EMMBI INDUSTRIES LIMITED

Building responsibly. Operating sustainably.

Code of Practices and Procedures for Fair Disclosures of UPSI

EMMBI INDUSTRIES LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION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, as amended including the SEBI (PIT) Amendment Regulations, 2025 effective 10 June 2025]

PREAMBLE

In adherence to the principles of fair disclosure enumerated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "PIT Regulations"), the Board of Directors of the Company has formulated and published on its website this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

SEBI, vide notification dated 31st December 2018, amended the PIT Regulations to require every listed company, inter alia, to formulate a policy for determination of 'Legitimate Purpose' as part of this Code under Regulation 8. Accordingly, in supersession of the previous code, the Board of Directors adopted the revised Code on 8th February 2019.

SEBI, vide notification dated 11th March 2025 (reference number SEBI/LAD-NRO/GN/2025/235), further amended the PIT Regulations through the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2025, effective from 10th June 2025. The key amendments inter alia expand the definition of UPSI, introduce flexibility for UPSI originating outside the listed entity with respect to SDD entries and trading window closures, and clarify materiality identification through Schedule III of the SEBI LODR Regulations. Accordingly, in supersession of the previous code, this revised Code is adopted by the Board in its meeting held on 25th May, 2026.

DEFINITIONS

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

"Code" means this Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information.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, designated as the Compliance Officer under the PIT Regulations.

"Structured Digital Database" or "SDD" means the database maintained by the Company as required under Regulation 3(5) of the PIT Regulations, containing details of persons who share or receive UPSI, accessible to SEBI and stock exchanges at any time.

"Unpublished Price Sensitive Information" or "UPSI" means any information, relating to the Company or its securities, directly or indirectly, that is not generally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, include but not be 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;
- Award or termination of orders/contracts not in the normal course of business;
- Changes in Key Managerial Personnel (other than due to superannuation or end of term) and resignation of a Statutory Auditor or Secretarial Auditor;
- Change in ratings (other than ESG ratings);
- Fund raising proposed to be undertaken;

- Agreements, by whatever name called, which may impact the management or control of the Company;
- Fraud or defaults by the Company, its promoter, director, key managerial personnel, or subsidiary, or arrest of key managerial personnel, promoter or director of the Company, whether occurred within India or abroad. [Explanation: 'Fraud' shall have the same meaning as assigned under SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003. 'Default' shall have the same meaning as assigned under Schedule III, Part A, Para A, Point 6 of SEBI LODR Regulations.]
- Resolution plan/restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- Admission of winding-up petition filed by any party/creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the Company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- Initiation of forensic audit, by whatever name called, by the Company or any other entity for detecting mis-statement in financials, misappropriation/siphoning or diversion of funds and receipt of final forensic audit report;
- Action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, promoter or subsidiary, in relation to the Company;
- Outcome of any litigation(s) or dispute(s) which may have an impact on the Company;
- Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party by the Company, not in the normal course of business;
- Granting, withdrawal, surrender, cancellation or suspension of key licences or regulatory approvals.

All capitalised terms used in this Code but not defined herein shall have the same meaning as described to such terms in the PIT Regulations, the SEBI LODR Regulations, the Companies Act, 2013, and the rules framed thereunder, as amended from time to time.

PRINCIPLES OF FAIR DISCLOSURE

The Company shall adhere to the following principles of fair disclosure of Unpublished Price Sensitive Information with respect to it and its securities:

- The Company shall ensure prompt public disclosure of UPSI that would impact price discovery, no sooner than credible and concrete information comes into being, in order to make such information generally available.
- The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
- The Company shall ensure designation of a senior officer as Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
- The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.
- The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences available on the official website to ensure official confirmation and documentation of disclosures made.
- The Company shall ensure the handling of all UPSI on a need-to-know basis.

STRUCTURED DIGITAL DATABASE (SDD)

The Company shall maintain a Structured Digital Database (SDD) under the overall responsibility of the Compliance Officer. The SDD shall contain:

- Names of persons who are privy to UPSI or persons to whom UPSI is communicated (before UPSI becomes generally available);
- Nature of the UPSI;
- Date on which UPSI was shared;
- Such other information as may be specified by SEBI.

For UPSI originating from within the Company, the relevant details shall be entered in the SDD as soon as any designated person comes into possession of such UPSI or shares such UPSI.

External UPSI — deferred SDD entry (new provision, effective 10 June 2025): For information originating from outside the listed entity, the Compliance Officer shall ensure that the details are recorded in the SDD within two (2) calendar days from the date of receipt of such information by the designated person or the listed entity, whichever is earlier.

The SDD shall be maintained with adequate internal controls and checks, accessible to SEBI and stock exchanges as and when required.

TRADING WINDOW — EXTERNAL UPSI

As per Schedule B, Clause 4(1) of the PIT Regulations, the trading window shall be closed whenever the Company or its designated persons are in possession of UPSI.

New provision: Where UPSI originates from outside the listed entity (i.e., external UPSI), the Compliance Officer may determine, based on the nature of the information and the likelihood of designated persons possessing such information, that it is not necessary to close the trading window for such external UPSI. The Compliance Officer shall document such determination and the basis therefor, and maintain records in the SDD.

This flexibility does not affect the trading window closure requirements for UPSI originating from within the Company, which shall continue to apply in accordance with the applicable PIT Regulations and the Company's Insider Trading Code.

AMENDMENTS AND REVIEW

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

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