

PART - B

RAPICUT CARBIDES LIMITED - CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. **Title:**

This Code shall be known as “Rapicut Carbides Limited Limited - Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”. The Board of Directors of the Company has formulated the said Code at their meeting held on May 29, 2015 and is effective May 15, 2015.

2. **Objective:**

The objective of this Code is to disseminate and disclose unpublished price sensitive information which would impact the price of the securities of the Company, as and when it becomes due for dissemination or disclosure and to maintain uniformity and fairness in dealing with all stakeholders.

3. **Code for Fair Disclosure of Unpublished Price Sensitive Information:**

The Company will adhere to the following code for fair disclosure to ensure fair and uniform disclosure of all events and occurrences that would impact the price of the securities of the Company:

i. **Prompt public disclosure of unpublished price sensitive information:**

Unpublished price sensitive information shall be made available promptly by the Company to the Stock Exchanges and also be uploaded on the website of the Company for dissemination to the members and investors. The Company may also consider other modes of public disclosure including electronic and print media for publication of unpublished price sensitive information so as to improve investor access to the same. In the event of any inadvertent or selective disclosure of unpublished price sensitive information, prompt action shall be taken to make such information generally available.

ii. **Uniform and universal dissemination of unpublished price sensitive information:**

Unpublished price sensitive information shall be disseminated promptly in a uniform and universal manner in order to avoid selective disclosure.

iii. Overseeing Disclosure:

The Company Secretary of the Company or in his absence the Chief Financial Officer of the Company shall oversee dissemination of information and disclosure of unpublished price sensitive information pursuant to this Code and as required under the SEBI (Prevention of Insider Trading) Regulations, 2015.

iv. Response to News Reports and Market Rumours:

- a) The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Stock Exchanges or any other regulatory authorities.
- b) All the requests/queries received shall be documented and as far as practicable, Compliance Officer shall request for such queries/requests in writing. No disclosure in response to the queries/request shall be made by the Compliance Officer unless the respective functional head approves the same in consultation with the Managing Director or Whole Time Director.

v. Dealing with Analysts and Research Personnel:

- a) The Company shall ensure that information, if any, shared with analysts and research personnel is not unpublished price sensitive information.
- b) The Company shall develop best practices while dealing with analysts and research personnel and to make audio records of proceedings or transcripts of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of the disclosures made.
- c) Whenever the Company proposes to organise meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meeting.
- d) The Compliance Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site.

vi. Timely reporting of shareholdings/ownership and changes in ownership:

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchange Listing Agreements and/or any rules/regulations made under the Securities & Exchange Board of India Act, 1992 are made in a timely and adequate manner.

vii. Disclosure/ dissemination of price sensitive information with special reference to analysts, institutional investors and sharing of non-public information.

The Directors, Officers and Employees shall provide only public information to the analysts/ research persons/ large investors like institutions. In case non-public information is proposed to be provided, the person proposing to provide such information shall consult the Compliance Officer in advance. The Compliance Officer in such cases, shall ensure that the information provided to the analyst/research person/investor as above is made public simultaneously with such disclosure.

viii. Handling of Unanticipated questions.

The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion. The Directors, officers, employees, etc., should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Managing Director. If the answer to any question requires dissemination of Price Sensitive Information, the Compliance Officer shall report the same to the Managing Director and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press before responding to such unanticipated questions.

ix. Handling of all Unpublished Price Sensitive Information:

- a) All unpublished price sensitive information shall be handled on a need-to-know basis. No unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
- b) All disclosure/dissemination whatsoever of any information (except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Compliance Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Compliance Officer. In case of doubt, the Compliance Officer shall consult and seek approval of the Managing Director before dissemination of such information.
- c) Should any dissemination of information on behalf of the Company takes place without prior approval referred above, out of accidental omission, by any employee or Director of the Company, such employee/Director shall forthwith inform the Compliance Officer about such disclosure.
