Designated Persons within a Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.

#### Pre-clearance of trades:

All the Designated persons of the Company shall get prior clearance from compliance officer of the proposed acquisition/purchase/sale transactions by themselves or through their dependent family members as per the procedure described hereunder if the said transaction of the securities of Company in a month is in excess of 2,000 in number or Rupees One Lac in market value, whichever is lower (either in one transaction or in a series of transaction(s)).

Provided that the pre-clearance is not applicable for subscription to the stock grants upon its vesting. However for any subsequent sale of shares acquired under Employee Stock Options Plans/Schemes(ESOPs), pre-clearance shall be applicable as per limits prescribed as above.





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- (i) Designated persons and their immediate relatives shall not trade in the securities when trading window is closed.
- (ii) Designated Persons may trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application as per Annexure 1, if the limit specified above is breached.
- (iii) A Declaration in Annexure 2 shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:
  - (a) That the Designated Person does not have any access or has not received Price Sensitive Information up to the time of signing the undertaking.
  - (b) That in case the Designated Person has access to or receives Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
  - (d) That he/she has made a full and true disclosure in the matter.
- (iv) The Compliance Officer may, after being satisfied that the application and declaration are true and accurate, approve Trading by a Designated Person in **Annexure 3** within 2 trading days, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- (v) The Designated Persons shall execute their order in respect of securities of the Company within the time period as mentioned in pre-clearance.
- (vi) The Designated Persons shall file to the Compliance officer in **Annexure 4** on or before expiring of Pre-clearance period for trading in shares, if transaction is not executed.
- (vii) If the order is not executed within the time mentioned in pre-clearance order, the designated person must pre-clear the transaction again.
- (viii) All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.
- (ix) Designated Persons and immediate relatives of designated persons in the organisation shall be governed by this code and the disclosures to be made by designated persons under this code shall include those relating to trading by such person's immediate relatives.





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Such purchase/sale of securities by the Compliance Officer shall require **prior clearance** from the Chairman of the Company.

Provided that this restriction shall not be applicable if the trade has been done in accordance with an approved trading plan.

### **Advice regarding Pre-Clearance**

In case of doubt, Designated Persons and their Immediate Relatives shall be responsible to check with the Compliance Officer or one of the contact persons designated by the Compliance Officer, if any, from time to time, whether the provisions of this Clause are applicable to any particular proposed transaction in the Securities.

### **Disclosure Requirements**

#### **Initial Disclosure**

Every person on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a Promoter or member of Promoter Group shall disclose his/her and Immediate Relatives' holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter, as per Form B set out in Annexure 5.

#### **Annual Disclosure**

##### **Disclosure Requirement**

All designated persons shall be required to disclose name and Permanent Account Number or any other identifier authorized by law of the following to the intermediary or fiduciary on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile, and cell numbers which are used by them

In addition, names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis. Annual disclosure of number of securities or voting rights held by designated person as on 31<sup>st</sup> March shall be made within 15 days with the following information:

- (i) name of Immediate Relatives;
- (ii) persons with whom such Designated Person(s) shares a material financial relationship;
- (iii) Permanent Account Number or any other identifier authorized by law of (i) & (ii) in Annexure 6





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The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

### Continual Disclosure

- (i) Every Promoter, member of the promoter group, designated persons and director of the Company shall disclose to the Company as per Form C set out in Annexure 7 the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.
- (ii) The disclosure as per para (i) above shall be made within two working days of:
  1. the receipt of intimation of allotment of shares, or
  2. the acquisition or sale of shares or voting rights, as the case maybe.

The Compliance Officer shall notify the stock exchanges, particulars of the Trades in Form C, within two trading days of the receipt of the Disclosures as mentioned above or from becoming aware of such information.

**Explanation:** Any incremental transactions that take place after a transaction is disclosed under the above provisions shall be required to be made when the value of such incremental transactions exceed the threshold limit of Rs. 10,00,000 (Rupees Ten Lakh).

### Disclosure by other connected Persons

The Compliance Officer at his discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company as and when he deems fit in order to monitor compliance with these regulations as per Form D set out in Annexure 8.

