

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In terms of the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015, as amended from time to time (“Regulations”), Open Elite Developers Limited (formerly known as “Reliance Commercial Finance Limited”) (“the Company”) had adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. Pursuant to the requirements prescribed under Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulation, 2018, as amended, the revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the “Code”) is being adopted by the Company.

1. The Company shall promptly disclose to the public all Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
2. The Company shall follow uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
3. The Company Secretary of the Company shall act as a Chief Investor Relations Officer to deal with the dissemination of information and disclosure of Unpublished Price Sensitive Information.
4. The Company shall ensure prompt disclosure of UPSI, in the event of any UPSI getting disclosed selectively, inadvertently or otherwise to make such information generally available by publishing the same on its website.
5. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall handle all Unpublished Price Sensitive Information on a need-to-know basis.
9. For the purpose of this Policy, among others, the following purposes shall qualify as “legitimate purpose”
 - (a) Sharing of Unpublished Price Sensitive Information in the ordinary course of business:
 - (i) partners;
 - (ii) collaborators;
 - (iii) lenders;
 - (iv) customers;
 - (v) suppliers;
 - (vi) merchant bankers;

- (vii) legal advisors;
- (viii) auditors; and
- (ix) insolvency professionals; or other advisors or consultants

(b) Sharing of Unpublished Price Sensitive Information with the Promoter(s) for genuine business reasons such as the Company entering into strategic transactions including acquisitions, mergers, divestments, obtaining of financing by the Company.

(c) Sharing of Unpublished Price Sensitive Information for undertaking legitimate transactions in furtherance of:

- (i) a corporate purpose;
- (ii) discharge of a fiduciary duty;
- (iii) public interest; and
- (iv) the interest of a body of public shareholders or stakeholders in a company.

(d) The sharing of Unpublished Price Sensitive Information set out in this Clause 9 should not be carried out to evade or circumvent the prohibitions of the Insider Trading Regulations.

10. Any person in receipt of Unpublished Price Sensitive Information in furtherance of legitimate purposes, performance of duties or discharge of legal obligations (provided such Unpublished Price Sensitive Information has been shared on a “need to know basis”) will also qualify as an Insider. The Compliance Officer will provide due notice to such persons to maintain confidentiality of such Unpublished Price Sensitive Information or by way of entering into requisite confidentiality agreement or nondisclosure agreement (As deemed fit by the Compliance Officer) in accordance with the Insider Trading Regulations. The Compliance Officer to further ensure that such persons are made aware of the duties and responsibilities attached to the receipt of Unpublished price Sensitive Information, and the liability that is attached to the misuse or unwarranted use of such information.

11. The Board of Directors of the Company shall review and make alterations to this Code as and when necessary, provided they are not inconsistent with the provisions of the applicable laws. In the event of any conflict between the provisions of this Code and the Regulations or any other statutory enactments or law (as amended from time to time), the applicable provisions of Regulations or such other statutory enactments or law, shall prevail over this Code and shall be construed accordingly.
