

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This Code is framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 as amended ("PIT Regulations").

The Company shall adhere to the following practices so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

- Prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
- Uniform and universal dissemination of UPSI to avoid selective disclosure.
- Designation of Company Secretary as Chief Investor Relations officer (CIRO) to deal with dissemination of information and disclosure of UPSI. In absence of Company Secretary, Chief Financial Officer shall be deemed to be the CIRO.
- Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- Ensuring that, information, if any, shared with analysts and research personnel is not UPSI.
- Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences available on the website of the Company to ensure official confirmation and documentation of disclosures made.
- Handling of all unpublished price sensitive information (UPSI) on a need-to-know basis.

Policy on determination of Legitimate Purpose

Legitimate purpose means sharing of UPSI in the ordinary course of business by an Insider / Designated Person with others including promoters, employees, 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 PIT Regulations.

Legitimate purpose shall ordinarily include but not restricted to the information relating to the following:

- Sharing of information with auditors for audit purpose;
- Sharing of information with fiduciaries (bankers, lenders, partners, collaborators, consultants, etc.) and intermediaries for completion of business transactions;
- Sharing of information with lawyers/ statutory authorities to fulfil any legal obligation related to the Company;
- Giving insight about the merger, amalgamation or restructuring of the Company pursuant to legal requirement, for time being in force;

- Responding to statutory bodies etc.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “Insider” for purposes of the Code and PIT regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations and to not trade in the Company’s securities while in possession of UPSI.

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 database for sharing the information for said legitimate purposes.

Amendment:

The Board reserves the right to amend or modify this Code in whole or part, in accordance with any regulatory amendment or notification or otherwise, at any time without assigning any reason whatsoever. Any such amended Code will be updated on the website of the Company. Any subsequent amendments / modifications in SEBI PIT Regulations, and/ or applicable laws in this regard shall automatically apply to this policy and the Company Secretary is authorized to make such amendment / modification to this policy in consultation with the Managing Director /Whole-Time Director.

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