



RAVINDER HEIGHTS LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

**Approved by: Board of Directors
Date of approval: February 05, 2021**

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CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

INTRODUCTION

This Code of practices & procedures for fair disclosure of unpublished price sensitive information (“Code”) has been formulated by Ravinder Heights Limited pursuant to regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“Regulations”)

The Code aims to provide a framework of practices and procedures for fair disclosure of events and occurrences which may impact the price discovery in the market for Securities of the Company listed on Stock Exchange(s).

1. Definitions

1.1 “Chief Investor Relations Officer” means Head of Corporate Communications of the Company.

1.2 “Code of Conduct” means the Code of Conduct for Prevention of Insider Trading adopted by the Board of Directors of the Company.

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

Information published on the website of a stock exchange and/or the Company, would ordinarily be considered generally available.

1.4 “Insider” means any person who is:

- a) a connected person; or
- b) in possession of or having access to such unpublished price sensitive information;

Since “Generally Available Information” is defined, it is intended that anyone in possession of or having access to UPSI should be considered an “Insider” regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to UPSI. The onus of showing that a certain person was in possession of or had access to UPSI at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of

or having access to UPSI may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

15 “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 the Regulations/Code/Policy.

16 “Unpublished Price Sensitive Information” or “UPSI” means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily be including but not restricted to, information relating to the following: –

- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
- e) changes in key managerial personnel.

It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain.

All other words and phrases will have the same meaning as defined under these Regulations (as amended) from time to time. Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Regulations or the Companies Act, 2013 and rules & regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

2. Corporate Disclosure Policy

Unpublished Price Sensitive Information shall be given to the Stock Exchanges and disseminated promptly on a continuous basis.

All information shall be handled within the organization on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of his Legitimate Purposes, performance of duties or discharge of his/her legal obligations. The Board of Directors has adopted a Policy for “Determination of Legitimate

Purposes” as set out in “**Schedule A**” of this Code governing the handling and dissemination of UPSI pursuant to a Legitimate Purpose.

3. Overseeing and coordinating disclosure

The Chief Investor Relations Officer is responsible for dealing with, dissemination of information and to ensure uniform and universal disclosure of all Unpublished Price Sensitive Information pursuant to this Code as required under the Regulations.

The Company Secretary shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of unpublished Price Sensitive Information.

4. Responding to Market Rumors

Replies to all queries or requests for verification of market rumors shall be sent only after obtaining the approval of the Chairperson/Managing Director, or in his absence, after the approval of Whole-time Director of the Company..

Such replies shall be signed by the Company Secretary/Chief Investor Relations Officer. In his absence, such replies shall be signed by such other officer as may have been authorized by Chairperson/Managing Director/Whole-time Director in this regard.

A copy of such replies shall also be sent to the stock exchanges where Securities of the company are listed. Such replies shall also be kept on the website of the company.

Replies to such queries shall be sent on priority basis preferably within 48 hours from the time of receipt of such query or request. The date and time of receipt of such queries/request shall be recorded.

The Company Secretary shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

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

The Company Secretary shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as

required under any rules/regulations made under the Securities & Exchange Board of India Act, 1992 are made in a timely and adequate manner.

6. Disclosure/dissemination of Unpublished Price Sensitive Information with special reference to Analysts, Institutional Investors

The Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors:—

- (i) Only Public information to be provided - The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst shall be simultaneously made public at the earliest.
- (ii) Recording of discussion - In order to avoid misquoting or misrepresentation, it shall be ensured that at least two company representatives are present at meetings with Analysts, brokers or Institutional Investors and the transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
- (iii) Handling of unanticipated questions – The Company shall not answer analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions shall be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement shall be made before responding.
- (iv) Simultaneous release of Information - When the company organises meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet. The company may also consider live webcasting of analyst meets.

7. Medium of disclosure/dissemination

The Company shall disseminate all unpublished Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the Press.

As a good corporate practice, the unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's web-site. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same.

The Chief Investor Relations Office shall mark a copy of the Press Release to the Company's Information Technology (IT) Dept. Simultaneously for supplementing the Company's website: www.ravinderheights.com

The information filed by the Company with the Stock Exchanges under the continuous disclosure requirement of SEBI LODR Regulations may also be posted on the Company's website. The following information shall however be continuously disclosed in the Company's website:

- Un-audited quarterly and half yearly financial results and audited annual financial results.
- Details of dividend recommended by the Board.
- Dates of Shareholder's Meetings, Book Closure and record date.
- Distribution of Shareholding.

The Company Secretary shall oversee the above disclosures made in the Company's website.

For and on behalf of Board

**Sd/-
Ms. Sunanda Jain
Chairperson cum Managing Director**

Place: New Delhi

Date: February 05, 2021

SCHEDULE A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

The Chairperson / Managing Director / Whole-time Director shall determine which person(s) may be provided access to UPSI relating to any particular transaction. In determining such access, the Chairperson, Managing Director and Whole-time Director shall be guided by the principle that UPSI shall be made available to any person only if such information is required for the furtherance of the Legitimate Purposes, performance of duties or discharge of legal obligations of such person or as permitted in the Regulations.

An Insider can share the UPSI for Legitimate Purpose to any person subject to following conditions:

- a. The person with whom UPSI is to be shared pursuant to a Legitimate Purpose shall also be considered an Insider for purposes of this Code, Code of Conduct and the Regulations;
- b. A Non-Disclosure and Confidentiality Agreement (NDA) will be executed with such person before sharing UPSI to maintain confidentiality of such UPSI in compliance with the Regulations.