



CODE OF CONDUCT

[Under the SEBI (Prohibition of Insider Trading) Regulations, 2015 Applicable to the Directors/Officers/Designated Person and Connected Persons]

IFB AGRO INDUSTRIES LIMITED

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, in relation to the securities of the Company, is framed in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the 'Regulations'), as amended from time to time.

This code may be called as code of conduct of IFB Agro Industries Limited (hereinafter referred to as "IFB" or the "Company") for prevention of Insider Trading. This Code can be modified/amended/alterd by Directors/Compliance Officer authorized by the Board. But in case of any statutory modification or amendment or alteration of the provisions of SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018, the newly modified / amended / altered provisions of the Regulation shall be placed before the Board of Directors of the Company for noting and the amended code shall be deemed to be implemented effective from the date of approval of the same by the Board.

1. PREAMBLE

Insider trading means dealing in securities of a listed company traded on any Stock Exchange in India by insiders which term includes Directors, Officers and Designated Employees of the Company based on or when in possession of unpublished price sensitive information (UPSI).

The SEBI, as part of its efforts to protect the interest of investors in general, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, under the powers conferred on it by the SEBI Act, 1992, which is made applicable to all the listed companies. The Regulations prohibits insider trading.

2. APPLICABILITY

This code shall be applicable to all the Directors, Officers, and Designated employees and immediate relatives of designated employees of IFB.

3. DEFINITIONS

- (a) **Act** - means the Securities & Exchange Board of India Act, 1992;
- (b) **Board of Director**- means the Board of Directors of IFB Agro Industries Limited
- (c) **Audit Committee** - means the Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (d) **Body Corporate**- means a body corporate as defined under Sub section 11 of Section 2 of the Companies Act, 2013
- (e) **The Company**- means IFB Agro Industries Limited (IFB)
- (f) **Compliance Officer**- The Officer appointed by the Board of Directors of IFB Agro Industries Limited for the purpose of these regulations from time to time.

(g) Code- means this Code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time.

(h) Trading- means and includes subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities and " trade" shall be construed accordingly.

(i) Promoter- shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof

(j) Designated Employee / Person- shall mean and include —Top three tier of IFB Management, namely:-

i. Promoters of the Company

ii. Directors of the Company

iii. President, Vice President, Chief Executive Officer (CEO), Chief Financial Officer (CFO);

iv. Senior Manager and above of Finance and Accounts, Secretarial, banking Department of IFB who have access to unpublished price sensitive information.

(k) Officer- shall have the meaning assigned to it under the Companies Act, 2013.

(l) Director- means Directors on the Board of the Company (both Executive and Non-Executive).

(m) Connected Person – includes –

i. A Director of the Company

ii. A Key Managerial Personnel of the Company

iii. An Officer of the Company

iv. Any person who is or has been in a contractual, fiduciary or employment relationship at any time in the six month period prior to the date of determine whether that person, as a result of such relationship, was directly or indirectly allowed access to UPSI or reasonably expected to be allowed access to UPSI

v. An employee of the Company who has access to UPSI or is reasonably to expected to have access to UPSI and

vi. Any person who has a professional or business relationship with the Company and that relationship directly or indirectly allows access to UPSI or is reasonably expected to allow access to UPSI.

(n) Insider- means any person who is :

a. A Connected Person or

b. In possession of or having access to UPSI.

(o) Legitimate purpose – shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with Statutory, Secretarial and Internal Auditor of IFB, collaborators, bankers, customers, suppliers, legal advisors or consultants of IFB, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

(p) Unpublished price sensitive information- 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:

(i) financial results;

(ii) dividend;

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;

- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

(q) Regulation- means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.

(r) Securities- shall mean the Equity Shares of Rs. 10/- each of the Company and such other securities of Company issued from time to time as may be specified by the Board or the Managing Director or the CEO as the case may be of IFB.

