



## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

*[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]*

### **Preamble:-**

In adherence of the principles of fair Disclosure enumerated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulation”), the Board of Directors of the company has formulated and published on its website a “Code of Practices and procedure for fair disclosure of Unpublished Price Sensitive Information”.

The SEBI vide notification dated 31<sup>st</sup> December, 2018 has amended the SEBI (Prohibition of Insider Trading) Regulations, 2015, requires every listed Company, *inter alia*, to formulate a policy for determination of ‘Legitimate purpose’ as a part of this code formulated under regulation 8 of the Regulations.

Accordingly, in supersession of the previous code, the Board of Directors in their meeting held on 8<sup>th</sup> February, 2019 had adopted the revised “Code of Practices and procedure for fair disclosure of Unpublished Price Sensitive Information” (“the code”) covering a policy for determination of “Legitimate purpose”.

This revised Code will be applicable from 1<sup>st</sup> April, 2019.

### **Definitions:**

"**Board**" means the Board of Directors of the Company.

"**Code**" means the Code of practices and procedures for Fair Disclosures of Unpublished Price Sensitive Information.

"**Company**" means Emmbi Industries Limited.

"**Compliance Officer**" means the Company Secretary of Emmbi Industries Limited.

"**Unpublished Price Sensitive Information**" ( "UPSI" ) means any information, relating to the Company or its securities, directly or indirectly, that is not generally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:

- Financial Results;
- Dividends if any;
- Change in Capital Structure;
- Mergers, De-mergers, Acquisitions, Delisting, Disposals and Expansion of Business and such other transactions;
- Changes in Key Managerial Personnel;

All capitalized terms used in this policy document but not defined herein shall have the same meaning as described to such term in the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and the Rules framed there under, as amended from time to time.

**Principles of Fair Disclosure of Unpublished Price Sensitive Information:-**

The Company shall adhere to the following principles of fair designed of Unpublished Price Sensitive Information with respect to it and its securities, which is likely to affect price of the Securities:

1. The Company shall ensure 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 Company shall ensure uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. The Company shall ensure designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumors 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 ensure the handling of all unpublished price sensitive information on a need-to-know basis.

The Board of Directors of the company is authorized to amend or modify this code in whole or in part as per amendment made in SEBI (Prohibition of Insider Trading) Regulations, 2015.

This code shall be published on the official website of the Company.

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***The Code has been approved by the Board of Directors in their meeting held on 2<sup>nd</sup> March, 2015 and reviewed and amended further on 8<sup>th</sup> February, 2019. Further, the Code was reviewed on 16<sup>th</sup> May, 2022.***