Disclosures for reporting of trades executed by the designated persons and other connected persons shall be provided as per format specified in Annexure 9 of the code.

### Protection against victimization of Informant

The Company shall ensure that an Employee who files a Voluntary Information Disclosure Form with SEBI under the Regulations as per format specified in Annexure 10 of the code and claim reward as per format specified in Annexure 11 of the code, irrespective of the fact that whether the information is considered or rejected by the SEBI or such employee is





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eligible for reward under the Regulations or not, shall be protected against any discharge, termination, demotion, suspension, threats, harassments, directly or indirectly, or discrimination by reason of:

- (i) filing a Voluntary Information Disclosure Form under the Regulations;
- (ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
- (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

For the purpose of this Clause of this Code as above, "employee" means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

Nothing in this Clause shall require the employee to establish that,-

- (i) SEBI has taken up any enforcement action in furtherance of information provided by such person; or
- (ii) the information provided fulfils the criteria of being considered as an Original Information under the regulations.

### **Penalties for Contravention**

Every Designated Person is individually responsible for complying with the applicable provisions of the Code (including to the extent the provisions hereof are applicable to the Immediate Relatives of the Designated Persons).

Any person who violates this Code shall be deemed to be in violation of the Company's Code of Conduct, Integrity Policy, the penalty for which shall be decided as per the discretion of the Compliance Officer after discussion with the Audit Committee, where necessary and whether the violation was intentional or unintentional.

Besides the above stated penalties, sanctions such as, wage freeze, suspension, recovery, and clawback may also be imposed on the Designated Person who has violated any of the provisions of this Code or the Regulations.

Designated Persons who violate the requirements stipulated under this Code shall be subject to disciplinary action by the Company, which may include wage freeze, suspension or termination.





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The stock exchanges or any other appropriate regulatory authority may also be informed of the violation of this Code/Regulations in such form and such manner as may be specified by SEBI from time to time, so that appropriate action may be taken.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Education and Protection Fund administered by the SEBI under the Act.

### Miscellaneous

1. The Board of Directors shall be empowered to amend, modify, interpret this Code and such amendment and modification shall be effective from such date that the Board may notify in this behalf.
2. The Compliance Officer shall maintain
  - (a) updated list of Designated Persons,
  - (b) records of disclosures and pre-clearance applications and undertakings

The Board of Directors is required to ensure that a structured digital database is maintained of every person in possession of UPSI

1. containing the nature of UPSI;
2. names of such persons who have shared the information;
3. names of such persons with whom information is shared under SEBI Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Such database shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with SEBI Regulations. In case such persons observe that there has been a violation of SEBI Regulations, then they shall inform the Board of Directors/Compliance officer promptly.

The Company has adopted the amended RIL Code on Fair Disclosures and Investor Relations available on the website of the Company to regulate the Company's practices and procedures for fair disclosure of UPSI and comply with the SEC's Regulations.

Any suspected violation of Leak of UPSI or violation of this Code can be reported under whistle blower policy of the Company.

Retaliation for reporting suspected violations is strictly prohibited under this Code: Employee who reports any alleged violations of insider trading laws in





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accordance with the informant mechanism under the Regulations, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

Intermediary or fiduciary engaged by the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the SEBI Regulations to prevent insider trading.

It is the responsibility of the Connected Person to ensure compliance with this Code.

The Company shall have a process for how and when persons are brought 'inside' on sensitive transactions, and such process may be determined by the Company from time to time. Individuals should be made aware of the duties and responsibilities attached to the receipt of inside information, and the liability that attaches to misuse or unwarranted use of such information.

### GENERAL

Employees are advised to peruse the Code and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Compliance Officer will be available for clarification/assistance that may be necessary. This Code is displayed on the Website of the Company i.e. [www.raunaqinternational.com](http://www.raunaqinternational.com) and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 is available on the Website of SEBI i.e. [www.sebi.gov.in](http://www.sebi.gov.in).

