



ROSSELL TECHSYS LIMITED

Code of Conduct for Prohibition of Insider Trading

(Effective from September 3, 2024)

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1. INTRODUCTION

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations) seek to govern the conduct of insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading.

Insider Trading involves trading in the securities of a Company listed or proposed to be listed, by connected or any persons in possession of or with access to Unpublished Price-Sensitive Information not available to the general public, who can take advantage of or benefit from such Unpublished Price Sensitive Information. Trading in securities by an 'insider' is regarded as unfair when it is predicated upon the utilization of 'inside' information to profit at the expense of other investors who do not have access to the same information.

This policy is only an internal code of conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI PIT Regulations to ensure compliance of the applicable laws.

2. DEFINITIONS

- i. **"Act"** means the Securities and Exchange Board of India Act, 1992.
- ii. **"Board"** means the Board of Directors of the Company.
- iii. **"Chinese Wall"** means all information shall be handled within the organization on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- iv. **"Code" or "Code of Conduct"** shall mean this code of prohibition of insider trading.
- v. **"Company"** means Rossell Techsys Limited.
- vi. **"Compliance officer"** means Chief Financial Officer of the Company or any other senior officer, designated so from time to time and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information (UPSI), monitoring of trades and the implementation of the Codes under the overall supervision of the Board of the Company.
- vii. **"Connected person"** means any person who is or has during the six months prior to the concerned act been associated with a 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.

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 –

- an immediate relative of Connected Persons specified above; or
- holding company or associate company or subsidiary company; or
- an intermediary as specified in Section 12 of the SEBI Act or an employee or Director thereof; or
- an investment company, trustee company, asset management company or an employee or director thereof; or
- an official of a Stock Exchange or of Clearing House or Corporation; or
- 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
- 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
- an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- a Banker of the Company; or
- a concern, firm, trust, Hindu undivided family, Company or Association of Persons wherein a Director of a Company or his immediate relative or Banker of the Company, has more than ten per cent of the holding or interest.

viii. “**Designated Persons**” shall include –

- Members of the board of directors of the Company;
- Key Managerial Personnel and Senior Management;
- Employees of material subsidiaries of the Company designated based on their functional role or access to unpublished price-sensitive information in the organization by their Board of Directors;
- Promoters & Promoter Group of the Company;
- Any support staff of the Company, such as IT staff or secretarial staff Legal Staff, Finance Staff, or Strategy Staff who have access to unpublished price-sensitive information;
- Such other persons as may be identified by the Compliance Officer on a case-to-case basis, who could be reasonably expected to have access to unpublished price-sensitive information(s) relating to the Company.

ix. “**Employee**” means every employee of the Company, including the Directors who are in employment of the Company.

x. “**Generally available information**” means information that is accessible to the public on a non-discriminatory basis.

xi. “**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;

xii. “**Informant**” means an individual, who voluntarily submits to the SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the SEBI PIT Regulations, regardless of whether such individual(s) satisfies

the requirements, procedures and conditions to qualify for a Reward.

- xiii.** “**Insider**” means any person who is:
- a connected person; or
 - in possession of or having access to unpublished price sensitive information;
- xiv.** “**Key Managerial Personnel**” means a person as defined in Section 2(51) of the Companies Act, 2013.
- xv.** “**Legitimate Purpose**” shall include sharing of the UPSI in relation to the following:
- Performance of duty
 - Discharge of legal obligation
 - Under subpoena, direction or order of a court or tribunal of competent jurisdiction;
 - ordinary course of business;
 - Under any requirement of legal process, regulation or governmental order, decree in compliance with applicable laws, rules or regulations.
 - For any audit or for obtaining any certifications.
 - On a need-to-know basis for entering into contracts or other business prospects or obtaining any legal opinion or advisory services which necessitates the same;
 - any other purpose as the Board may determine for sharing of information on need to know basis depending upon the transaction.
- xvi.** “**Material Subsidiary**” shall be as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and shall mean a subsidiary of the Company whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
- xvii.** “**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.
- xviii.** “**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;
- xix.** “**Reward**” means any gratuitous monetary amount for which an Informant is declared eligible as per the provisions of SEBI PIT Regulations.
- xx.** “**SEBI**” means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992 and any modifications or amendments thereto for the time being in force.
- xxi.** “**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;
- xxii.** “**Takeover Regulations**” means the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulation, 2011 and any amendments thereto.

