



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

1. Corporate Disclosure Policy:

The following is the Corporate Disclosure Policy/norm to be followed by E.I.D.- Parry (India) Limited ("**Company**") to ensure timely and adequate disclosure of unpublished price sensitive information. The Company intends to adopt and follow best and fair practices in making public disclosures of UPSI and this policy lays down the Company's principles for making a fair disclosure/dissemination of UPSI.

Any other term not defined herein shall have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015, ("**SEBI Insider Trading Regulations**"), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 or any other applicable law or regulation to the extent applicable to the Company.

2. Prompt, uniform and universal disclosure of UPSI:

2.1. The Company shall comply with the following principles:

- (a) To disclose UPSI promptly and no sooner than when credible and concrete information comes into being for making the same generally available.
- (b) To ensure uniform and universal dissemination of UPSI to avoid making selective disclosures. Material events / information will be disseminated as mandated to the stock exchanges under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended from time to time.
- (c) To ensure prompt dissemination of UPSI that gets selectively disclosed, inadvertently or otherwise (which is not in accordance with the Company's policies) and to make such information generally available, by promptly disseminating the same either in the form of notification to stock exchanges, press release and/or uploading of information on the website of the Company save and except disclosures made pursuant to 2.1(d) below.
- (d) To ensure that all UPSI is handled on a need-to-know basis and that no UPSI shall be communicated to any person except in furtherance of legitimate purposes (in accordance with the policy for determination of "legitimate purposes" enclosed as (**Enclosure - 1**), performance of duties or discharge of legal obligations.
- (e) The information released to stock exchanges will also be published in the website of the Company for investor access to the public announcements.

3. Overseeing and coordinating disclosure:

- 3.1. The Chief Executive Officer/ Managing Director of the Company who is also designated as the Corporate Disclosure Officer (“**CDO**”) to oversee corporate disclosure, is designated as the Chief Investor Relations Officer (“**CIO**”) to deal with dissemination of information and disclosure of UPSI.
- 3.2. The CIO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-coordinating disclosure of UPSI to stock exchanges, dissemination of information to analysts, shareholders and media, and educating staff on disclosure policies and procedures.
- 3.3. Information disclosure/ dissemination may normally be approved in advance by the CIO.
- 3.4. If information is accidentally disclosed without prior approval, the person responsible may inform the CIO immediately, even if the information is not considered price sensitive.

4. Responding to market rumours:

- 4.1. Any queries on news reports or requests for verification of market rumours by regulatory authorities / stock exchanges should be forwarded immediately to the CIO, who shall decide on the appropriate response/clarification. The CIO shall decide whether a public announcement is necessary for verifying or denying rumours and making the disclosure.
- 4.2. Pursuant to Regulation 30(11) of SEBI LODR Regulations, the Company shall, based on the decision of the CIO, confirm, deny or clarify, upon the material price movement (as specified by the Stock Exchanges from to time), any reported event or information in the mainstream media which is not general in nature and which indicates that rumours of an impending specific event or information is circulating amongst the investing public, as soon as reasonably possible and not later than 24 hours from the trigger of material price movement, as per the requirements stipulated therein.
- 4.3. Employees of the Company shall not respond to enquiries from the stock exchanges, the media or any other person, unless specifically authorised to do so by the CIO of the Company.
- 4.4. The Company will, subject to non-disclosure obligations, aim to provide an appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities.

5. Timely Reporting of shareholdings/ ownership and changes in ownership

- 5.1. Disclosure of shareholdings/ ownership by major shareholders and disclosure of changes in ownership as provided under any regulations made under the Securities and Exchange Board of India Act, 1992 and SEBI LODR Regulations shall be made in a timely and adequate manner.

6. Disclosure/dissemination of UPSI to analysts, institutional investors and research personnel:

The guidelines given hereunder shall be followed while dealing with analysts and research personnel:

(i) Only generally available information may be provided:

Only generally available information should be provided to the analyst/research personnel. Alternatively, the information given to such persons should be made generally available at the earliest.

(ii) Recording of discussion:

In order to avoid misquoting or misrepresentation, it is desirable that at least two representatives of the Company be present at meetings with analysts, brokers, institutional investors and research personnel, and the discussion should preferably be recorded.