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

#### Preliminary

This Code of practices and procedures of fair disclosure of unpublished price sensitive information ("Code") is framed pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"), as amended from time to time. This Code has been framed with an aim to ensure fair disclosure of unpublished price sensitive information, that Raunaq International Limited ("Company") would follow in order to adhere to each of the principles set out in Schedule A to the Regulations without diluting the provisions of the Regulations in any manner, by the Company to the Stock Exchanges and disseminate on a continuous and prompt basis. Further, the Code also provides the manner in which the Company may consider ways of supplementing information released to Stock Exchanges by improving Investor access to their public announcements.

#### Nomination

The Board of Director has nominated the Company Secretary and Compliance Officer to deal with dissemination of information and disclosure of unpublished price sensitive information. Policy for determination of legitimate purposes ("Policy") forms part of this Code and is annexed hereto.





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### Code:

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

1. 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. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Ms. Neha Patwal, Company Secretary and Compliance Officer & (CFO) is designated as Chief Investor Relations Officer (the "CIRO") to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available by informing to the stock exchanges where the Securities of the Company are listed. If any Unpublished Price Sensitive Information is inadvertently disclosed without the consultation of the CIO, the CIO and the Company Secretary should be informed about the same as soon as possible and they may take such action to ensure that such information is generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities:

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. The CIO may also decide whether a public announcement is necessary for verifying or denying rumours and in case it is necessary, the Company should make a public announcement for either verifying or denying the rumours.

6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. 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. A brief code of practices to be followed by the Company is as under:
  1. All Employees and Directors shall provide only public information to analyst and research analysts, media, financial institutions etc.





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2. In case any unpublished information is to be disclosed to aforesaid entities, the employee proposing to disclose such information shall do so only after consultation and approval from the CISO and the Managing Director.
3. All meetings with the analysts, media personnel, and financial institutions should be documented, recorded or minuted.
4. Unpublished Price Sensitive Information shall be handled on a need to know basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and shall not be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

### Disclosures:

The Company shall ensure that

- a. This Code shall be published on the official website of the Company;
- b. Further, this Code and every subsequent amendment made thereto, shall be promptly intimated to the Stock Exchanges where the securities of the Company are listed.

### POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES:

Unpublished Price Sensitive Information is in the nature of information relating to the Company, directly or indirectly, of precise nature that can have an impact on the prices of the securities of the Company, if made public, and therefore till the Unpublished Price Sensitive Information becomes a generally available information, it can be shared only on a need-to-know basis and for legitimate purposes as provided hereunder:

- (a) Company shall provide Unpublished Price Sensitive Information on need to know basis only.
- (b) Unpublished Price Sensitive Information can be provided to the Statutory Auditors, Secretarial Auditors, Cost Auditors, Internal Auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks of the Company in performance of their duties.
- (c) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations.
- (d) Notice shall be given to such Insider to maintain confidentiality of such unpublished price sensitive information in compliance with the regulations.





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- (e) Unpublished price sensitive information provided in the ordinary course of business, in furtherance of performance of duty(ies), for discharge of legal obligations, for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company, for any other purpose as may be prescribed under the Regulations or any other law for the time being in force, shall be considered as an Insider and due notice shall be given to such persons to maintain confidentiality of such Unpublished price sensitive information in Compliance with this code.

Before sharing of the Unpublished Price Sensitive Information, the concerned person sharing such Unpublished Price Sensitive Information shall comply with the requirements as provided in the Code of Conduct for Prohibition of Insider Trading of the Company and the Regulations.

The Compliance Officer shall maintain record of the details of the recipients including their PAN, Address etc.

### **INSTITUTIONAL MECHANISM**

The Company has devised an Institutional Mechanism as per the provisions of the Regulations to include the following:

1. Internal controls to ensure compliance
2. Obligations of Insiders
3. Identification of UPSI and maintenance of its confidentiality
4. Maintenance of structured digital database
5. Chinese wall & other procedures.

This mechanism will facilitate all concerned persons to adhere to their obligations and other compliance requirements under the Code.

### **POLICIES AND PROCEDURES FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

#### **Preamble:**

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

#### **Company:**

Raunaq International Limited (RIL)

#### **Applicability:**

This policy shall apply to all designated persons and immediate relative of designated persons and persons in possession of or having access to unpublished price sensitive information.





