R R KABEL LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Approved on May 3, 2023 and subsequently amended on October 28, 2026)

1. INTRODUCTION

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Board of the Company has adopted this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information

2. DEFINITIONS

(i). **"Act"** shall mean the Companies Act, 2013 and rules made thereunder, as amended.

(ii). **"Board"** shall mean the board of directors of the Company.

(iii). **"Code"** means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

(iv). **"Chief Investor Relations Officer"** means the Compliance Officer or such other officer designated by the Board from time to time.

(v). **"Company"** shall mean R R Kabel Limited.

(vi). **"Compliance Officer"** means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations, and who shall be responsible for compliance with policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the Insider Trading Regulations under the overall supervision of the Board.

(vii). **"Designated Persons"** means:

a) the promoter of the Company;

b) All directors of the Company (executive, non-executive and independent, whether whole-time or not);

c) All Key Managerial Personnel and Senior Management;

d) All functional / departmental heads of the Company by whatever name called and as defined by the Company;

e) Such Employees of the Company and employees of its material subsidiaries who are (i) up to two levels below the chief executive officer, and (ii) in specified departments including secretaries to whole-time directors or Key Managerial Personnel/ Senior Management and the information technology department as identified by the Company;

f) Such support staff of the Company, such as IT staff or secretarial staff, including part–time employees, secondees, interns, etc. who have access to Unpublished Price Sensitive Information as identified by the Company; and

g) Such other officers/employees of the Company and its material subsidiaries, as may be decided by the Board of Directors in consultation with the Compliance Officer / Managing Director & Chief Executive Officer, from time to time, based on their function and role in the organization.

h) Any other employee of the Company, as may be designated or notified by the authorised officials of the Company from time to time, for meeting the objectives of the Code.

(viii). **"Insider Trading Regulations"** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

(ix). **"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.

(x). **"Promoter Group"** 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.

(xi). **"Stock Exchange"** shall mean a recognised stock exchange on which the securities of the Company are listed.

(xii). "**Unpublished Price Sensitive Information**" or "**UPSI**" shall have the meaning given to such term in the Insider Trading Regulations.

(xiii). **'Leak of UPSI'** shall refer to such act/circumstance (s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise, before its official publication or announcement or formal circulation in the public domain and which shall also include any purported attempt thereof.

All terms used but not defined herein shall have the meaning ascribed to such term under the Insider Trading Regulations. If any term defined herein conflicts with the Insider Trading Regulations, the meaning ascribed to it under the Insider Trading Regulations shall prevail.

3. CHIEF INVESTOR RELATIONS OFFICER

The Compliance officer has been appointed as the Chief Investor Relations Officer, who shall be responsible for, and deal with, the dissemination of information and disclosure of Unpublished Price Sensitive Information. He shall be responsible for ensuring that the Company complies with the continuous disclosure requirements of the Insider Trading Regulations and this Code.

4. PURPOSE AND SCOPE

4.1 Prompt public disclosure of Unpublished Price Sensitive Information

Unpublished Price Sensitive Information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available.

4.2 Uniform and Universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure

The Unpublished Price Sensitive Information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and by posting the same on the official website of the Company i.e. www.rrkabel.com. The Company shall use its best endeavors to avoid selective disclosure of price sensitive information. However, if any information gets disclosed selectively or inadvertently or otherwise, endeavor shall be made to make generally available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

4.3 Procedures for responding to any queries on news reports and/or requests for verification of market rumors by regulatory authorities

i. Appropriate, fair and prompt response shall be submitted to all queries on news reports and/ or requests for verification of market rumors received from regulatory authorities.

ii. Such replies shall be signed by the Compliance Officer and/or Managing Director.

iii. In case the query/request has been received from any Stock Exchange, a copy of such reply shall be sent to other stock exchange(s) also where equity shares of the Company are listed, if any.

iv. The Compliance Officer shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

4.4 Procedures for Disclosure / dissemination of Information with reference to analysts, Institutional Investors and research personnel

i. Only public information will be provided to analysts, research personnel and institutional investors. Alternatively, any Unpublished Price Sensitive Information given to analysts, research personnel and institutional investors should be simultaneously made public at the earliest.

ii. In order to avoid misquoting or misrepresenting it is desirable that two Company representatives be present at the meeting with analysts, research personnel and institutional investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company.

iii. Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice, and a considered response shall be furnished later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.

iv. The Company shall develop best practices to make adequate disclosures on the official website to ensure that official confirmation and documentation of disclosures is made.

