

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DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE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

➤ **Introduction**

Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulation, 2015 requires a listed company to formulate and publish on its official website a “Code of Practices and Procedures for Fair Disclosure of “Unpublished Price Sensitive Information (UPSI)” in adherence to the principle set out in Schedule A to the said Regulations. The Board of Directors of the Company at its meeting held on March 23, 2019 approved and adopted the Code.

Words and expressions used but not defined in this Code shall have the same meaning as assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto. This code is subject to review by the Board of Directors as and when deemed necessary.

➤ **Objective**

In accordance with the above mentioned Regulations and in order to prevent the confidentiality and misuse of unpublished price sensitive information, the Board of Directors of Pradhin Limited has approved and adopted this code.

➤ **Unpublished Price Sensitive Information**

“Unpublished Price Sensitive Information” (UPSI) means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available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 include but not restricted to, information relating to the following:

- I. Financial results;
- II. Dividends;
- 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. Any other material events as may be applicable to the Company from time to time.

➤ **Principles to be adhered to as practices and procedures for fair Disclosure of Unpublished Price Sensitive Information**

Pradhin Limited shall follow the below mentioned Principles in order to adhere to the SEBI (Prohibition of Insider Trading) Regulations, 2015

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. 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. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing 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. Handling of all unpublished price sensitive information on a need-to-know basis.