(s) Trading Window- means the period during which the Directors, Officers and Designated Employees of, the Company may trade in IFB's/Company's securities.

(t) Trading day- means a day on which the recognized stock exchanges are open for trading;

(u) Connected person- means,- As defined in SEBI (Insider Trading) Regulation, 2015;

(v) Immediate relative- means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

(w) Material financial relationship – shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which the payment is based on arm's length transactions.

(x) Leak of UPSI – shall refer to such act / circumstances(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

4. CODE

1. Chief Investor Relation Officer

1.1 The Company Secretary of the Company has been appointed as the Compliance Officer who shall report to the Board of Directors.

1.2 The Compliance Officer shall act as Chief Investor Relation Officer (CIRO) under the new Insider Trading Regulations, 2015. The CIRO is authorized by the Company to ensure proper and timely dissemination of information and disclosure of unpublished price sensitive information.

1.3 The Compliance Officer shall maintain a record of the designated employees and any changes made in the list of designated employees.

1.4 The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the company's code of conduct

2. Preservation of Price Sensitive Information.

2.1 Directors, Officers, Designated Employees and Connected Persons shall maintain the confidentiality of all Price Sensitive Information. Directors, Officers and Designated Employees and Connected Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

2.2 Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the Company, who need the information to discharge their duty.

2.3 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

2.4 Preservation of misuse of "Price Sensitive Information".

2.5 All Directors, Officers and Designated Employees of the Company and Connected Persons shall be subject to trading restrictions as enumerated below.

i. When the trading window is closed, the Directors, Officers, Designated Employees and Connected Persons shall not trade in the company's securities in such period.

ii. The trading window shall be, inter alia closed at the time:-

- a. Declaration of financial results (quarterly, half-yearly and annually).
- b. Declaration of dividends (interim and final).
- c. Issue of securities by way of public/rights/bonus etc.
- d. Any major expansion plans or execution of new projects.
- e. Amalgamation, mergers, takeovers and buy-back.
- f. Disposal of whole or substantially whole of the undertaking.
- g. Any changes in policies, plans or operations of the Company.
- h. And any other matter which is likely to be price sensitive.

iii. Closure of trading window shall commence from the end of every quarter before the meetings of Board of Directors of the Company are held to consider any of the items referred hereinabove, unless decided otherwise by the board.

iv. The trading window shall be re-opened 48 hours after the information referred hereinabove, is made public.

v. Any directors/officers/designated employees of IFB/ the Company and Connected Persons shall conduct all their dealings in the securities of IFB/the Company only during trading window is open.

2.6 All Directors, Officers and Designated Employees shall not engage in dealing in securities, whether on their own account or on behalf of the Dependent and shall ensure that their Dependent shall also not engage in Dealing in Securities on their own account, if such Director, Officer or Designated Employees is in possession of any unpublished price sensitive information.

3. Trading Plan

- 3.1 An insider shall formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- 3.2 Insider shall submit trading plan before six months from commencement of trading.
- 3.3 Insider shall not inter into the transaction, between the twentieth trading days prior to the last day of any financial period for which results are required to be announced, of the securities and the second trading day after the disclosure of such financial results.
- 3.4 If another trading plan is already in existence no other plan shall not be accepted covering the same time period.
- 3.5 Insider in his trading plan shall set out number of Securities to be traded along with the nature of the trade and time gap between the trade and dates on which such trade shall be effected.
- 3.6 Compliance officer shall review the trading plan, approve and monitor the implementation of the plan.
- 3.7 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- 3.8 The Insider shall not execute the aforesaid trading plan if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event Insider shall execute trading plan when such information shall become public.
- 3.9 After approval the trading plan Compliance Officer shall inform the BSE & NSE about the approved trading plan and the same will be broadcast on Company's website.
- 3.10 Insider shall submit trading plan alongwith the declaration and application in
"Annexure — 1-to 3" or any other format specified by SEBI or BSE.