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

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

xxv. "Trading Plan" has the meaning ascribed to in Clause 5 of the SEBI PIT Regulations.

xxvi. "Trading Window" means a trading period for dealing in the Company's shares during which Designated Persons and their Immediate Relatives can deal in the shares of the Company.

xxvii. "Unpublished price sensitive information (UPSİ)" 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:

- financial results;
- dividends;
- change in capital structure;
- mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- changes in key managerial personnel.

All other words and expressions used but not defined in the Policy but defined in the SEBI Act, 1992, Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Companies Act 2013 and/ or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. RESTRICTION ON COMMUNICATIONS AND TRADING BY INSIDERS

- i. No insider shall communicate, provide, or allow access to any unpublished price-sensitive information, relating to securities of the Company or securities proposed to be listed by the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, the performance of duties or discharge of legal obligations.
- ii. No person shall procure from or cause the communication by any insider of unpublished price-sensitive information, relating to securities of the Company or securities proposed to be listed by the Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The information shall be shared in accordance with the below:
 - Making aware such person that the information shared is or would be confidential;
 - Instruct such person to maintain the confidentiality of such unpublished price-sensitive information in compliance with these regulations;
 - Make aware such person the duties and responsibilities attached to the receipt of such information and the liability attached to the misuse or unwarranted use of such

information.

- iii. Any inducement and procurement of unpublished price sensitive information not in furtherance of one's legitimate duties and discharge of obligations would be illegal under this code. The policy on leak of UPSI is provided as Annexure I.
- iv. Notwithstanding anything contained in this Code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would,
 - i) 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 the proposed transaction is in the best interests of the Company;
 - ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed 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.
- v. For the purpose of (iv) above, 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 purpose of (3) above, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
- vi. The Board of Directors of the Company shall ensure that a structural digital Database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- vii. The board of directors or head(s) of the organisation of every person required to handle unpublished price-sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceeding.
- viii. Directors and Designated employees shall maintain the confidentiality of all Price Sensitive Information. Directors / Designated employees shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company. The Directors shall also ensure that such information has been circulated to the Compliance Officer to disclose in the Public/Stock Exchange within prescribed time.

4. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

No Insider shall either on his own behalf, or on behalf of any other person, trade in Securities of the Company when in possession of any UPSI unless made in accordance with the Trading Plan as enumerated in this Code.

Insiders who engage Portfolio Managers to trade in shares and hence the insiders are expected to take due precaution while trading in securities through Portfolio Managers by:

- i. Informing the Portfolio Managers about closure of trading window
- ii. Ensuring to seek pre-clearance, wherever applicable, when the Portfolio Manager proposes to trade in the Rossell's shares exceeding threshold limit and also make continual disclosures, wherever applicable, as provided in this Code.
- iii. Ensuring that the portfolio manager abides by the requirement of minimum holding period and not do contra trade as provided in this Code.
- iv. Prohibiting the Portfolio manager to trade in securities of Rossell's at his own discretion or when the Insider is in possession of UPSI. Despite the above, if any trading is done by portfolio managers, it will be treated as trading done by the Insider, and therefore the insider will be held responsible for any such non-compliance and subject to such penalties as specified in this Code.

However, following trades may be exempted even when in possession of UPSI, if it is demonstrated by the persons who undertook the trade that there is no violation of all the provisions of the Code:

- i. Off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of Regulation 3 of SEBI PIT Regulations and both the parties had made a conscious and informed trade decision.
- ii. Transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of Regulation 3 of SEBI PIT Regulations and both parties had made a conscious and informed trade decision;
- iii. was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction
- iv. Transaction was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations
- v. In the case of non-individual insiders:-
 - The individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - Appropriate and adequate arrangements were in place to ensure that these regulations are not violated, and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been

breached.

- vi. Trades were pursuant to a trading plan submitted by the insider to the Compliance officer.

5. CHINESE WALL PROCEDURES

- i. To prevent the misuse of confidential information the Company shall adopt a “Chinese Wall” policy which separates those areas of the Company which routinely have access to confidential information, considered “inside areas” from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered “public areas”.
- ii. The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area.
- iii. The employees in an inside area may be physically segregated from employees in public area.
- iv. Demarcation of the various departments as inside area may be implemented by the Company.
- v. In exceptional circumstances employees 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.

