

‘RADIANT CASH MANAGEMENT SERVICES LIMITED’

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

1) Preface:

In an endeavor to prevent the misuse of unpublished price sensitive information in the day-to-day business affairs and to promote the culture of fair disclosure of information in due compliance with the Principles of Fair Disclosures as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as “**Regulations**”), the Board of Directors of the Company, Radiant Cash Management Services Limited have formulated a Code of Conduct to be known as “**Radiant Cash Code of Conduct for fair disclosure of unpublished price sensitive information**” (hereinafter referred as “**Code for fair disclosure of UPSI**” or “**Code**”).

2) Objects of the Code:

The Code aims at:

- i. Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public;
- ii. Acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

3) Chief Investor Relations Officer:

The Company Secretary and Compliance Officer shall act as the Chief Investor Relations Officer, who would be responsible for satisfactory discharge of the duties and responsibilities laid down under this Code.

4) "Unpublished Price Sensitive Information" or "UPSI"

It 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:

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel;
- Material events in accordance with the listing agreement; and
- Such other information, in the opinion of the Board, if disclosed is likely to materially affect the prices of the securities.

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5) Role of the Chief Investor Relations Officer

The Board shall appoint the Chief Investor Relations Officer of the Company who shall be responsible for overseeing the timely and adequate public disclosure of Unpublished Price Sensitive Information as required under this Disclosure Code and the SEBI PIT Regulations.

The responsibilities of the Chief Investor Relations Officer shall include overseeing and co-ordinating the disclosure of price sensitive information to stock exchanges, analysts, shareholders and the media. Routine disclosures to the stock exchanges shall continue to be made by designated officers who have responsibility for making such disclosures.

6) Procedural aspects involved in complying with the principles of fair disclosure of information:

Sl. No.	Principle	Procedure
a.	Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.	In this regard, to ensure fair and timely disclosure of information that would have direct impact on the market price of the securities, the Company generally follows the below-mentioned procedure: (i) Intimates the Stock Exchange(s) well in advance about the Board Meeting in which any such proposal is to be considered; (ii) Intimates the outcome of the said Board Meeting within, stipulated time periods; (iii) Updates the Stock Exchange(s) about the current happenings in respect of the events that have direct bearing on the market sentiments for onward dissemination to the public at large.
b.	Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure except in case of disclosure for legitimate purposes.	To ensure that the unpublished price sensitive information is evenly and properly disseminated, the Company generally, in compliance with the provisions of applicable statutes, follows the following procedure & practices: (i) Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period; (ii) If necessary, publicize the said information in the Newspapers; (iii) Uploading the said information on the official website under investor's section as early as possible or as is stipulated under various statutes.

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Sl. No.	Principle	Procedure
c.	Sharing of unpublished price sensitive information for legitimate purposes.	<p>An insider shall communicate or share any unpublished price sensitive information (UPSI) relating to the Company or securities listed or proposed to be listed, to collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors, consultants or any other person, for furtherance of legitimate purposes</p> <p>Following factors must be satisfied while determining what constitutes a legitimate purpose.</p> <ul style="list-style-type: none"> (i) Must be shared in the ordinary of course of business or for corporate purpose; (ii) Required to be done in furtherance of fiduciary duties or in fulfilment of any statutory obligation; and; (iii) Information shared is in the interest of shareholders / stakeholders. <p>Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered as an "insider" for purposes of Regulations, and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with the Regulations.</p>
d.	Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.	<p>To ensure authentication of the information to be disclosed to the stakeholders, the said information is generally cross verified by the Chief Investor Relations Officer.</p> <p>However, if any information gets disclosed selectively, inadvertently or otherwise, the Company:</p> <ul style="list-style-type: none"> (i) intimates the facts and rectified information to the Stock Exchange(s), where the securities of the Company are listed, for onward dissemination to the shareholders; (ii) publicize the facts and rectified information, if required, in the Newspapers.
e.	Appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities.	<p>The Chief Investor Relations Officer shall be responsible for giving appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities.</p> <p>All requests and queries for verifications of market rumours shall be documented as far as practicable. In this regard, the Chief Investor Relations Officer shall request for all queries and requests be made in writing.</p>

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f.	Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information	<p>The Chief Investor Relations Officer/ respective departmental/functional heads shall take all necessary measures to ensure that no unpublished price sensitive information is being disclosed to any analysts and research personnel.</p> <p>In this regard, whenever any such analysts and/or research personnel approaches the Company for seeking financial or any price sensitive information, it would be required to obtain Non-Disclosure undertakings/ confirmations from such personnel, before sharing any information. This is to ensure that no insider trading takes place in the Company’s scrips’ from their end.</p>
g.	Developing best practices to make transcripts or record of proceedings of meetings with analysts on the official website to ensure official confirmation and documentation of disclosures made.	The Company may, from time to time, authorize any concerned persons, depending upon the domain of conferences and meetings, to make transcripts or record of proceedings of group meetings with analysts. Further, the said proceedings shall be disclosed on the official website of the Company.
h.	Handling of all unpublished price sensitive information on a need-to know basis.	Due procedures as prescribed in Company’s “ <i>Insider Trading Code</i> ” would be followed to ensure that the Unpublished Price Sensitive Information be communicated only on a "need to know" basis, i.e. Price Sensitive Information should be disclosed only to those who need such information to discharge their duties.
i.	Maintenance of structured digital database.	A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital data base for sharing the information for said legitimate purposes.

7) Policy for dealing with Leak or Suspected Leak of Unpublished Price Sensitive Information

The Policy is being framed in compliance with the requirement stipulated under Regulation 9A (5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, for dealing with leak or suspected leak of unpublished price sensitive information.

In the case of any leak or suspected of leak of UPSI, the Company shall adopt the following procedures:

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- (i) Ascertain whether the information is price sensitive and unpublished.
- (ii) Determine whether the person who is suspected of having leaked the information is an 'insider' and whether such person was authorised to possess such information.
- (iii) Ascertain the impact of the leak on the market and various stakeholders.
- (iv) Initiate an enquiry to ascertain the reasons for such leak or suspected leak and establish the certainty of the same.
- (v) Seek appropriate statements and declarations from the insider(s) who are found guilty of such leak of UPSI.
- (vi) Initiate appropriate disciplinary action on such insider(s) including legal action, if considered necessary.
- (vii) Inform the Securities and Exchange Board of India directly or through the Stock exchange about such leaks, enquiries and the outcome of such enquiries within two working days from the date of completion of all proceedings in this connection.

8) Amendment in Code:

The Board is authorized to amend or modify this code in whole or in part and may stipulate further guidelines, procedures and rules from time to time, to ensure fair disclosure of Unpublished Price Sensitive Information.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

9) Disclosure:

This Code shall be published on the official website of the Company at <https://radiantcashservices.com/>

This Code has been adopted by the Board of Directors of Radiant Cash Management Services Limited on September 23, 2021 and shall be made effective from the date of listing of equity shares with the Stock Exchanges