RNFI Services Limited

CODE OF PRACTICES AND PROCEDURES FORFAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

[PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015]

Version: 1.1

The version-1.1 of the Policy has been amended in line with SEBI (PIT) Regulations, 2024 dated 11th December 2024, 12th March 2025 and 25th September, 2025

1. OBJECTIVE

The objective of this Code of Practices and Procedures for Fair Disclosure of UnpublishedPrice Sensitive Information is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. It has been framed with an objective to preserve the confidentiality of unpublished price sensitive information and to ensure fairness in dealing with all stakeholders pursuant to Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

2. DEFINITIONS

"RSL" or **"Company"** means RNFI Services Limited.

"**Unpublished Price Sensitive Information**" or **"UPSI"** means any information, relating to the Company or its securities, directly or indirectly, that is not generally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 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, delisting, disposals and expansion of business andsuch other transactions;
(v) Changes in key managerial personnel;
(vi) Change in Rating(s)
(vii) Fund raising proposed to be undertaken
(viii) Agreements, by whatever name called, impacting management and control of the company
(ix) Fraud or defaults by a listed entity, its promoter, director, key managerial personnel, senior management, or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad
(x) Change in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
(xi) Resolution plan/ Restructuring/one-time settlement in relation to loans/borrowings from banks/financial institutions
(xii) Admission of winding-up petition / initiation of corporate insolvency resolution process (CIRP)
(xiii) Initiation of forensic audit (by whatever name called) by company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report
(xiv) Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity
(xv) Award or termination of order/contracts not in the normal course of business.
(xvi) outcome of any litigation(s) or dispute(s) which may have an impact on the listed entity
(xvii) Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party
(xviii) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

For identification of events, enumerated in this clause as UPSI, the guidelines for materiality referred at para B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, shall be applicable.

Words and expressions used but not defined in this Code, shall have the meaning as prescribed to such terms under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be including amendments(s)/ modification(s) thereto.

3. PRINCIPLES OF FAIR DISCLOSURE

The Company shall adhere to the following principles to ensure timely and fair disclosure of UPSI:

a) The Company shall promptly disclose to the public "unpublished price sensitive information" (UPSI) that would impact price discovery, as soon as such credible & concrete information comes into being.

b) The Company shall ensure that information shared with analysts and research personnel is not UPSI.

c) The Company shall uniformly & universally disseminate information (UPSI) and avoid selective disclosure.

d) The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all/public.

e) The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumours/Grapevine by regulatory authorities, if any.

f) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on itsofficial website, in order to ensure official confirmation and documentation of disclosures are made.

g) The Company shall handle all UPSI on a need-to-know basis.

4. LEGITIMATE PURPOSE

The UPSI can be shared as an exception for Legitimate Purposes (as per its "Policy for determination of Legitimate Purposes" (**Annexure A**), provided it is not shared to evade or circumvent the prohibition under the Regulation), performance of duties, or discharge of legal obligations.

5. CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

The Company shall adhere to the prescribed standards under the RNFI Services Limited – Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons.

6. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The Board of Directors of the Company 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, and shall not otherwise trade in securities of the company when in possession of UPSI.

7. CHIEF INVESTOR RELATIONS OFFICER

The Company Secretary of the Company Shall be the Compliance Officer. The Compliance officer of the Company is designated / called as "Chief Investor Relations Officer" to deal with dissemination of information and disclosure of UPSI.

8. DISCLOSURE WITH REFERENCE TO ANALYSTS/ MEDIA

a) It shall be ensured that only public information is made available to the analyst/research personnel/large investors like institutions. All UPSI shall be first communicated to the stock exchanges before the same is shared with analyst and research personnel.

b) Transcripts or recordings of proceedings of meetings/ conferences with Analysts and other investors shall be uploaded /published on the website of the Company.

c) Care should be taken when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions shall be noted and be responded later after consultation with Managing Director/ Chief Executive Officer/ Chief Financial Officer/ Board of Directors. If the answer includes UPSI, a public announcement should be made before responding to the same.

9. CONTRAVENTION OF THIS CODE

Upon failure of such person to maintain confidentiality of such UPSI, appropriate action may be taken by the Company as stipulated under RSL Code, the Insider Trading Policy of Conduct to Regulate, Monitor and Report Trading by Designated Persons.

10. AMENDMENTS TO THE POLICY

The Board shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. The Board reserves the right to amend this Policy from time to time based on changing requirements of any law or SEBI regulations. In the event of any conflict between the provisions of this Policy and any law or SEBI regulations, such law or SEBI regulations shall prevail.

11. DISCLOSURE OF THE POLICY

The Company shall disclose this Policy on its website. The necessary disclosure, if any, about the policy will also be made as per the requirements of SEBI regulations.

Annexure-A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. INTRODUCTION

This Policy, as a part of "Code of practices and procedures for fair disclosure of unpublished price sensitive information", formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy", and is prepared in accordance with Regulation 3(2A) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

2. OBJECTIVE

The objective of this Policy is to identify 'Legitimate Purposes' which will be considered as exception for the purpose of sharing / procuring Unpublished Price Sensitive Information (UPSI) relating to the Company or its listed securities or proposed to be listedsecurities, if any.

3. LEGITIMATE PURPOSES

"**Legitimate Purposes**" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors
3. Board of Directors
4. Staff Members of the Audit firm/team conducting the Audit
5. Collaborators
6. Lenders
7. Customers
8. Suppliers
9. Bankers
10. Legal Advisors
11. Insolvency Professionals
12. Consultants
13. Merchant Bankers
14. Any other advisors/consultants/partners
15. Such other person as may be decided by the Compliance Officer from time to time;

It is hereby clarified that any person in receipt of UPSI pursuant to a "legitimate purpose"shall also be considered as an "insider" for the purpose of this Code, the RSL Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and the Regulations and thus such persons shall maintain confidentiality of such UPSI in compliance with this Code, the RSL Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and the Regulations.

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