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For the purpose of this Policy 'Audit Committee' shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### EFFECTIVE DATE

This policy shall be effective from 15<sup>th</sup> May, 2015.

**'Designated Persons'** shall cover all employees whether contractual or otherwise, persons/entities stated under Regulation 9(4) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and other connected persons as defined under Regulation 2(d) of the SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2018.

**'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.

**'Leak of UPSI'** shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

**'Unpublished Price Sensitive Information' (UPSI)** means any information, relating to a RIL 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 of RIL 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.

Words and expressions not defined in this Code shall have the same meaning as contained in the SEBI Regulations, as amended from time to time.

### Process of inquiry in case of leak or suspected leak of UPSI:


1. Inquiry under this policy shall commence based on a written complaint received from the suspect, any other person including employees of the Company and regulatory / statutory authority or any other department of Central or State Government.





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2. The complaint shall inter-alia state particulars of the complaine and details of the complaint. The Complainant has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.
3. The Complaint shall be addressed to the Company or Board of Directors or Audit Committee or Chairman or Managing Director (CMD), by whatever name called.
4. The said Compliant shall be forwarded immediately to the Inquiry Committee consists of Compliance Officer and the Chief Financial Officer to carry out an Inquiry.
5. Within 5 (five) working days of receipt of the complaint Inquiry Committee, shall write to the complaine intimating the details of the complaint received and requesting him to give a written representation within 7 (seven) working days of receipt of letter. If Inquiry Committee feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company then the committee will discard the complaint with reasons recorded in writing.
6. Within 7 (seven) working days of receipt of representation, Inquiry Committee shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, Inquiry Committee may call for such additional documents, representations, etc. as it may deem fit.
7. If no representation is received within the aforesaid stipulated time, Inquiry Committee shall issue notice to the complaine asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.
8. On completion of the preliminary investigation under point 5, receipt of reply to the show cause notice issued under point 6 or on non-receipt thereof, Inquiry Committee shall refer the matter to the Chairman of the Audit Committee, along with his opinion, for his consideration.
9. The Audit Committee shall consider the matter and put forward its recommendation to the Board of Directors. The Board of Directors, on receipt of such recommendation and after due review, if forms an opinion that the complaine is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary proceedings of the company, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any other statutory enactments, as applicable.
10. The Company suo moto reserves the right of initiating an inquiry under this policy against any designated person if it has reasons to believe that such person has leaked UPSI or suspected to leak UPSI.







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11. This policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted or which are available under the existing Vigil Mechanism Policy of the Company.
12. The Board of Directors shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy.

Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.

### Limitation, Review and Amendment:

In the event of any conflict between the provisions of this Code and of the SEBI Regulations or any other legal requirement ("Applicable Law"), the provisions of Applicable Law shall prevail over this Code. Any subsequent amendment/modification to the Applicable Law shall automatically apply to this Code.

The Board of Directors may review and amend this Code from time to time, as may be deemed necessary. Further, this Code has been amended and adopted by the Board of Directors as per the following details:

S.No.	Date of Amendment	Particulars of Amendment
1.	02 <sup>nd</sup> May, 2019	To incorporate the amendments introduced vide the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018
2.	30 <sup>th</sup> January, 2020	To incorporate the amendments introduced vide the Securities and Exchange Board of India (Prohibition of Insider Trading) (Second Amendment) Regulations, 2019 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019.





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3.	14 <sup>th</sup> August, 2020	<ul style="list-style-type: none"><li>• To incorporate the amendments introduced vide the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2020.</li><li>• To incorporate the detailed process and procedure in the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information forming part of this Code of Conduct.</li></ul>
4.	08 <sup>th</sup> February, 2021	<p>To incorporate the amendments introduced vide the Securities and Exchange Board of India (Prohibition of Insider Trading) (Second Amendment) Regulations, 2020.</p> <p>To incorporate the amendments introduced vide the Securities and Exchange Board of India circular dated 09<sup>th</sup> February, 2021 w.r.t. revised disclosure formats under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>
5.	14 <sup>th</sup> February, 2025	To incorporate the necessary changes as deemed necessary.

For Raunaq International Limited

**Surinder Paul Kanwar**  
(Chairman and Managing Director)