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RAJNISH RETAIL LIMITED

Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Person

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

INTRODUCTION

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) had formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as ‘the Regulations’).

Sub-regulation (1) of Regulation 9 inter alia, requires all listed companies to frame a Code of Conduct for Regulating, Monitoring and Reporting of trading by insiders by adopting the minimum standards as set out in Schedule B to the Regulations.

Accordingly, Rajnish Retail Limited (“**Company**”) has formulated this Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons (“**Code**”).

The Code has been formulated by the Board on 20th May, 2025 and shall be applicable with immediate effect.

All the Directors, Designated Persons, officers and connected persons of the Company are advised to carefully go through and familiarize themselves with and adhere to the Regulations and the Code.

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (“UPSI”) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director, Officer, Designated Person and connected person of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Director, Officer, Designated Officer and connected persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

1. Definitions

1.1. “Act” means the Securities and Exchange Board of India Act, 1992;

1.2. “Board” means the Securities and Exchange Board of India;

1.3. “Code” or “**Code of Conduct**” shall mean the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders of Rajnish Retail Limited, as amended from time to time;

1.4. “Company” means Rajnish Retail Limited;

1.5. “Compliance Officer” means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI regulations designated so and reporting to the Board of Directors and who shall be responsible

for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors;

Explanation – For the purpose of this code, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows;

1.6. “Company Secretary” means a qualified person who has been designated by the Company as a Company Secretary of the Company;

1.7. “Connected Person” shall have the meaning ascribed to it under the Regulations.

1.8. “Designated Persons” shall include a person occupying any of the following position in the company:

- All Directors on the Board
- Promoters
- All Key Managerial Personnel
- Chief Executive Officer and employees up to two levels below Chief Executive Officer, of the Company and its material subsidiaries
- All Employees in the Finance & Accounts, Legal, Secretarial & Compliance department of the Company and its material subsidiaries.
- Any other employee including support staff such as IT staff and secretarial staff who have access to UPSI as may be determined and informed by the Compliance Officer from time to time in consultation with the Board

1.10 “Director” means a member of the Board of Directors of the Company;

1.11 “Employee” means every employee of the Company including the Directors in the employment of the Company;

1.12 “Generally available Information” means information that is accessible to the public on a non-discriminatory basis;

1.13 “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;

1.14 “Insider” means any person who is,

- a) a connected person; or
- b) In possession of or having access to unpublished price sensitive information.

- 1.15 “**Key Managerial Person**” means person as defined in Section 2(51) of the Companies Act, 2013;
- 1.16 “**Promoter**” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 1.17 “**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 1.18 “**Takeover regulations**” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.19 “**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly;
- 1.20 “**Trading Day**” means a day on which the recognized stock exchanges are open for trading;
- 1.21 “**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:
- a) financial results;
 - b) dividends;
 - c) change in capital structure;
 - d) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - e) Changes in key managerial personnel.
- 1.22 “**Regulations**” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

2. Role of Compliance Officer

The Company Secretary has been designated as the Compliance officer of the Company and his duties and roles shall be as follows:

- 2.1 The Compliance Officer shall report to the Board of Directors of the Company in respect of the matters covered in this Code and in particular, shall provide reports to the Chairman of the Audit

Committee, or to the Chairman of the Board of Directors on quarterly basis or at such other frequency as may be stipulated from time to time by the Board of Directors but not less than once in a year.

- 2.2 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and shall administer the Company's Code of Conduct and other requirements under the SEBI Regulations.
- 2.3 The Compliance Officer shall maintain a record of Designated Persons and any changes made to the list of Designated Persons and all declarations / forms submitted by them.
- 2.4 The Compliance Officer shall be responsible for monitoring implementation of the Policy under the overall supervision of the Board.
- 2.5 He shall inform all Stock Exchanges on which the securities of the Company are listed, the information received under as required and disclose to the extent, as required under rules and regulations promulgated by SEBI or the Stock Exchanges;
- 2.6 He shall place details of the dealing in the securities by Designated Persons before the Managing Director, as may be required and the accompanying documents that such persons had executed under the pre-dealing procedure as mentioned in this Policy.
- 2.7 The Compliance Officer shall do all such other things as provided in the Regulations and as may be prescribed by SEBI from time to time.

3. Preservation of Unpublished Price Sensitive Information

3.1 Communication or procurement of unpublished price sensitive information:

- 3.1.1 No Designated Person and their immediate relatives or any Insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or otherwise as provided under the Regulations. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.1.2 No Designated Person and their immediate relatives or any Insider shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.1.3 Subject to the provisions of the Regulations, no Designated Person and their immediate relative/Insider shall trade in the Securities when in possession of Unpublished Price

Sensitive Information.

- 3.1.4 The Company has established policies, procedures and arrangements including earmarked areas (collectively “**Chinese Walls**”) designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information. In general, Chinese Walls separate areas that have access to Unpublished Price Sensitive Information (“**Sensitive Areas**”) from those who do not have such access (“**General Areas**”).
- 3.1.5 Employees within Sensitive Areas have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately. The establishment of Chinese Walls is not intended to suggest that within Sensitive Areas, Unpublished Price Sensitive Information can circulate freely. Within Sensitive Areas, the ‘need-to-know’ policy shall be fully in effect.
- 3.1.6 Any person may be brought inside on a sensitive transaction with prior written approval of the Compliance Officer. Such person shall be fully made aware of the duties and responsibilities attached to the receipt of inside information, and the liability that are attached to misuse or unwarranted use of such information.

