

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE-SENSITIVE INFORMATION AND HANDLING OF PRICE-
SENSITIVE INFORMATION FOR LEGITIMATE PURPOSES.**

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2018

**Approved by Audit Committee and Board of Directors Meeting held on 27th December
2023 and become applicable w.e.f from 27th December 2023**

<u>“Unpublished price sensitive information” – UPSI</u>	
	<p>This 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 include but not restricted to, information relating the following:</p> <ul style="list-style-type: none"> - Financial results; - Dividends; - Change in capital structure; - Mergers, de-mergers, acquisitions, de-listings, disposals, and expansion of business and such other transactions; - Changes in key managerial personnel.
<u>“Insider”</u>	
	<p>This means any person who is:</p> <ul style="list-style-type: none"> - a connected person; or - in possession of or having access to unpublished price-sensitive information
<u>“Connected Person”</u>	
	<p>This means any person who is or has 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonable expected to allow such access. The person falling within the following categories shall be deemed to be a connected person unless the contrary is established:</p> <ul style="list-style-type: none"> a) An immediate relative of connected persons; or b) A holding company or associate company or subsidiary company; or c) An intermediary as specified in section 12 of the Act or an employee or

	<p>director thereof; or</p> <p>d) An investment company, trustee company, asset management company or an employee or director thereof; or</p> <p>e) An official of a stock exchange or of clearing house or corporation; or</p> <p>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</p> <p>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, 2013; or</p> <p>h) An official or an employee of a self-regulatory organization recognised or authorized by the Board; or</p> <p>i) A banker of the company; or</p> <p>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 10% of the holding or interest;</p>
<u>“Legitimate Purpose”</u>	
	<p>shall include the sharing of unpublished price-sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, and insolvency professionals provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.</p>
<u>“Internal controls” includes:</u>	
	<ul style="list-style-type: none"> - all employees who have access to UPSI are identified as a designated employee - all the UPSI shall be identified and its confidentiality shall be maintained - adequate restrictions shall be placed on communication - Confidentiality agreements shall be signed or notice be served to all such employees and persons - Periodic review to evaluate effectiveness by Audit Committee
<u>“Disciplinary Action”</u>	
	<p>means any action that can be taken on the completion of/during the investigation proceedings including but not limited to a warning, imposition of a fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.</p>
<u>“Disclosure of UPSI”</u>	

	means a concern raised by a written communication made in good faith that discloses the UPSI information it entails an obligation to make an open offer under the takeover regulations where the board of directors of the company is of opinion that sharing of such information is in the best interests of the Company.
<u>SCOPE OF THE POLICY</u>	
	<ul style="list-style-type: none"> - The policy intends to cover serious concerns that could have a grave impact on operations and performance of the business of the Company; - This policy is an extension of the Resourceful Automobile Limited - Code of Internal Procedures and Conduct for Regulating Monitoring and Reporting of Trading by Insiders; - Insiders should not act on their own in conducting any investigation activities; - Any untrue allegations will not be taken up and investigated and appropriate action will be taken for the same; - Appropriate and fair enquires and verification on market rumours;
<u>INVESTIGATION AND PROCEDURE OF INQUIRY</u>	
	<ul style="list-style-type: none"> - Board of Directors authorize the Immediate Superior of the department and the Company Secretary & Compliance Officer of the Company to initiate appropriate inquiries on becoming aware of divulgence of UPSI or suspected divulgence of UPSI and inform the Board promptly of such leaks, inquiries, and results of such inquiries. - How to Report; must report all suspected violations to <ul style="list-style-type: none"> i. Your Immediate Superior ii. CS and Compliance Officer <p>If you have reason to believe that your immediate supervisor or the Compliance Officer is involved in the suspected violation, your report may be made to the Audit Committee of Resourceful Automobile Limited at:</p> <p>To The Chairman Audit Committee Resourceful Automobile Limited K-24, Raja puri, Sector 3, Dwarka, New Delhi, 110059, India</p> <ul style="list-style-type: none"> - The investigation shall be completed normally within 45 days of the receipt of

	<p>the complaint.</p> <ul style="list-style-type: none"> - If it is not completed within 45 days, the Compliance office shall provide proper explanations to the Chairman of the Audit Committee for the delay. - Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment. - All reports under this Policy will be promptly and appropriately investigated and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. - Everyone working for or with the Company, should cooperate in the investigation of reports of violations. - Failure to cooperate in an investigation or deliberately providing false information during an investigation can be the basis for disciplinary action, including termination of employment. - If, on the conclusion of the investigation, the Company determines that a violation has occurred, the Company will take effective remedial actions commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy. - All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.
<u>REVISION</u>	
	<p>The Audit Committee or the Board of Directors of Resourceful Automobile Limited can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with central, state or local regulations and/or accommodate organizational changes within the Company.</p>
