



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND ENQUIRY IN CASE OF LEAK UNPUBLISHED PRICE SENSITIVE INFORMATION

INTRODUCTION

REFEX INDUSTRIES LIMITED ("Company") ("RIL") has formulated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information policy pursuant to Chapter II & IV of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'PIT Regulation') as amended from time to time. The said Regulation mandates Listed Companies to frame a Code for Fair Disclosure of Unpublished Price Sensitive Information.

The Company intends to follow best practices, duly compliant with Applicable Law, in the matter of disclosure of UPSI. Accordingly, the following Code was adopted by the Board of Directors of the Reflex Industries Limited (hereinafter referred to as 'Company'), at its meeting held on 30th May, 2015. In view of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from 1st April, 2019, the Code has been amended by the Board of Directors at its meeting held on 13th February, 2019 and the revised Code shall be effective from 1st April, 2019

OBJECTIVE AND APPLICABILITY

In accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT 2015"), every Listed Company needs to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations. The Policy is subject to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and shall be subject to the provisions of SEBI LODR 2015 and other applicable regulations as amended from time to time. This Code shall apply in relation to disclosure by the Company of UPSI. The scope, exceptions as given in Applicable Law shall be applicable for the purpose of this Code as well.

Reflex Industries Limited

Regd Office : 11th Floor, Bascon Futura, New No: 10/2
Old No: 56L, Venkatanarayana Road, T Nagar,
Chennai – 600 017. Tamilnadu. P : 044 4340 5950
E : info@refex.co.in CIN: L45200TN2002PLC049601

Factory:

No.1/171, Old Mahabalipuram Road,
Thiruporur - 603110.
Kancheepuram District, Tamilnadu.
P : 044 2744 5295 | E : info@refex.co.in



DEFINITIONS

“Applicable Law” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, or any statute, law, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.

‘Audit Committee’ shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

“Board” shall mean the Board of Directors of REFEX INDUSTRIES LIMITED

“Compliance Officer ” means Company Secretary or such senior officer of the Company appointed by the Board of directors to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner.

The name and designation of such an officer shall be published on the website of the Company.

“Connected Persons”- (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 (b). a holding company or associate company or a subsidiary company; or (c). an intermediary as specified in section 12 of the Act or an employee or director thereof; or (d). an investment company, trustee company, asset management company or an employee or director thereof; or (e). an official of a stock exchange or of clearing house or corporation; or (f). a member of the board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or (g). a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act,

Refex Industries Limited

Regd Office : 11th Floor, Bascon Futura, New No: 10/2
Old No: 56L, Venkatanarayana Road, T Nagar,
Chennai – 600 017. Tamilnadu. P : 044 4340 5950
E : info@refex.co.in CIN: L45200TN2002PLC049601

Factory:

No.1/171, Old Mahabalipuram Road,
Thiruporur - 603110.
Kancheepuram District, Tamilnadu.
P : 044 2744 5295 | E : info@refex.co.in





2013; or (h). an official or an employee of a self-regulatory organization recognised or authorized by the Board; or (i). a banker of the company; or (j). a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest;

"Insider"- Insider means any person who is a connected person or in possession of or having access to Unpublished Price Sensitive Information (UPSI)

"Legitimate Purpose"- Legitimate Purpose shall include sharing of UPSI in the 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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

"Unpublished Price Sensitive Information"- means any information, relating to the 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: – (i) financial results; (ii) dividends; (iii) change in capital structure; (iv) mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel & Directors, (vi) Order Intakes, (vii) formation & liquidation of a subsidiary in India and outside India (viii) fundraising, etc.

The Leak of UPSI shall mean communication of information which is / shall be UPSI by an Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board or Chief Investor Relation Officer (CIO) of the Company after following the due process prescribed in this behalf in the Code of Practices /Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto. Support Staff shall include Staffs of Accounts, Finance and Secretarial functions who have access to unpublished price sensitive information.

FUNCTIONS OF THE COMPLIANCE OFFICER:

In order to do this, Company Secretary of the Company or such other senior employee shall act as a Compliance Officer of the Company and shall deal with the disclosure of unpublished price sensitive information in a uniform manner and shall not be on a selective basis.

Reflex Industries Limited

Regd Office : 11th Floor, Bascon Futura, New No: 10/2
Old No: 56L, Venkatanarayana Road, T Nagar,
Chennai – 600 017. Tamilnadu. P : 044 4340 5950
E : info@reflex.co.in CIN: L45200TN2002PLC049601

Factory:

No.1/171, Old Mahabalipuram Road,
Thiruporur - 603110.
Kancheepuram District, Tamilnadu.
P : 044 2744 5295 | E : info@reflex.co.in