3.2 Restrictions

- 3.2.1 Every person preparing and circulating any unpublished price sensitive information (UPSI) as defined under the Regulations shall ensure to notify the following notation “Privileged and Confidential” on each such document / statement
- 3.2.2 Need to know:

All information shall be handled within the Company on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated, provided or allowed access, to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

“need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

3.2.3 Trading Window

- All Designated Persons and their immediate relatives shall not be permitted to deal in the Securities of the Company during the period, to be called “**Trading Window Closure**”. The trading window shall be closed when the compliance officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed

in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

- The Trading Window shall be closed from the end of every quarter, till 48 hours after the declaration of financial results of the Company. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- For other items, the Compliance Officer shall have the power to close the Trading Window for such purposes and for such period as he may deem fit in consultation with any whole-time director/CEO of the Company.
- The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

3.2.4 Non-applicability of trading Window Restrictions:

The Trading Window Restrictions shall not be applicable in the following scenarios:

- The transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information and both parties had made a conscious and informed trade decision as defined in Regulation 4 (1) (i) of the Regulations.
- The transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information and both parties had made a conscious and informed trade decision as per the guidelines of Regulation 4 (1) (ii) of the Regulations.
- The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- The transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- The trades were pursuant to a trading plan set up in accordance with Regulation 5.
- The trade was in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the Board.
- Transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to

rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

3.2.5 Restrictions for dealing in Securities of the Company

- No Designated persons and their Immediate Relatives shall enter into an opposite transaction i.e. sell or buy the Securities of the Company during a period of six months following a previous transaction. This restriction shall not be applicable for trades pursuant to exercise of stock options. However, once the shares acquired on exercise of the ESOPs are sold, the restriction on buying would become applicable for the next six months.
- The aforesaid restriction (contra trade) shall not apply in respect of buy back offers, open offers, rights issues, bonus, split, consolidation and other related corporate actions.
- In the event, a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund.
- In case the sale of Securities is necessitated by personal emergency, the Compliance Officer is empowered to grant relaxation from strict application of such a restriction, after recording in writing the reasons for grant of such relaxations. The Designated Persons seeking waiver of the contra period must make an application in **Annexure 5** citing the reasons thereof, to the Compliance Officer.

3.2.6 All non-public information directly received by any employee should immediately be reported to the head of the department.

3.2.7 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

4. **Pre-Clearance of Trades**

All Designated Persons, who intend to deal in the securities of the Company in their own name or in the name of their Immediate Relatives, when the trading window is open and if the value of the proposed trades is above Rs. 10 Lakhs (market value), shall obtain pre-clearance of the transactions from the Compliance Officer for each transaction. However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Further, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-clearance procedure shall be hereunder:

- 4.1. An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in

such depository mode and such other details as may be required by the Compliance Officer in that behalf.

4.2. A Declaration (Annexure 2) shall be executed in favour of the Company by such Person.

4.3. Before granting pre-clearance in form (**Annexure 3**), the Compliance Officer shall have due regard to whether any such declaration is reasonably capable of being rendered inaccurate.

4.4. All Designated Persons shall execute their order in respect of securities of the Company within seven (7) trading days from the date of the approval of pre-clearance. The Designated persons shall file within 1 (one) day of the execution of the deal, the details of such deal and changes in the holdings, with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (**Annexure 4**).

4.5. If the order is not executed within seven trading days from the date the approval is given, the employee/director must seek fresh pre-clearance of the transaction.

4.6. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction (shall not execute a contra trade) i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons/Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case any contra trade is executed inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

5. Reporting requirements

5.1 All Designated Persons of the Company shall be required to forward following details including the statements of their Immediate Relatives:

5.1.1 All holdings in securities of the Company at the time of joining the Company in **Annexure 6**.

5.1.2 Disclosure of change in holding after sale/purchase of shares in **Annexure 7** immediately after completion of sale/purchase as the case may be.

5.1.3 Periodic statement of any transactions in securities of the Company as on the last date of every calendar quarter (the periodicity of reporting may be defined by the Company from time to time) Quarterly statement of any transactions in securities of the Company in **Annexure 8**.

5.1.4 Annual statement as on 31st March every year of all holdings in securities in **Annexure 8**.

5.2 The Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

- 5.2.1 immediate relatives
- 5.2.2 persons with whom such Designated Person(s) shares a material financial relationship
- 5.2.3 Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

- 5.3 **Note:** The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

6. Penalty for contravention of the code of conduct

- 6.1. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof applicable to his/her immediate relatives).
- 6.2. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Board of Directors of the Company apart from the penalties prescribed under the Code.
- 6.3. Designated Person who violates the Code shall also be subject to disciplinary action by the Board of Directors of the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 6.4. The action by the Company shall be in addition to any action that may be taken by SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 6.5. In case it is observed by the Board of Directors that there has been a violation of SEBI regulations, they shall inform all the Stock Exchanges where the securities of the Company are traded promptly.

