

राष्ट्रीय केमिकल्स एण्ड
फर्टिलाइजर्स लिमिटेड

(भारत सरकार का उपक्रम)
साथ बढें समृद्धि की ओर



**RASHTRIYA CHEMICALS AND
FERTILIZERS LTD.**

(A Government of India Undertaking)
Let us grow together

दिव्येश एम. सती

कंपनी सचिव

DIVYESH M. SATI
COMPANY SECRETARY

Priyadarshini,
Eastern Express Highway,
Sion, Mumbai - 400 022.

प्रियदर्शिनी, ईस्टर्न एक्सप्रेस हाईवे,
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CIN : L24110MH1978GOI020185

RCF/CS/Stock Exchange/2017

28th June, 2017

The Corporate Relations Department BSE Limited Department of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.	The Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra(East), Mumbai- 400 051.
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Dear Sir/Madam,

Sub : Formulation of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information


As per the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Copy of the aforesaid Code is attached herewith for your information.

This is for your kind information and record.

Thanking you,

Yours truly,
For Rashtriya Chemicals and Fertilizers Limited


(D. M. Sati)
Company Secretary



ANNEXURE- VIII

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The code aims at prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery so as to make such information generally available. The disclosure shall be done no sooner than credible and concrete information comes into being. The code also covers the practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

1.0 **Overseeing and co-ordinating disclosure**

- 1.1 GM (Corporate Finance) or such other executive not below rank of General Manager as may be nominated by Director (Finance)/CMD of the Company shall be the Chief Investor Relations Officer of the Company under this Code to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information. The Chief Investor Relations Officer shall be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information pursuant to this code.
- 1.2 The Chief Investor Relations Officer with the approval of the Director(Finance) shall be responsible for overseeing and co-coordinating disclosure of Unpublished Price Sensitive Information to Stock Exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure. The dissemination of Unpublished Price Sensitive Information shall be uniform and universal in order to avoid selective disclosure.
- 1.3 Information disclosure/dissemination shall be approved in advance by Director(Finance). If information is accidentally disclosed without prior approval by the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered as Unpublished Price Sensitive Information. If such information is Unpublished Price Sensitive Information then it shall be disseminated promptly or made generally available.

2.0 **Responding to market rumours**

- 2.1 The Directors/employees of the Company shall promptly deal with any query or request for verification of market rumours received from Stock Exchanges or from the press or media or from any other source through the Chief Investor Relations Officer.



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2.2 The Chief Investor Relations Officer shall respond to any queries or requests for verification of market rumours by exchanges or from the press media etc., as the case may be. The Chief Investor Relations Officer shall be responsible for deciding in consultation , with the Director (Finance) and CMD of the Company , if deemed necessary, as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosure.

3.0 Timely reporting of shareholding/ownership and changes in ownership

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

4.0 Disclosure/dissemination of price sensitive information with special reference to analysts, institutional investors

Other than the Directors, no person, except those authorised by the Chief Investor Relations Officer shall disclose any information relating to the Company's Securities to analysts /research persons and instituting investors. The Directors shall include the Chief Investor Relations Officer in their handling of Unpublished Price Sensitive Information. All the officers and other designated persons of Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:

4.1 Sharing of non public information: Designated Persons and any other employees authorised by the Director(Finance) 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 do so shall provide information after consulting the Chief Investor Relations Officer in advance. The Chief Investor Relations Officer in such cases, shall ensure that the information provided to the analysts/research person/investor is simultaneously made public at the earliest under intimation to the Chief Investor Relations Officer.

4.2 Handling of unanticipated questions: The Chief Investor Relations Officer should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Director (Finance) and the CMD of the Company. If the answer to any question requires

- dissemination of Unpublished Price Sensitive Information, the Chief Investor Relations Officer shall report the same to the Director(Finance) and CMD of the Company and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press. The Chief Investor Relations Officer after dissemination of such Unpublished Price Sensitive Information aforesaid, respond to such unanticipated questions. The Directors/employees shall take extreme care and caution when dealing with analysts question that raise outside the intended scope of discussion.
- 4.3 Recording of discussion: All the analyst, broker or institutional investor meetings shall be attended by the Chief Investor Relations Officer and another senior employees of the Company as may be notified by the Chief Investor Relations Officer with the approval of the Director(Finance). The Chief Investor Relations Officer in order to avoid misquoting or misrepresentation, shall arrange for recording the discussion at the meeting.
- 4.4 Simultaneous release of information: Whenever the Chief Investor Relations Officer proposes to organise meetings with investment analysts/institutional investors/research personnel, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live web casting of analyst meets. The Chief Investor Relations Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's website with the approval of the Director(Finance) and the CMD.
- 5.0 Medium of disclosure/dissemination: The Chief Investor Relations Officer in consultation with Compliance Officer and with approval of the Director (Finance) and the CMD shall disseminate all Unpublished Price Sensitive Information on an continuous basis and in a timely manner to stock exchanges where its securities are listed and thereafter to the press. As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the press may also be supplemented by prompt updates on the Company's website by the Chief Investor Relations Officer. The Company may also consider other modes of Public Disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same. The Chief Investor Relations Officer shall mark a copy of the press release to the information technology group of the Company simultaneously for supplementing the Company's website www.rcfltd.com. The information filed by the



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Company with the stock exchanges under SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 shall also be posted on the Company's website.

- 6.0 Handling of all Unpublished Price Sensitive Information on a need to know basis: The Unpublished Price Sensitive Information shall be disclosed only to those persons who need to know the same in the course of performance or discharge of their respective professional duties or for the discharge of legal obligations and the Company shall ensure that this possession of Unpublished Price Sensitive Information will not in any manner give rise to a conflict of interest or likelihood of misuse of the Unpublished Price Sensitive Information.