4. Pre-clearance of trades

- 4.1 All Directors, Officers, Designated employees of the Company and Connected Persons who intend to deal in the securities of the Company should pre-clear the transaction as per the pre-dealing procedure as described hereunder.
- 4.2 An application may be made in prescribed format (Annexure 2) to the Compliance Officer indicating the estimated number of shares that the Insider intends to deal in, the depository with which he/she has an account and the details as to his/her shareholding before and after the intended transaction.
- 4.3 An undertaking (Annexure 3) shall be executed in favour of the company by such directors, officers, designated employees incorporating, inter alia, the following clauses, as may be applicable :

- a) That the directors, officers, designated employees does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
- b) That in case the employee, director, officer has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- d) That he/she has made a full and true disclosure in the matter.

5. Other restrictions

5.1 All directors, officers, designated employees their dependents and Connected Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the directors, officers, designated employees must pre-clear the transaction again.

5.2 All directors/ officers/ designated employees who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All directors/ officers/designated employees shall also not take positions in derivative transactions in the shares of IFB at any time.

In the case of subscription in the primary market (initial public offers), the above mentioned persons shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

5.3 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/ her reasons in this regard.

6. Reporting requirements for transactions in securities Initial Disclosures

6.1 *Every promoter, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose his latest holding of Securities of the Company mentioning date of holding as on or before 15th may, 2015 taking effect, to the Company within thirty days of these CODE taking effect;*

6.2 *Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his / her and immediate Relatives' holding of securities of the Company as on the date of appointment or becoming a promoter, to IFB Agro Industries Limited within seven days of such appointment or becoming a promoter to Compliance Officer.*

6.3 *Every designated person shall disclose details like Permanent Account Number, names of educational institutions from which they have graduated and names of their past employers.*

Continual Disclosures.

6.4 Every Designated person shall disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

- i. Immediate Relatives
- ii. persons with whom such designated person(s) shares a material financial relationship
- iii. Phone and mobile numbers which are used by them

6.5 Every promoter, designated person and director of the Company and each of their immediate Relatives shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by SEBI time to time.

6.6 Compliance Officer of the Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Disclosures by other connected persons.

6.7 Disclosures shall be made as per the SEBI (Insider Trading) Regulation, 2015

6.8 Compliance Officer shall maintain records of all the declarations in the appropriate form given by directors, officers, designated employees for a minimum period of three years.

6.9 The Compliance Officer shall place before the Vice Chairman and Managing Director or Chief Executive Officer or Chief Financial Officer or a committee specified by IFB/ the Company, on a monthly basis all the details of the dealing in the securities by Director, Officer, Designated Employees of IFB and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

7. Penalty for contravention of code of conduct

7.1 Any Director, Officer, Designated Employees who trades in securities or communicates any Information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company.

7.2 Any Director, Officer, Designated Employees of IFB who violate the code of conduct shall also be subject to disciplinary action by the Company, which may include wage/salary freeze, suspension, ineligible for future participation in employee stock option plans, etc.

7.3 The action by IFB shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI has powers in case of violation of the aforesaid regulations to order for Penalty which shall not be less than Rs. 5 Lakhs but may be increased upto 25 Crores and or imprisonment upto 10 years or both.

8. Procedure for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information

Leak of UPSI – shall refer to such act / circumstances(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

Any reported leak of UPSI / suspected leak of UPSI will be reported to the Audit Committee. The procedure of enquiry will be decided by the Audit Committee.

8.1. Review

The Audit Committee shall review compliance with the provisions of these regulations at least once in a financial year and shall verify the systems for internal control are adequate and operating effectively.

9. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

In case it is observed by the Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulation, 2015, such violations shall be informed to SEBI.

10. Disclosure in Public Domain

This Code of practices and procedures for fair disclosure of unpublished price sensitive information and amendment thereof will be published on the Company's website.

