



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. BACKGROUND

The Securities and Exchange Board of India (SEBI), in its endeavour to put in place a framework for prohibition of Insider Trading in securities, has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations). In terms of the Regulation (8)(1) of the Regulations, the Board of Directors of these companies are required to formulate and publish on its official website, a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (the "Code") that it would follow in order to adhere to each of the principles set out in Schedule A to the Regulations. These Regulations are applicable to all the Companies whose securities are listed on Stock Exchange(s).

2. OBJECTIVE

The purpose of this Code is to provide a structured approach to the equitable disclosure of events and occurrences that could influence price discovery in the securities market. It ensures that all disclosures are consistent, transparent, timely, and adhere to regulatory requirements. The Code aims to maintain uniformity, transparency and fairness in dealing with all stakeholders to enable equal access to relevant information for all investors, thereby supporting informed decision-making with regard to the Company's securities.

3. DEFINITIONS

"Generally available information" means information that is accessible to the public on a non-discriminatory basis, and shall not include unverified event or information reported in print or electronic media.

"Legitimate Purpose" shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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.

Any person in receipt of UPSI pursuant to a Legitimate Purpose shall be considered as an **"Insider"** for the purpose of this Code and such persons shall maintain confidentiality of such UPSI in compliance with this Code.



RDB REAL ESTATE CONSTRUCTIONS LIMITED

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“Connected Person” means any person who is or has during the 6 (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:

- A relative of Connected Persons specified in clause above; or
- A holding company or associate company or subsidiary company; or
- An intermediary as specified in Section 12 of the SEBI Act 1992 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
- 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
- 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 relative or banker of the company, has more than ten percent of the holding or interest; or
- a firm or its partner or its employee in which a connected person specified above is also a partner; or
- a person sharing household or residence with a connected person specified above.

“UPSI or Unpublished Price Sensitive Information” 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;



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- Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- Changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor.
- change in rating(s), other than ESG rating(s);
- fund raising proposed to be undertaken;
- agreements, by whatever name called, which may impact the management or control of the company;
- fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions
- admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Capitalised terms used in this Policy and not defined above shall have the same meaning as assigned to them under PIT Regulations or any other applicable law.

“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;



4. PRINCIPLES OF FAIR DISCLOSURES

The Company commits to the following principles:

- **Prompt Disclosure:** UPSI that could impact price discovery will be disclosed publicly without delay.
- **Uniformity:** Avoid selective disclosures and ensure that all UPSI is shared uniformly.
- **Designation of senior officer:** A senior officer must be designated as a Chief Investor Relations officer to deal with dissemination of information and disclosure of UPSI.
- **Correction of Errors:** Any inadvertent or selective disclosure of UPSI will be rectified promptly by making the information generally available.
- **Fair Response:** Respond appropriately to queries from regulatory authorities about rumours or reports.
- **Transparent Communication:** Ensure that information shared with analysts or research personnel is not UPSI.
- **Documentation:** Maintain records or transcripts of analyst meetings and ensure their availability on the Company's website.
- **Need-to-Know Basis:** UPSI will only be shared for legitimate purposes or regulatory obligations, and all recipients must maintain confidentiality.

5. CHIEF INVESTOR RELATIONS OFFICER

A Senior Officer, such as the Chief Financial Officer, Company Secretary/ Compliance Officer, or, shall be act as the Chief Investor Relations Officer (CIRO). This individual will manage the dissemination of UPSI and disclosures to stakeholders.

6. TRADING IN SECURITIES WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Board 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 Regulation 3(3) of PIT Regulations in relation to Open Offer under SEBI Takeover Regulations and in the best interests of the Company to make UPSI, generally available and shall not otherwise trade



in securities of the Company when in possession of Unpublished Price Sensitive Information.

7. DETERMINATION OF LEGITIMATE PURPOSE FOR SHARING OF UPSI

The sharing of UPSI shall be considered as for a legitimate purpose, if it is 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 and this Code.

8. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

The Board of Directors or Head(s) of the organisation of every person required to handle Unpublished Price Sensitive Information shall ensure that a Structured Digital Database is maintained to log the following details:

- Nature of UPSI shared.
- Names of such persons who have shared the UPSI.
- Names of individuals or entities with whom UPSI is shared.
- PAN or other identifiers of such individuals/entities.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

The database will include time-stamping and audit trails to ensure data integrity and will be preserved for at least eight years.

9. REVIEW AND DISCLOSURE

This Code will be reviewed and modified periodically from time to time, and updated in accordance with legal and regulatory changes. The updated Code will be disclosed on the Company's website and communicated to Stock Exchange as required.

10. AMENDMENT/ INTERPRETATION

This Policy may be reviewed and amended by the Board of Directors of the Company from time to time.

Any amendment or modification in the applicable provisions of the Companies Act, 2013, the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or any Other applicable laws shall automatically apply to this Policy from the effective date of



such amendment, notwithstanding the fact that the same may not have been expressly incorporated herein.

Such statutory amendments shall be placed before the Board of Directors for noting at meeting. The Board of Directors shall have the right to amend, modify or withdraw this Policy, in whole or in part, at any time.

In case of inconsistencies between this Code and any applicable laws, the provisions of the prevailing laws will take precedence. Definitions and terms shall align with their interpretation under the relevant regulations.