(iii) Handling of unanticipated questions:

Sufficient care should be exercised while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considerate response be given later. UPSI should not be disclosed to analysts in response to such questions before such information becomes generally available. If the answer includes unpublished price sensitive information, the same should be promptly made generally available.

(iv) Prompt release of information:

The dissemination of transcripts/audio/video recordings on the Company's website and/or submission with the Stock Exchanges shall be made as per the requirements stipulated in Clause 15 of Para A of Part A of Schedule III of SEBI LODR Regulations.

(v) Interaction during Trading Window Closure period:

While the trading window of the Company is closed, the Directors, Officers and other employees of the Company should refrain from interaction with the media/ analysts/ investors etc. on matters relating to the Company unless otherwise specifically authorised by the CIO in this regard.

7. Medium of disclosure / dissemination:

7.1. Disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination which will include press release, filings with stock

exchanges, dissemination on website etc.

7.2. CIO shall ensure that disclosure to stock exchanges is made promptly.

7.3. Company may also facilitate disclosure through the use of their dedicated website.

7.4. Company websites may provide a means of giving investors direct access to briefing material, significant background information and questions and answers.

7.5. The information filed by the Company with exchanges under continuous disclosure requirements will be made available on the Company's website.

8. Maintenance of a Structured database:

The CFO shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared for legitimate purposes along with Permanent Account Number or any other Identifier authorized by law where PAN is not available and such other information as may be prescribed from time to time, containing the details as required under the SEBI Insider Trading Regulations and further ensure that such database is maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the same.

This policy was modified on March 28, 2025.

Enclosure I

Policy for determination of “Legitimate Purpose” for communicating / procuring unpublished price sensitive information:

The policy forms a part of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“**UPSI**”) formulated pursuant to the SEBI (Prevention of Insider Trading) Regulations, 2015 (“**SEBI Insider Trading Regulations**”) and shall come into effect from April 1, 2019.

1. The principles for determining the legitimate purpose for which UPSI can be communicated / procured under the SEBI Insider Trading Regulations as follows:
 - If the purpose conforms with the laws and regulations applicable to the company;
 - If the purpose is to ensure compliance with or is undertaken pursuant to a legal / regulatory obligation applicable to the Company;
 - If the purpose is in furtherance of the business of the company and is in ordinary course of business;
 - The sharing of UPSI is not made with an intent to evade or circumvent the SEBI Insider Trading Regulations and the UPSI is shared on a need-to-know basis.

2. The person sharing UPSI for a legitimate purpose should consider the following:
 - Whether the sharing of UPSI is for a *bona fide* purpose?
 - Whether the sharing is permitted as per the principles laid down therein?
 - Why is the information required by the recipient, i.e., is there a need to know?
 - Whether he/she is authorized to share UPSI?
 - Whether the UPSI being shared is in line with the purpose and authorization to share the UPSI?
 - Whether the sharing would result in any market abuse?
 - Whether due notice has been provided to the recipient of the UPSI to maintain confidentiality of such UPSI in compliance with the SEBI Insider Trading Regulations?

3. The term Legitimate Purpose includes sharing of UPSI in the ordinary course of business by an Insider with:
 - Partners
 - Collaborators
 - Lenders
 - Customers
 - Suppliers
 - Merchant Bankers
 - Legal advisors
 - Auditors
 - Insolvency professionals

- Other advisors/consultants
- Shared service providers
- Service providers
- Debenture trustees
- Security trustees for lenders
- Depositories and Custodians
- IT tools / system providers / facilitators
- Such other persons by whatever name called who may be required to be engaged by the company from time to time for conduct of its operations for facilitating corporate actions including conduct of due diligence for undertaking any transaction, preparation of Financial Statement etc.,
- With any person for other purposes as may be determined by the CIO to be legitimate.

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI Insider Trading Regulations.

4. A person in receipt of UPSI pursuant to “Legitimate Purpose” shall be considered an “Insider” for the purpose of the SEBI Insider Trading Regulations and due notice shall be given to such person to maintain confidentiality of such UPSI in compliance with SEBI Insider Trading Regulations to make such person is aware that the information shared is UPSI, so that the person is aware of their duties and responsibilities and also the liability for any misuse or unwarranted use of the UPSI is shared.