6. ROLE AND RESPONSIBILITIES OF THE COMPLIANCE OFFICER

- i. The Chief Financial Officer who is the Compliance Officer of the Company has to ensure compliance with and for effective implementation of the Regulations, as well as this Code, across the Company;
- ii. The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code;
- iii. The Compliance Officer shall provide half-yearly reports of trading by Designated Persons to the chairperson of the Audit Committee and the Board;
- iv. The Compliance Officer shall on an annual basis confirm to the Audit Committee that the internal controls in relation to the mechanism for prevention of Insider Trading as required under the law are adequate and operating effectively; and
- v. The Compliance Officer shall maintain a record of the disclosures made by the designated persons for a minimum period of 5 years.

7. TRADING PLANS

Insiders shall have the option to formulate their Trading Plan and present the same to the Compliance Officer for approval. Upon approval of Trading Plan, the Compliance Officer shall notify the same to the Stock Exchanges where the Securities of the Company are listed.

Such trading plan shall –

- not entail commencement of trading on behalf of the insiders earlier than six months from

- the public disclosure of the plan;
- not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
- entail trading for a period of not less than 12 months;
- not entail overlap of any period for which another trading plan is already in existence;
- set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- not entail trading in securities of the Company for market abuse.

Provided that the implementation of the Trading Plan shall not be commenced if any UPSI 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 and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes Generally Available Information so as to avoid a violation of the Insider Trading Regulations and the Code.

The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code or "Regulations" and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Upon approval of the trading plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities of the Company are listed.

8. TRADING RESTRICTIONS

All Designated Persons of the Company shall be subject to trading restrictions as enumerated below:-

i Trading Window

- a.** Designated Persons may trade in the Securities of the Company only when the Trading Window is open and if they do not possess UPSI at the time of trading.
- b.** The trading window shall 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. Further, the trading window shall be, inter alia, closed at the time of: -
 - Declaration of Financial results (quarterly, half-yearly and annual)
 - Declaration of dividends (interim and final)
 - Issue of securities by way of public/ rights/bonus, etc.
 - Any major acquisition/ expansion plans or execution of new projects
 - Amalgamation, mergers, takeovers and buy-back
 - Hearing/Judgment of Litigation/dispute with a material impact;
 - Disposal of whole or substantially whole of the undertaking

- Any changes in policies, plans or operations of the company
 - Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.
- c. The period of closure shall be effective from the date on which the Company sends intimation to the Stock Exchange advising the date of the Board Meeting, up to 48 hours after the Price sensitive information is submitted to the Stock Exchange.
- d. In the case of employee stock options, exercise of options may be allowed in the period when the Trading Window is closed. However, sale/pledge of Securities allotted in exercise of employee stock options shall not be allowed when Trading Window is closed.
- ii **Pre-clearance of trades**
- a. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is in excess of INR 10,00,000 (Rupees Ten Lakhs Only).
- b. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
- c. Pre-clearance will not be required for the exercise of employee stock options.
- iii **Pre-clearance Procedure**
- a. An application for pre-clearance of trades shall be made to the Compliance Officer in the format set out in Annexure II
- b. The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application. The Compliance Officer will scrutinize the application within 2 working days of submission and communicate the approval/ refusal (along with reasons therefore) to the applicant.
- c. The Designated Person shall execute their order in respect of securities of the Company *within seven trading days* after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, the Designated Person must pre-clear the transaction again.
- d. The Compliance Officer shall retain copies of all applications and acknowledgements. In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed trade is on the basis of possession of any unpublished Price sensitive information. There shall be no obligation to give reasons for any withholding of consent.
- e. In case of dealing by the Compliance Officer(s), pre-clearance from Chairman of Audit Committee shall be required.

- f. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed.
- g. Pre- Clearance of trades shall not be required for a trade executed as per an approved trading plan.
- h. Trading norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan. Contra trade is defined in point iv(a) below.

iv **Other restrictions**

- a. The Designated Person shall hold their investments in securities for a minimum period of six months irrespective of mode of acquisition in order to be considered as being held for investment purposes. The Designated Person permitted to trade shall not be permitted to execute a contra trade within a period of six months from the date of said trade. In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer.

9. DISCLOSURE REQUIREMENTS

a. Initial Disclosures

Every person on appointment as a key Managerial Personnel or a director of the company or upon becoming a promoter or member of the promoter group shall Disclose the holdings as on the date of appointment or becoming a Promoter, to the Company within 7 days of such appointment or becoming a promoter in the format set out in Annexure III.

b. Continual Disclosures:

- i. Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company 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 in the format set out in Annexure IV.
- ii. The Compliance Officer of the Company shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- iii. Designated Persons shall disclose Names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis within 30 days from the end of the financial year. In case of any

changes in such information, the Designated Person shall inform the Company of such change promptly following information as per **Annexure-V**:

- Immediate Relatives
- Persons with whom such Designated Person(s) shares a Material Financial Relationship
- Phone numbers including mobile numbers which are used by the above persons
- names of educational institutions from which designated persons have graduated
- names of their past employers.