- a) Dissemination and disclosure of unpublished price sensitive information on a uniform manner
- b) Ensuring that the Company complies with the principle of fair disclosure of unpublished price sensitive information, such as i. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently, or otherwise to make such information generally available; ii. An Appropriate and fair response to queries on news reports and clarification/verification of market rumours by regulatory authorities; iii. Ensuring information shared with analysts and research personnel is not unpublished price sensitive information; iv. Developing best practices for the recording of proceedings of meetings with analysts and other investor relations forums and getting it promptly posted at the official website of the company and v. Handling of all unpublished price sensitive information on a need to know basis.
- c) The Compliance Officer shall obtain prior approval of Chairman of the Board /Managing Director/Board of Directors depending upon the nature of sensitivity of the information such as proposed restructuring, buyback, acquisition, merger, amalgamation, takeover, project expansion, disposal of undertaking etc. before releasing to the media and analyst.
- d) In case of any doubt regarding the release of information or understanding the nature of all Reflex Industries Ltd's unpublished price sensitive information, Compliance Officer shall consult and seek approval of the Chairman/ Managing Director/ Chief Financial Officer or such other person who are experts in the domain.
- e) If any unpublished price sensitive information is accidentally disclosed or disclosed selectively without prior approval, the person responsible for disclosing such information shall inform the Managing Director, Chief Financial Officer and Company Secretary immediately. On receipt of such information as Company Secretary in consultation with Managing Director and Chief Financial Officer shall disclose the same to the stock exchanges and also get the same be posted at the website of the company to make such information generally available.

PRINCIPLES OF FAIR DISCLOSURE

1. The Company shall ensure to make prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

Reflex Industries Limited

Regd Office : 11th Floor, Bascon Futura, New No: 10/2
Old No: 56L, Venkatanarayana Road, T Nagar,
Chennai - 600 017. Tamilnadu. P : 044 4340 5950
E : info@reflex.co.in CIN: L45200TN2002PLC049601

Factory:

No.1/171, Old Mahabalipuram Road,
Thiruporur - 603110.
Kancheepuram District, Tamilnadu.
P : 044 2744 5295 | E : info@reflex.co.in





3. The Company has designated the Company Secretary as the Compliance officer
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. UPSI to Analyst: The Compliance Officer, Managing Director & Group CEO of the Company and/or such other person appointed/nominated by Managing Director & Group CEO, from time to time, shall be the person responsible to interact with the analyst, investors. They are permitted to meet with and discuss with analysts and other market participants, but care must be taken to ensure that no UPSI, is communicated.

CODE OF FAIR PRACTISE & DISCLOSURE

CHIEF INVESTOR RELATIONS OFFICER

The Company has designated the Compliance Officer, and in his/her absence Mr. Anil Jain, Managing Director & Group CEO as its Chief Investor Relations Officer to administer this code and to deal with dissemination of information and disclosure of unpublished price sensitive information 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 code under the overall supervision of the Board of Directors.

DISCLOSURE AND DISSEMINATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Information disclosure/dissemination may normally be approved in advance by the official designated for the purpose.

1. The Company shall ensure that no insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to "RIL" to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. The Company shall ensure that no person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to "RIL" except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. The Company may allow the communication of any unpublished price sensitive information in connection with a transaction that would: (i) entail an obligation to make an open offer under the takeover regulations where the board of directors is of informed opinion that sharing of such information is in the best interests of the Company; (ii) not

Reflex Industries Limited

Regd Office : 11th Floor, Bascon Futura, New No: 10/2
Old No: 56L, Venkatanarayana Road, T Nagar,
Chennai - 600 017. Tamilnadu. P : 044 4340 5950
E : info@reflex.co.in CIN: L45200TN2002PLC049601

Factory:

No.1/171, Old Mahabalipuram Road,
Thiruporur - 603110.
Kancheepuram District, Tamilnadu.
P : 044 2744 5295 | E : info@reflex.co.in





attract the obligation to make an open offer under the takeover regulations but where the board of directors is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts. (iii) To ensure that the parties execute agreements to contract confidentiality and nondisclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

4. The Company to ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information for the furtherance of the legitimate purpose is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure nontampering of the database. The person in receipt of UPSI for "legitimate purpose" is an insider and to comply with this PIT Regulations. No Insider shall trade in securities when in possession of UPSI If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if the information is not considered price sensitive. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available. Price sensitive information shall be given by the Company to Stock Exchanges and disseminated on a continuous and immediate basis. The Company shall ensure that it follows a uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosures.

Reflex Industries Limited

Regd Office : 11th Floor, Bascon Futura, New No: 10/2
Old No: 56L, Venkatanarayana Road, T Nagar,
Chennai – 600 017. Tamilnadu. P : 044 4340 5950
E : info@refex.co.in CIN: L45200TN2002PLC049601

Factory:

No.1/171, Old Mahabalipuram Road,
Thiruporur - 603110.
Kancheepuram District, Tamilnadu.
P : 044 2744 5295 | E : info@refex.co.in





DISCLOSURE POLICY DISCLOSURE/ DISSEMINATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, RESEARCH PERSONNEL AND INSTITUTIONAL INVESTOR.

Sharing of Public Information:

- a) The Directors, Officers, and Employees of the company shall provide only public information to the analysts/research personnel/ large investors like financial institutions, private equity etc.
- b) In case non-public information is proposed to be provided, by the Directors, Officers, and Employees, the person proposing to so provide information shall consult the Managing Director and the Company Secretary in advance. The Company Secretary having consultation with the Chairman/Managing Director / Chief Financial Officer in such cases, shall ensure that the information provided to the analysts/research personnel/ investors as above is made public simultaneously with such disclosure.

