



RAJPUTANA INVESTMENT & FINANCE LIMITED

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

(Effective from 15th May, 2015)

Code for Prevention of Insider Trading:

PREMABLE

In terms of the Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the 'Regulations') every listed company is required to frame a Code of Conduct to regulate, monitor and report trading by its employees, including the Directors, and other connected persons in relation to the securities of the company.

Insider trading occurs when any person deals in securities of a company listed or proposed to be listed by making use of some price-sensitive information which is not accessible by the public on a non-discriminatory basis as it has not been made public by the company, with an intention of making gain or avoiding loss. Insider trading is prohibited under the Regulations and such an act is an offence punishable under the SEBI Act.

Rajputana Investment & Finance Limited (hereinafter referred to as "the Company/Rajputana") being a responsible corporate citizen, takes efforts to prevent misuse and maintain confidentiality of unpublished price sensitive information.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 and Designated Employee (Collectively referred to as the 'Designated Persons') of the Company is responsible for preservation of the confidentiality of all such information obtained in their course of duty and to handle the same on 'need-to-know' basis. They must not use their knowledge of undisclosed information to gain benefit or avoid loss or to provide benefit to any third person.

In line with the Regulation 9(1) of the Regulations, and to regulate, monitor and report trading in securities of the Company by the Designated Persons and other connected persons, this Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (hereinafter referred to as the 'Code') has been adopted by the Board of Directors of the Company by way of resolution by circulation on May 28, 2015

The Code, as approved, shall come into effect from May 15, 2015 and from that date shall also replace the existing Code of Conduct for Prevention of Insider Trading of the Company.

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

1. THE POLICY AND OBLIGATIONS:

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.

To achieve these objectives, Rajputana Investment & Finance Limited, (herein after referred to as “the Company”) hereby notifies that this code of conduct is to be followed by all directors, officers ,Designated Persons and connected persons.

2. APPLICABILITY:

This Code shall apply to all Directors, Designated Persons, officers and connected persons of Rajputana Investment & Finance Limited.

3. DEFINITIONS:

- i) “Act”, means Securities and Exchange Board of India.
- ii) “Company” means Rajputana Investment & Finance Limited.
- iii) “Body corporate” means a body corporate as defined under the Companies Act.
- iv) “Compliance Officer” means the Company Secretary of the Company
- v) “Connected Person” means —
 - i) Any person who is or has during the 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.
 - ii) 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) an immediate relative of connected persons specified in clause (i); or