Here 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.

10. PENALTY FOR CONTRAVENTION OF THE CODE

- i. Any employee/Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- ii. An Employee/Designated Person who violates the Code shall also be subject to disciplinary action by the Company, as deemed appropriate, including wage freeze, suspension, in-eligibility for future participation in employee stock option plans or such other action(s) as the Company may decide.
- iii. The Compliance Officer shall be responsible for informing the SEBI or Appropriate Authority about the violation of the provisions of the Code of Conduct as per applicable provisions of the Act/Regulations.
- iv. 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, which includes profits from such trade shall be liable for a transfer to the credit to the Investor Protection and Education Fund administered by SEBI.

11. AMENDMENT

The Board reserves its rights to amend or modify the code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding unless the same is notified in writing.

Note: This policy has been approved by the Board of Directors of the Company at its meeting held on September 3, 2024 and shall be effective from September 3, 2024.

ANNEXURE I**POLICY FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

[Under Regulation 9A of Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015]

1. Background

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“**SEBI PIT Regulations**”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

2. Scope

This Policy deals with-

- i **Formulating** procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of UPSI.
- ii **Strengthening** the internal control system to **prevent** leak of UPSI.
- iii **Penalizing** any insider who appears to have found guilty of violating this policy.

3. Definitions

The definitions of some of the key terms used in the Policy are given below. Capitalized terms are not defined herein shall have the meaning assigned to them under the Code/SEBI PIT Regulations:

- i **“Leak of UPSI”** means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.
- ii **“Delinquent”** means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.
- iii **“Whistle Blower”** means an employee making a disclosure under the Whistle Blower Policy.
- iv **“Working days”** means working days of the Company.

4. Procedure for inquiry in case of Leak or suspected Leak of UPSI

- i **Source of information relating to leak of UPSI**

The Compliance Officer/Chairman of Audit Committee may on becoming aware suo moto or on receipt of a written intimation of leak or suspected leak of UPSI from:

- the Delinquent
- any other person, including employees of the Company
- regulators

follow the procedure below in order to inquire and/or investigate the matter.

ii. Preliminary Inquiry:

The object of preliminary inquiry is fact-finding, to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to initiate further investigation/inquiry.

The Compliance Officer/Chairman of Audit Committee shall forthwith forward such intimation to Chairman of Company / MD and/or CS to conduct a preliminary inquiry headed by Compliance Officer. The said inquiry shall be completed within 2 working days from the date of receipt of such intimation and report thereof shall be circulated to the Chairman of Audit Committee/CEO/CFO and Compliance Officer.

iii. Intimation of Leak or suspected Leak of UPSI

If in the opinion of Chairman of Audit Committee/CEO/CFO and Compliance Officer, the preliminary inquiry report warrants further investigation, the same shall be submitted to:

- The Board of Directors
- Inquiry Committee for detailed investigation

The Compliance Officer shall simultaneously intimate SEBI about such Leak or suspected Leak of UPSI.

iv. Inquiry Committee

Inquiry Committee shall consist of the following persons or any person nominated by such officers from their department-

- Chief Financial Officer
- Company Secretary
- Any other person nominated by Chief Executive Officer/Managing Director

If any member of Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and other members of Inquiry Committee should deal with the matter on hand.

v. Investigation by Inquiry Committee

Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation. The said investigation shall be completed within 7 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee's investigation report shall be submitted to the Audit Committee/ Board of Directors immediately, and such report shall also be submitted to SEBI simultaneously.

