RISHIROOP LIMITED

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FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and based on the principles of Fair Disclosure outlined in the said Regulations, and incorporating the norms stipulated in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors had formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information which was approved by the Board in its meeting held on 6th November, 2015.

Pursuant to the notification of SEBI (Prohibition of Insider Trading) Regulations, 2015 last amended on March 12, 2025, this Code has been reviewed and amended by the Board on August 7, 2026.

1. Prompt public disclosure of Unpublished Price Sensitive Information (UPSI)*

1.1 UPSI 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

1.2 The Company shall ensure prompt public disclosure of Unpublished Price Sensitive Information with an objective to make such information generally available in public domain.

All such disclosures shall be made in accordance with the norms stipulated in Reg.30 (Disclosure of Events or Information) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and also, in accordance with the Company Policy on materiality for disclosure of Events or Information.

1.3 The disclosure of Unpublished Price Sensitive Information shall be uniform and universal to avoid selective disclosure.

1.4 In case the unlikely event of any Unpublished Price Sensitive Information is getting disclosed selectively, inadvertently or otherwise, the same shall be made generally available.

2. Chief Investor Relations Officer (CIRO)

2.1. "Chief Investor Relations Officers" means such senior officer of the Company appointed by the board of directors to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner.

2.2. The Company Secretary of the Company has been designated as a Chief Investor Relations Officer of the Company, and shall, after obtaining required internal approvals, disseminate and disclose Unpublished Price Sensitive Information.

2.3. In the absence or unavailability of Company Secretary, any other Director or Key Managerial Personnel (KMP) of the Company as decided by the Board shall perform the function of Chief Investor Relations Officer, and disseminate and disclose Unpublished Price Sensitive Information as per this Code.

3. Responding to Market Rumours

The Company shall always endeavor to provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

4. Sharing of Information with Analysts and Research Personnel

4.1. Sharing of Information: The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.

4.2. Simultaneous Release of Information: Whenever the Company proposes to organize meetings with analysts or other investor relations conferences, the Company shall post relevant information / record on its official website after every such meeting / conference.

5. Policy for determination of 'Legitimate Purposes'

5.1. Any UPSI shall only be shared in furtherance of legitimate purpose(s), performance of duties or discharge of legal obligations.

5.2. The term "legitimate purposes" shall be construed in accordance with the following principles:

- Sharing of Unpublished Price Sensitive Information in the ordinary course of business by any employee, insider, or by any authorized person with existing or proposed partners, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, or other advisors or consultants.

- Sharing of Unpublished Price Sensitive Information for any other genuine or reasonable purpose as may be determined by the Directors or CIRO.

- Sharing of Unpublished Price Sensitive Information with a court of law or any governmental authority or a regulatory body on the basis of any order issued by them.

5.3. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an insider for the purpose of the PIT Regulations and due notice shall be given to such person which would inter-alia include the following:

- The information shared is in the nature of UPSI, confidentiality of such UPSI must be maintained, and such UPSI must not be disclosed by the recipient in any manner except in compliance with the PIT Regulations.

- The recipient must not trade in the securities of the company while in possession of UPSI.

6. Sharing of Unpublished Price Sensitive Information on 'Need-to-know' basis

6.1. Till the UPSI becomes a generally available information, the employees and directors shall ensure that any such Unpublished Price Sensitive Information that is shared with other persons is only done on a 'need-to-know' basis.

Explanation: The term "need-to-know basis" shall mean that Unpublished Price Sensitive Information should only be disclosed to/procured by such persons who need to share/need access to the Unpublished Price Sensitive Information in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or amount to the misuse of such Unpublished Price Sensitive Information.

6.2. To prevent leakage of Unpublished Price Sensitive Information, employees and directors shall:

- Not discuss Unpublished Price Sensitive Information in public places where such Unpublished Price Sensitive Information may be overheard (for example, elevators, restaurants, airplanes, taxis, etc.) or participate in, host or link to internet chat rooms, online social networking sites, newsgroup discussions or bulletin boards which discuss matters pertaining to the Company's activities or its securities;

- Not carry, read or discard Unpublished Price Sensitive Information in an exposed manner in public places;

- Not discuss Unpublished Price Sensitive Information with any other persons, except as required in furtherance of legitimate purposes, performance of his or her duties or discharge of legal obligations;

- Advise, at the commencement of any meeting where Unpublished Price Sensitive Information is likely to be discussed, the other attendees of such meeting, that they must not divulge the Unpublished Price Sensitive Information;

- Ensure that the sharing of Unpublished Price Sensitive Information, wherever required, is done by way of the Company's email system on a secured file-sharing platform within the Company's internal network. The passwords of protected files shall be sent via a separate official email or SMS to safeguard the confidentiality of the information.

- Ensure that subsequent queries/ clarifications shall be responded to by way of official e-mail, meetings, over the phone (including SMS) but shall be addressed only to concerned persons. Communication which entails Unpublished Price Sensitive Information via WhatsApp or other social networking applications shall not be used.

- The Company shall ensure that all Employees handling Unpublished Price Sensitive Information are cautioned to share such Unpublished Price Sensitive Information with other persons only on a 'need-to-know' basis.

7. Policy/Procedure in case of suspected leak of Unpublished Price Sensitive Information

In the case of any leak or suspected of leak of UPSI, the Company shall adopt the following procedures:

1. Ascertain whether the information is price sensitive and unpublished.

2. Determine whether the person who is suspected of having leaked the information is an 'insider' according to the Code adopted by the Company and whether such person was authorised to possess such information.

3. Ascertain the impact of the leak on the market and various stakeholders.

4. Intimate the Board of Directors and Audit Committee of the leak of UPSI.

5. The Board shall constitute an Inquiry Committee comprising of the Compliance Officer, Managing Director and at least one independent director to conduct an inquiry into the leak or suspected leak of UPSI.

6. The Committee shall inform the Board of the results of such inquiry within a period of 15 days from date of commencing the inquiry and shall recommend suitable action to remedy the breach, including appropriate disciplinary action in accordance with the Code, if considered necessary.

REVIEW AND AMENDMENTS:

The Board shall have the power to amend and update any of the provisions of this policy, substitute any of the provisions with a new provision or replace this policy entirely with a new policy in order to adhere to the amendments issued by the regulatory authorities from time to time.

** Refer - 'UPSI' as defined in RL Code of Conduct to regulate, monitor and report trading by its employees and other connected person***.**

Last updated on: August 7, 2026

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