4.5 Need to know

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or to discharge of legal obligations, and subject to Chinese walls.

5. DETERMINATION OF LEGITIMATE PURPOSE

The determination of 'legitimate purposes' in relation to communication or procurement of Unpublished Price Sensitive Information under regulation 3 of the Insider Trading Regulations shall be made by the Board or the Authorised Personnel basis the 'Policy for Determination of Legitimate Purpose', attached as Annexure A, and subject to the procedure mentioned therein.

6. SHARING OF UPSI FOR LEGITIMATE PURPOSE:

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an Insider under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and shall be bound by the confidentiality obligations and restrictions prescribed therein. UPSI may be shared by an Insider as an exception for legitimate purposes, in accordance with the Company's Policy for Determination of Legitimate Purpose set out in Annexure A. Where it has been determined that an employee or director is sharing UPSI in furtherance of a legitimate purpose, such employee or director shall ensure strict compliance with all applicable provisions of the Code of Conduct for Prohibition of Insider Trading relating to the sharing or disclosure of UPSI.

7. POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Policy from time to time. Any amendment, modification or re-enactment of the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Policy and the Policy shall be construed accordingly. All provisions of this Policy would be subject to revision/amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

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Annexure A

Policy for Determination of Legitimate Purpose

1. INTRODUCTION

The Securities and Exchange Board of India ("SEBI") (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("PIT Regulations"), mandate every listed company to formulate a framework and policy for determination of legitimate purpose as part of the 'Code of Fair Disclosure and Conduct'.

This 'Policy on Determination of Legitimate Purpose for Communication of Unpublished Price Sensitive Information' ("Policy") is framed by the Board of Directors of the Company pursuant to the PIT Regulations and is part of the 'Code of Corporate Disclosure Practices' of the Company.

2. SCOPE

This policy is applicable to all Insiders as defined in the Code of Conduct for Prevention of Insider Trading ("Insider Code").

3. DEFINITIONS

Words and expressions used in these Operating Guidelines shall have the meanings assigned to them in 'R R Kabel Limited - Code of Conduct for Regulating, Monitoring and Reporting of Trading By Insiders' or the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder (each as amended).

4. DETERMINATION OF LEGITIMATE PURPOSE

For the purpose of this Code, the expression 'legitimate purpose' shall include (but not limited to) the sharing of information by an insider in following manner:

a) in 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 ("Relevant Persons"), provided that such sharing of UPSI has not been carried out to evade or circumvent the provisions of the Regulations.

b) during the course of performance of official duties.

c) pursuant to a legal or regulatory obligation owed to a third party; and

d) in compliance with the provisions of Regulations or any other law for the time being in force applicable on sharing of information by an insider to any third person.

In addition to the above, the Compliance Officer may, on a case-to-case basis, allow the sharing of information after considering the following:

a) reasons for sharing of such information;

b) person sharing the information does not have any 'illegitimate' purpose behind sharing of such information; and

c) on such terms and conditions as the Compliance Officer deems fit.

Any Person sharing the information for 'legitimate purposes' pursuance of the provisions of this Code shall also observe the provisions of the Insider Trade Code with respect to the sharing of such information for 'legitimate purposes'.

5. POLICY REVIEW

The Policy shall be reviewed periodically in accordance with the review of internal control and check as well as changes or any regulatory requirements from time to time.

In the events of inconsistency between this Policy and any legal provisions, the provisions of the law shall override this Policy.