5. Powers of the Inquiry Committee

For purpose of conducting inquiry, the Inquiry Committee may:

- i. call upon
 - such employees/individuals to seek clarification or information pertaining to the leak.
 - persons / members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
 - persons involved in the consolidation of the figures for the financial results.
 - persons involved in the preparation of board notes and presentations.
 - persons involved in dissemination of information relating to financial results in the public domain.
 - any other persons who had access to the information.
 - any market intermediaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.
- ii. at its discretion, invite external investigators/experts.
- iii. take necessary actions including sending the Delinquent on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
- iv. keep the identity of the Delinquent confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.
- v. notify the Delinquent of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence.
- vi. do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

6. Rights and Obligations of the Delinquent

- i. The Delinquent shall-
 - co-operate with the Inquiry Committee during the investigation process.
 - have a right to consult with a person or persons of their choice, other than members of Inquiry Committee.
 - right to be informed of the outcome of the investigation
- ii. The Delinquent(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Delinquents.
- iii. Unless there are compelling reasons not to do so, Delinquents will be given the opportunity to respond to material findings contained in investigation report. No allegation

of wrongdoing against a Delinquent shall be considered as maintainable unless there is good evidence in support of the allegation.

7. Consequences of non-compliance

- i.** On receipt of report of inquiry committee, the Compliance Officer shall forthwith forward such report to Audit Committee.
- ii.** The disciplinary action against Delinquent may be taken within 15 days from receipt of investigation report by Audit Committee in consultation with Board of Directors or any other person authorized by the Board.
- iii.** The disciplinary action may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Audit Committee or the Board of Directors or any other person authorised by the Board.
- iv.** SEBI or any other appropriate regulatory authority would also be informed of such violation who may take appropriate action against the Delinquent.

Note: This policy has been approved by the Board of Directors of the Company at its meeting held on September 3, 2024 and shall be effective from September 3, 2024.

ANNEXURE II**APPLICATION FOR PRE-CLEARANCE OF TRADE**

Date:

The Compliance Officer,
 Rossell Techsys Limited,
 Jindal Towers, Block B, 4th Floor 21/1A/3,
 Darga Road, Kolkata, Kolkata,
 West Bengal, India, 700017

Dear Sir/Ma'am,

I intend to deal in the Securities of Company. Detailed particulars of proposed transaction are as follows:

S. No.	Particulars	Particulars
1.	Name of the Applicant	
2.	Designation, Department & Employee Code	
3.	DPID-Client Id & Details of Depository	
4.	Name(s) of Account Holder(s)	
5.	Relation with Designated Person	
6.	No. of Securities held (including those held by Immediate Relatives) before proposed transaction:	
7.	Nature of proposed transaction (Purchase / sale/other)	
8.	No. of Securities to be traded (including by Immediate Relatives):	
9.	Estimated value of Securities to be dealt in proposed transaction (including by Immediate Relatives):	

I confirm that:

- I do not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- In case I get access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance officer of the change in his position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- I have not contravened the provisions of the code of conduct for prevention of Insider Trading Rules as framed by the Company.
- If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.
- I undertake to submit the trading report within two days of execution of the transaction or

a 'Nil' report if the transaction is not undertaken.

- All information given above is true to the best of my knowledge and belief.

You are requested to pre-clear the above transaction.

Thanking you.

(Signature)

Name:

Designation

Place:

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]**

Name of the Company: Rossell Techsys Limited

ISIN of Company:

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2) –

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No. of Securities	
(1)	(2)	(3)	(4)	(5)	(6)

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
(7)	(8)	(9)	(10)	(11)	(12)

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Signature:

Name:

Designation:

Date:

Place

Annexure IV

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the Company: Rossell Techsys Limited

Details of change in holding of Securities of Employee or Director

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (/KMP/ Directors / Immediate Relative / others, etc.)	Securities held prior to acquisition/disposal		Securities Acquired /Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/sale of shares (specify)		Date of intimation to company	Mode of acquisition / disposal (on market/public / rights/ preferential offer/off market/Int erse transfer, Stock Options, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. of Securities and % of share-holding	Type of Security (For e.g. - Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No. of securities	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. of Securities % of share-holding	From	To			
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)

Note:

- (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives of the Company by Employee or Director

Trading in derivatives (Specify type of contract, Futures or Options, etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value in Rupee terms	Number of units (contracts * lot size)	Notional Value in Rupee terms	Number of units (contracts * lot size)	
(16)	(17)	(18)	(19)	(20)	(21)	(22)

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Signature:

Name:

Designation:

Date:

Place

ANNEXURE V
ANNUAL DISCLOSURE BY DESIGNATED PERSONS

Disclosure for the year ended	
Name of the Designated Person	
PAN Number	
DIN/CIN Number	
Employee Number, if applicable	
Name of the Company	
Contact address with contact details and Email ID	
Connection with the Designated person or Company, as applicable	

A. Details of Securities Held by Employee and Immediate Relative

Name & PAN	Relationship	Type of Securities	Folio No. / DP ID / Client ID	Securities held as at beginning of the year	Type of Trade	Quantity Traded	Date of Trade	Mode of Acquisition *	Securities held as at end of the year