Note: The above said code was approved by the Board of directors at their meeting held on **30th May 2015** and amended on 27th May 2019 and shall be applicable with immediate effect.

By order of the board

For IFB Agro Industries Ltd

Company Secretary

(Annexure-1)

Trading' Plan

(Under Code of Conduct of the Company read with SEBI Insider Trading regulation, 2015)

To,

The Compliance Officer
IFB Agro Industries Limited

Dear Sir /Madam

Ref: DP's name DP ID

CLIENT ID

Name of insider Address

Your approval is solicited for proposed Trading Plan purchase & sale of securities of the Company in physical / demats form. I am furnishing details of trade to be made in six month after approval of the proposed trading plan:-

Sl No.	Nature of Trade	Number of Securities to be trade	Time intervals between two trades	Date of propose trade

1. I am confirm that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
2. that in case I have access to the price sensitive information or receives it after approving the trading plan I shall inform the change and refrain from dealing in securities till the information becomes public;
3. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
4. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly

Signature

Name:

Designation:

Employee Code no.:

(Annexure-2)

Application for pre-clearance of trade

(Under Code of Conduct of the Company read with Insider Trading regulation, 2015)

To,
The Compliance Officer
IFB Agro Industries Limited
Dear Sir /Madam
Ref: DP's name DP IDCLIENT ID.....

Name of insider with Address:

Your approval is solicited for purchase/sale of securities of the Company in physical /demat.

I state on solemn affirmation:

1. that I am Director/Officer/Designated Employee of the Company who may reasonably be expected to have an access to unpublished price sensitive information in relation to the Company;
2. that I intend to purchase/sale(state, No. of securities) securities of the Company in physical/demat form immediately on receipt of clearance for trade;
3. that I am aware of the code of conduct for Prohibition of Insider Trading **(PIT)** and that the provisions are applicable to me.
4. that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
5. that in case I have access to the price sensitive information or receives it after signing this undertaking, I shall inform the change and refrain from dealing in securities till the information becomes public;
6. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
7. I will hold/not repurchase such equity shares/listed securities for a minimum period of thirty days from the date of purchase/sale.
8. In case of non-execution of transaction by me within 7 trading days from the date of permission for purchase/sale, I will again seek the clearance for the same.
9. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly

Signature
Name :
Designation:
Employee Code no.:

Place:

(Annexure -3)

UNDERTAKING

I..... aged about... years, Son of.....working in the capacity of in IFB Agro Industries Limited (hereinafter referred to as 'Company') do hereby solemnly declare and undertake as under:

1. that I am working with the company with effect from
2. that as on date I do not possess/own any shares of the company or I have purchased nos, of shares of the Company from open market. (strike out which is not applicable)
3. that I have received and read the Company's code of conduct and agree to comply with the Company's code of conduct and ethics from time to time.
4. that I do not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
5. In the event that I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction for which approval is sought, I shall inform the compliance officer of the Company of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
6. that I shall not communicate, counsel or procure directly and indirectly any unpublished Price Sensitive Information (PSI) as mentioned in Company's code of conduct to any person who while in possession of such unpublished PSI & shall keep the confidential information which is in my possession secured.
7. that I shall provide Initial disclosure about shareholding in the requisite form to the compliance officer of the Company.
8. that I shall undertake to seek pre-clearance of the compliance officer for any securities transaction and shall make an application, submit required forms duly filled and signed.
9. that I shall give annual statement of shareholding in Company's securities by 30th April of every year along with my dependent.
10. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company and shall be fully liable in any event of contravention/ noncompliance of the same.
11. That I have made a full and true disclosure in the matter.

Signature

Date

Name

Emp. Code

Approval of Trading Plan

1. *I, Compliance Officer* of the Company, have reviewed the Trading Plan submitted by the Insider of the Company and Insider has furnished all the information/ undertaking which I have demanded.
2. The aforesaid plan is not violating any code of conduct and SEBI (Insider Trading) Regulation, 2015 as amended thereto.
3. I shall monitor the implement of the Plan.

