EMMBI INDUSTRIES LIMITED

Building responsibly. Operating sustainably.

Code of Conduct for Prohibition of Insider Trading

EMMBI INDUSTRIES LIMITED

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

(Under Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time)

Authority Approving the Code	Board of Directors
Current Revision Date	25th May 2026
Last Revision Date	16th May 2022
Originally Formulated On	2nd March 2015

PREAMBLE

Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") requires a listed company to formulate a code of conduct to regulate, monitor and report trading by its designated persons and their immediate relatives towards achieving compliance with the said Regulations.

Emmbi Industries Limited (the "Company") endeavours to preserve the confidentiality of Unpublished Price Sensitive Information ("UPSI") and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

PART A — DEFINITIONS

"Analogous Body" means the Managing Director (MD), Executive Director & Chief Financial Officer (ED & CFO), and Compliance Officer (CO) of the Company.

"Audit Committee" means the Audit Committee of the Board of Directors of the Company, duly constituted from time to time.

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

"Code" or "Code of Conduct" means this Code of Conduct for Prohibition of Insider Trading of the Company, as amended from time to time.

"Company" means Emmbi Industries Limited.

"Compliance Officer" means any senior officer, designated so and reporting to the Board of Directors or head of the organisation in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these Regulations under the overall supervision of the Board of Directors. ["Financially literate" means a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.]

"Connected Person" means

any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.

Without prejudice to the generality of the foregoing, the following persons shall be deemed to be connected persons unless the contrary is established:

- Relative of connected persons specified in clause (i) of Regulation 2(1)(d) of the PIT Regulations —or
- A holding company or associate company or subsidiary company; or
- An intermediary as specified in Section 12 of the SEBI Act or an employee or director thereof; or
- An investment company, trustee company, asset management company or an employee or director thereof; or
- An official of a stock exchange or of clearing house or corporation; or
- A member of the board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- A member of the board of directors or an employee of a public financial institution as defined in Section 2(72) of the Companies Act, 2013; or
- An official or an employee of a self-regulatory organisation recognised or authorised by SEBI; or
- A banker of the company; or
- A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the company or his/her relative or banker of the company has more than ten percent of the holding or interest; or
- A firm or its partner or its employee in which a connected person specified in sub-clause (i) of Regulation 2(1)(d) of the PIT Regulations is also a partner; or
- A person sharing household or residence with a connected person specified in sub-clause (i) of Regulation 2(1)(d) of the PIT Regulation.

"Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell, pledge (including revocation or invocation thereof) or deal in the securities of the Company, either as principal or agent.

"Designated Person(s)" shall include:

- Promoters and members of Promoter Group;
- Directors of the Company;
- Invitees to Board and Committee meetings;
- Key Managerial Personnel (KMP);
- Officers of the Company two levels below the Board;
- Employees of the Company designated as such by the Board from time to time who have access to UPSI or whose role, position, or function enables or is expected to enable them to have access to UPSI;
- Support staff of the Company such as IT staff or secretarial staff who have access to UPSI;
- Employees of material subsidiaries, designated as such by the board of the material subsidiary.

"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.

"Insider" means any person who is a connected person or in possession of or having access to UPSI.

“Material Subsidiary” shall have the same meaning assigned under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any modification thereof.

"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.

"Promoter group" 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;

"Pre-Clearance" means obtaining prior approval of the Compliance Officer (or the Analogous Body in case the application is from the Compliance Officer) before dealing in the securities of the Company.

"Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

“Relative” shall mean the following:

(i) spouse of the person;

(ii) parent of the person and parent of its spouse;

(iii) sibling of the person and sibling of its spouse;

(iv) child of the person and child of its spouse;

(v) spouse of the person listed at sub-clause (iii); and

(vi) spouse of the person listed at sub-clause (iv)

"Securities" shall have the same meaning as defined under Regulation 2(1)(i) of the PIT Regulations.

"Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

"Trading" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

"Trading Day" means a day on which the recognized stock exchanges are open for trading;

"Trading Plan" means a pre-approved plan for trading in securities of the Company by a designated person who is expected to be in possession of UPSI for a prolonged period, submitted to and approved by the Compliance Officer pursuant to Regulation 5 of the PIT Regulations.

"Trading Window" means the period during which trading in securities of the Company is permitted pursuant to this Code and Schedule B to the PIT Regulations.

"Unpublished Price Sensitive Information" or "UPSI" has the same meaning as defined in the Fair Disclosure Code of the Company and as per Regulation 2(1)(n) of the PIT Regulations, as expanded by the SEBI (PIT) Amendment Regulations, 2025. [See the Company's Code of Practices and Procedures for Fair Disclosures of UPSI for the complete updated list of UPSI events.]