I confirm that:

1. I was not in possession of unpublished price sensitive information at the time of trading in Securities of the Company;
2. The aforesaid trades were executed when the Trading Window was open and disclosures wherever required has been made by me to the Company from time to time;
3. I have duly pre-cleared trades from the Compliance Officer;
4. I have held Securities purchased by me, directly or indirectly through my immediate relatives, for more than 6 months. If the Securities were not held for 6 months, I have taken due approval from the Compliance Officer for the same;
5. I undertake to fully adhere to the standards and requirements specified by SEBI, from time to time, in relation to SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto; and
6. All information given above is true to the best of my knowledge and belief.

Date:
Place:

Signature:
Name:
Designation:

CODE OF PRACTICES AND FAIR DISCLOSURE OF UPSI

Rossell Techsys Limited (“the Company”), in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, (“PIT Regulation”) has adopted a Code for fair disclosure of Unpublished Price Sensitive Information (UPSI) and forms part of the Code of Conduct for Prohibition of Insider Trading of the Company.

Company's Fair Disclosure Code aims to preserve the confidentiality of unpublished price sensitive information (UPSI) and prevent its misuse while ensuring timely, accurate, and adequate disclosure in compliance with regulations. It promotes transparency, fairness, and uniformity in dealing with stakeholders.

All terms used but not defined herein shall have the meaning ascribed to such term under the PIT Regulation or the Code of Conduct for Prohibition of Insider Trading of the Company.

The Company shall adhere to the Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of UPSI as encompassed in the Schedule A of the PIT regulation.

1. Disclosure of Unpublished Price Sensitive Information (UPSI)

1.1 Disclosure or dissemination of any UPSI shall, unless otherwise specified under SEBI Regulations, be promptly carried out by Compliance Officer to the stock exchanges. Such information shall also be posted on the Company’s website and/or made generally available to the public.

1.2 The Compliance Officer must ensure:

- Prompt public disclosure of UPSI as soon as credible and concrete information comes into existence.
- Uniform and universal dissemination to avoid selective avoiding any selective disclosure.
- Appropriate, fair, and prompt response shall be submitted to all queries on news reports and/ or requests for verification of market rumors received from regulatory authorities.

1.3 Only publicly available information shall be shared with analysts, research personnel, and institutional investors. In the event of sharing any UPSI with such parties, the same shall simultaneously be disclosed to the public through appropriate means. This may include arrangements for live audio broadcasts of discussions or calls via phone, internet, or other media, with prior notice. Recordings of these proceedings shall be made available on the Company’s official website for at least five years.

1.4 UPSI shall be handled on a “need-to-know” basis. Disclosure of UPSI will only be permitted to individuals within the Company who require the information to perform their duties or fulfill legal obligations. Internal measures, such as Chinese walls, shall be maintained to safeguard UPSI.

1.5 The Chief Financial Officer is designated as chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

2. Communication and Procurement of UPSI

2.1 The sharing of UPSI in furtherance of *Legitimate Purposes* shall include sharing in the ordinary course of business by an Insider with authorized parties. This includes (but is not limited to):

- Customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, or other advisors or consultants.
- Such sharing must not circumvent the prohibitions of these Rules or SEBI Regulations.

2.2 Employees must ensure that the sharing of UPSI is strictly necessary for legitimate purposes, the performance of their legitimate duties, or the discharge of their responsibilities. Sharing UPSI to evade or circumvent regulatory prohibitions is strictly prohibited.

2.3 Any individual who receives UPSI in furtherance of a legitimate purpose shall be deemed an *Insider* under these Rules and SEBI Regulations.

2.4 Designated Persons and Employees sharing UPSI for legitimate purposes must issue prior notices or enter into confidentiality/non-disclosure agreements with recipients.

Further, any person receiving UPSI for a legitimate purpose is considered an insider under these Rules and SEBI Regulations. Designated Persons and Employees sharing UPSI must issue a notice or enter into a confidentiality agreement to ensure compliance and maintain confidentiality. This is to ensure confidentiality and compliance with these Rules and SEBI Regulations.

3. Review and Amendments

The Board reserves the power to review and amend this Policy from time to time. All provisions of this Policy would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental, and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental, and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

Note: This policy has been approved by the Board of Directors of the Company at its meeting held on September 3, 2024 and shall be effective from September 3, 2024.