For IFB Agro Industries Limited

Compliance Officer

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) mandate every company, whose securities are listed on a stock exchange, to formulate and publish on its website a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. In light of the above, the Company has formulated this Code of Corporate Disclosure Practices which inter-alia, seeks to ensure timely and adequate disclosure of unpublished price sensitive information (“UPSI”) to the investor.

Applicability

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.

Process of inquiry in case of leak of UPSI or suspected leak of UPSI

After receiving Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI the Compliance Officer shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint.

The Audit Committee shall review the Complaint and shall discuss with the Compliance Officer and Company Secretary on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Compliance Officer and/or Company Secretary then they shall recuse themselves from the said inquiry process.

If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Compliance Officer.

Based on the update provided by the Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps.

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy.

Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.



POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE [Under Regulation 3(2A) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

The Company is required to share data or information with various stakeholders like organizations, agencies, institutions, intermediaries, establishments, persons, etc., in the course of its business. Such unpublished data or information, if made publicly available may materially impact the market price of the listed securities of the Company. If any person trades on the basis of unpublished price sensitive information, it could result in an undue advantage to such person. The trading in the securities of the Company by an Insider is governed by and subject to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Regulations**") as amended from time to time and the Code of Conduct for Prevention of Insider Trading and Code for Corporate Disclosure Practices.

Applicability

This Policy for Determination of Legitimate Purpose is applicable to all Insider(s).

Definitions

The definitions of some of the key terms used in the Policy for Determination of Legitimate Purpose are given below. Capitalised terms not defined herein shall have the meaning assigned to them under the Code of Conduct for Prevention of Insider Trading and Code for Corporate Disclosure Practices/Regulations.

i) "**Connected Person**" means Connected Person as defined under Regulations and shall also include directors and key managerial personnel of the promoters.

ii) "**Insider**" means any person who is

a Connected Person or

in possession of or having access to Unpublished Price Sensitive Information.

iii) "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

iv) "**Unpublished Price Sensitive Information ("UPS I")**" 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 Securities of the Company and includes the following:

financial results;

dividends;

change in capital structure;

changes in key managerial personnel; and

such other information as determined by the Board of Directors/Chief Executive Officer/Chief Operating Officer/Chief Financial Officer/Company Secretary from time to time.



v) Legitimate Purpose

An Insider shall not share UPSI with any person including other Insider(s) except where such communication is in the ordinary course of business or on a need-to-know basis and in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. An Insider before so sharing the UPSI with any other person shall notify him/her that the information is UPSI and to maintain confidentiality of the same. Further, the Insider shall get a Confidentiality Agreement executed by the recipient of UPSI and forward the same to the Compliance Officer. Designated Persons, who are employees and Directors and bound by the terms of the Code of Conduct in their capacity as employees or Directors, respectively, need not separately execute a Confidentiality Agreement.

Legitimate Purpose shall, *inter-alia*, include sharing of UPSI on need-to-know basis by an insider with promoters, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, etc. provided that such sharing has not been carried out to evade or circumvent the prohibitions under these Regulations.

In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

- i. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
- ii. Under any proceedings or pursuant to any order of courts or tribunals;
- iii. As part of compliance with applicable laws, regulations, rules and requirements;
- iv. Arising out of any contractual obligations or arrangements entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking;
- v. Arising out of business requirement including requirement for the purposes of promoting business of the Company, strategies of business, statutory consolidation requirements or related customary disclosure obligations which may require sharing of UPSI with any outsider or Promoter of the Company, who in turn may share it with their Promoter(s) as well as with their advisors, consultants, intermediaries, fiduciaries, etc.

The provisions of this Policy for Determination of Legitimate Purpose have to be read along with the Regulations, as amended from time to time and in case of any inconsistency/contradiction between the two, the provisions of the Regulations shall prevail.