RESPONSE TO MARKET RUMOURS

The Company shall not pave a way for the dissemination of rumours, information relating to the price sensitive information of the Company which shall affect the price of the securities. If on the happening of any such events, the Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumours if any raised by the regulatory authorities. The official designated for corporate disclosure shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then make the disclosure

HANDLING OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- a) The Company shall take extreme care and caution when dealing with analyst's questions and raise issues outside the intended scope of discussion.
- b) The Chairman/Managing Director/ Chief Financial Officer / Company Secretary should tackle the unanticipated questions carefully. The unanticipated questions may be noted and considered response may be given later on in consultation with the Board/ Chairman/ Managing Director, as the case may be. If the answer to any question requires dissemination of price-sensitive Information, the Chairman/Managing Director/ Company Secretary, shall ensure that the same shall be disseminated to the Stock Exchanges and uploaded at the website if any, of the company to make it generally available, before responding to the question raised by the analysts, research personnel etc.

Reflex Industries Limited

Regd Office : 11th Floor, Bascon Futura, New No: 10/2
Old No: 56L, Venkatanarayana Road, T Nagar,
Chennai – 600 017. Tamilnadu. P : 044 4340 5950
E : info@reflex.co.in CIN: L45200TN2002PLC049601

Factory:

No.1/171, Old Mahabalipuram Road,
Thiruporur - 603110.
Kancheepuram District, Tamilnadu.
P : 044 2744 5295 | E : info@reflex.co.in





PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“PIT Amendment Regulations”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of a leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

(I) Disclosure of actual or suspected leak of UPSI to Stock Exchanges: On becoming aware of an actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed.

(II) Report of actual or suspected leak of UPSI to SEBI: On becoming aware of an actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that a report on such actual or suspected leak of UPSI, preliminary inquiry thereon and results thereof shall be promptly made to the SEBI.

(III) Constitution of Inquiry Committee: The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as “Inquiry Committee”. The Inquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director & Group CEO/ Chief Executive Officer, Company Secretary and Chief Investor Relation Officer and/or any other person(s) as may be appointed/nominated by the Board of Directors or any Committee authorised by Board in this behalf, from time to time.

(IV) Duties of Inquiry Committee: The Inquiry Committee shall be responsible to (a) To conduct a preliminary inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and (b) To authorize any person to collect necessary support material, and (c) To decide disciplinary action thereon.

(V) Procedure for inquiry in case of leak of UPSI: On becoming aware of sue moto or otherwise, of the actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or unknown person, the CIO after informing the same to the Managing Director or Chief Executive Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure appropriate action for such leakage and /or avoidance of any leakage in future, wherever required.

Reflex Industries Limited

Regd Office : 11th Floor, Bascon Futura, New No: 10/2
Old No: 56L, Venkatanarayana Road, T Nagar,
Chennai – 600 017. Tamilnadu. P : 044 4340 5950
E : info@reflex.co.in CIN: L45200TN2002PLC049601

Factory:

No.1/171, Old Mahabalipuram Road,
Thiruporur - 603110.
Kancheepuram District, Tamilnadu.
P : 044 2744 5295 | E : info@reflex.co.in



(A) PRELIMINARY INQUIRY: Preliminary inquiry is a fact-finding exercise. The object of preliminary inquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action. The Enquiry Committee shall appoint and / or authorize any person(s), as it may deem fit, to initiate/conduct an inquiry to collect the relevant fact, material substances on the actual or suspected leak of UPSI.

(B) REPORT OF PRELIMINARY INQUIRY TO THE INQUIRY COMMITTEE: The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Inquiry Committee within 10 working days from the date of his/her appointment, unless he/she seeks additional time from Committee.

(C) DISCIPLINARY ACTION: The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination or such other action as may be decided by the Members of the Committee.

DIGITAL DATABASE OF PERSONS WITH WHOM UPSI IS SHARED AND INTERNAL CONTROL SYSTEM

(a) The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and such as time stamping and audit trails to ensure the non-tampering of the database.

(b) The Managing Director of RIL shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in these codes and regulations to prevent insider trading.

AMENDMENTS TO THIS CODE

Any amendment to this Code shall be done through a resolution passed at the Board meeting of the Company. The amendment to the Code was adopted in the Board Meeting held on February 13, 2019.

POSTING OF THE CODE

This Revised Code shall be effective from 1st April, 2019 and the same shall be posted on the website of the Company.

Reflex Industries Limited

Regd Office : 11th Floor, Bascon Futura, New No: 10/2
Old No: 56L, Venkatanarayana Road, T Nagar,
Chennai – 600 017. Tamilnadu. P : 044 4340 5950
E : info@reflex.co.in CIN: L45200TN2002PLC049601

Factory:
No.1/171, Old Mahabalipuram Road,
Thiruporur - 603110.
Kancheepuram District, Tamilnadu.
P : 044 2744 5295 | E : info@reflex.co.in