PART B — POLICY AND OBLIGATIONS

B.1 General Obligations

Every designated person of the Company has a duty to safeguard the confidentiality of all UPSI obtained in the course of his or her work at the Company. No designated person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

This Code of Conduct shall be followed by all designated persons and immediate relatives of designated persons of the Company.

B.2 Trading Window

The Company shall specify a trading window for the purpose of trading in securities of the Company. The trading window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have access to UPSI.

The trading window shall in any case be closed during the period specified under Schedule B to the PIT Regulations (e.g., during the pendency of any announcement or event that may constitute UPSI, and forty-eight hours after such information is made public).

Trading window and external UPSI: Where UPSI originates from outside the listed entity, the Compliance Officer may determine that it is not necessary to close the trading window for designated persons in respect of such external UPSI, based on an assessment of the likelihood of designated persons possessing such information. The Compliance Officer shall document such determination and maintain records in the SDD.

Designated persons and their immediate relatives shall not trade in securities of the Company when the trading window is closed.

B.3 Pre-Clearance of Trades

All designated persons (and their immediate relatives) who wish to deal in securities of the Company in excess of the prescribed threshold value (as determined by the Compliance Officer from time to time, subject to a minimum of ten lakh rupees per transaction individually or in aggregate during any calendar quarter) shall pre-clear such trades with the Compliance Officer, irrespective of whether the trading window is open.

Pre-clearance shall be sought through Form as prescribed in the annexures to this Code. The Compliance Officer shall approve or reject the pre-clearance request within two (2) working days. Pre-clearance once obtained shall be valid for seven (7) trading days.

The designated person shall not execute a trade without pre-clearance and shall undertake that no UPSI is being traded upon.

B.4 Contra Trade Restriction

Designated persons shall not execute a contra trade (sale after purchase, or purchase after sale) in the securities of the Company within six (6) months from the date of the prior transaction. In the event of genuinely exigent circumstances, the designated person shall seek special permission from the Compliance Officer (or the Analogous Body, as the case may be) before the contra trade.

B.5 Disclosures

Every designated person shall make disclosures as required under the PIT Regulations, including:

- Initial disclosure of securities held (on appointment/upon becoming a designated person);
- Disclosure on becoming KMP/Director/Promoter (Form B);
- Continual disclosure within two (2) trading days of the transaction if the value exceeds ten lakh rupees (Form C);
- Disclosure of transactions by other connected persons as identified by the Company (Form D).

B.6 Trading Plan

An insider who expects to be in possession of UPSI for a prolonged period may formulate a Trading Plan and present it to the Compliance Officer for approval, subject to the following conditions:

- The designated person shall not trade for a period of one hundred and twenty (120) calendar days from the public disclosure of the plan;
- The plan shall not overlap with any period for which another trading plan is already in existence;
- set out following parameters for each trade to be executed:
  i. either the value of trade to be effected or the number of securities to be traded;
  ii. nature of the trade;
  iii. either specific date or time period not exceeding five consecutive trading days;
  iv. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

- for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
- for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

- The plan shall not be used for market abuse.

B.7 Confidentiality

All designated persons shall maintain the confidentiality of UPSI. They shall not communicate or allow communication of UPSI to any person other than on a need-to-know basis and for legitimate purposes as defined in the Company's UPSI Fair Disclosure Code.

Details of all persons with whom UPSI is shared shall be recorded in the SDD promptly, and in any event within two (2) calendar days for UPSI received from external sources (as per the SEBI (PIT) Amendment Regulations, 2025).

B.8 Penalty for Violation

Any violation of this Code by any designated person shall be dealt with by the Compliance Officer/Board and may result in disciplinary action by the Company including wage freeze, suspension, recovery of any profits made from such trading, and termination of employment, in addition to any action that may be taken by SEBI under the PIT Regulations.

PART C — ROLE OF THE COMPLIANCE OFFICER

The Compliance Officer shall be responsible for:

- Maintaining the SDD and ensuring its integrity;
- Granting or denying pre-clearance for trades;
- Approving Trading Plans;
- Monitoring compliance with this Code;
- Placing periodic reports before the Board or Audit Committee as required;
- Reporting violations to the Board and/or SEBI;
- Keeping this Code updated in line with amendments to the PIT Regulations and other applicable laws.

PART D — AMENDMENTS AND REVIEW

The Board of Directors is authorised to amend or modify this Code in whole or in part as per amendments made to the SEBI (Prohibition of Insider Trading) Regulations, 2015, or any other applicable law or regulation, from time to time. Any amendments shall be approved by the Board.

