

**CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED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

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

INTRODUCTION:

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. These regulations were notified on 15th January, 2015 and shall come into force with effect from 120th Day from the date of its notification i.e. w.e.f. from 15th May, 2015. These regulations shall be applicable to all companies whose shares were listed on recognised stock exchanges in India.

Accordingly every listed company/ entity has to formulate Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

In order to comply with the mandatory requirement of the Regulations, a specific Code of Fair Disclosure for Flora Corporation Limited (Formerly Royce Marine Products Limited) (hereinafter referred to as 'the Company') for use by its Promoters, Directors, Officers, Employees, and Connected Persons has to be adopted.

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information adopted by the Company to be followed by its Directors, Officers, Employees and Connected Persons. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

CODE OF FAIR DISCLOSURE

The Board of Directors of Flora Corporation Limited has always strived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company.

The Company and the Promoters, members of the Board, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

1. There shall be prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such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.
2. The Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure shall be ensured.

3. Unless otherwise resolved by the Board of Directors, the Company Secretary / Compliance Officer of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise. It shall be ensured that such information is generally available.
5. Appropriate and fair responses shall be provided against queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
7. Best practices will be followed 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.

POWERS OF BOARD OF DIRECTORS

The Chief Investor Relation Officer of the Company, subject to approval of the Board, is authorized to amend or modify this Code in whole or in part.

The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

DISCLOSURE OF CODE ON PUBLIC DOMAIN

This Code shall be published on the official web site of the Company.

Further 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.

This Code has been adopted by the Board of Directors of Flora Corporation Limited in its meeting held on 12th August, 2015 and shall be deemed to have come in to force from 15th May, 2015.

Subsequent modification(s) / amendment (s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

**For FLORA CORPORATION LIMITED
(Formerly Royce Marine Products Limited)**

**Sd/·
Nallamothu Sudhakar
Director**