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
Emmbi Industries Limited

Dear Sir/Madam,

Application for Pre-dealing/ Pre- clearance approval in securities of the Company.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prohibition of Insider Trading**, I seek approval to purchase/sale/subscribe ____equity shares of the Company as per details given below:

Particular	Details
Name of the applicant	
Designation	
Number of securities held as on date	
Folio No./DP ID/ Client ID No.	
The proposal is for (strike off unwanted)	• Purchase of securities • Subscription to securities • Sale of securities • Pledge • Un-Pledge
Proposed date of dealing in securities	
Estimated number of securities proposed to be purchased/ subscribed / sold	
Whether the proposed transaction will be through stock exchange or off-market deal	
Folio No. / DP ID / Client ID No. where the Securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me. Yours faithfully,

(Name, Designation and Signature of Employee)

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,
The Compliance Officer,
Emmbi Industries Limited

I,_________________________,being a designated person of the Company residing at ____, am desirous of dealing in__________* shares of the Company as mentioned in my application dated________________for pre-clearance of the transaction and hereby undertake/declare that:

1. I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

2. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

3. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

4. I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

5. If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance afresh.

6. In the event that this transaction is found to be in violation of this Code or any applicable law:

   a) I shall unconditionally indemnify and hold harmless the Company and its directors, officers, and employees (collectively referred to as the "Indemnified Persons") against any losses, damages, liabilities, penalties, or expenses incurred by them in connection with such violation;
   b) I shall reimburse the Indemnified Persons for all costs and expenses incurred in relation to any investigation, enforcement action, defense, crisis management, or public relations activity arising out of or in connection with such transaction; and
   c) I hereby authorize the Company to recover from me any profits or gains arising from such transaction and to remit the same to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI.

7. I declare that I have made full and true disclosure in the matter.

Date : Signature : _____________

* Indicate number of shares

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name : _______
Designation : ________
Place : _____________

PRE-DEALING APPROVAL/DISAPPROVAL -Your application Dtd._______

Dear Mr. /Mrs. ____

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _______ (i.e. for {1} week). If you do not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within four {4} days from the date of transaction/deal. In case the transaction is not undertaken a “Nil” report shall be necessary.

Yours faithfully,

For Emmbi Industries Limited

Compliance Officer

Date:

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Emmbi Industries Limited
Mumbai

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _________securities as mentioned below on (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date:

Signature:

Name:

Designation:

(Declaration by Designated Person(s) and dependent family members under Code for Prevention of Insider Trading for permission to sell within 6 months days of purchase / sale)

From;

Shri/Smt:___________________
Designation________________
Employee No:_____________

To:
The Compliance Officer
Emmbi Industries Limited

Dear Sir,

Sub: PERMISSION TO DO A CONTRA TRADE WITHIN 6 MONTHS OF PURCHASE

In terms of the captioned subject the details of my/immediate relative member(s) Shri/Smt. ___________, purchased shares of the company as specified below**:**

Date of Purchase	**Number of Shares**	**Pre-Clearance Date**	**DP ID/ Client ID**

Whereas in terms of the requirement of Emmbi Code for Prohibition of Insider Trading, shares are required to be held for a period of at least 6 months from the day of purchase, however, on account of the exigent circumstances mentioned hereunder, I desire to dispose the shares forthwith:

In view of the aforesaid I earnestly request that the Company accords its approval to my request for sale.

Thanking you,

____
(SIGNATURE)

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company: **Emmbi Industries Ltd**
ISIN of the company: **INE753K01015**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (KMP /Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options*

Signature:
Designation:
Date:
Place:

FORM C
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: **Emmbi Industries Ltd**
ISIN of the company: **INE753K01015**

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives / others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. Shares, Warrants,Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants,Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts* lot size)	Value	Number of units (contracts* lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Signature:
Designation:
Date:
Place**:**

FORM D (Indicative format)
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name of the company: **Emmbi Industries Ltd**
ISIN of the company: **INE753K01015**

Details of trading in securities by other connected persons as identified by the company

Name, PAN No., CIN/DIN, & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of Security (For eg. – Share, Warrants,Convertible Debentures etc.)	No.	Pre trasnaction	Post transaction	From	To			Vale	Number of units (contracts* lot size)	Vale	Number of units (contracts* lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
Name:
Signature:
Date:
Place:

TRADING PLAN

From

Shri/Smt: ____________________
Designation_________________
Employee No.:______________

The Compliance Officer
Emmbi Industries Limited

Dear Sir,

I would like to submit the following Trading Plan for the period 01.04….. to 31.03….. . I request you to kindly approve the same:

Date	Number of Shares proposed to be Purchased	Number of Shares proposed to be Sold

I undertake

a) not to trade for a period of one hundred and twenty calendar days from the public disclosure of the plan

b) does not overlap of any period for which another trading plan is already in existence;

c) not to use the trading plan for market abuse.

Name:
Signature:
Date:
Place: