

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UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)**

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Background

As envisaged under the SEBI (Prohibition of Insider Trading) Regulation 2015 and which stands further amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations")

Under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May, 2015 and the same have been made applicable to all companies whose shares were listed on Indian stock exchanges. The Company is required to formulate Code of Practices and Procedures for Fair Disclosures.

I. Objective

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

II. Applicability

This Code of Practice and Procedure for Fair Disclosure of UPSI shall be applicable from 01-04-2019.

III. Principles of Fair Disclosure

The Company shall adhere to the following principles to ensure timely and fair disclosure of Unpublished Price Sensitive Information:

a) The company will make prompt public disclosure of unpublished price sensitive information to the stock exchange that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

b) The Company will make disclosure of unpublished price sensitive information on a continuous, immediate, uniform basis and will be universally dissemination to avoid selective disclosure.

c) The Company Secretary & Compliance officer of the company shall be designated as Chief Investor Relations Officer (CIO). The Chief Investor Relations Officer shall oversee the corporate disclosure and deal with dissemination of information and disclosure of unpublished price sensitive information.

The Compliance Officer is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, media, if any and educate the employee on disclosure policies and procedure

d) The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

e) The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumors by exchanges. The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news-reports and market rumors.

f) The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

g) The Company will make recording of proceedings & discussion of meetings with analysts and other investor relations conferences and post relevant information on the official website to ensure official confirmation and documentation of disclosures made.

h) The Company will handle all unpublished price sensitive information on a need-to-know basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

i) Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "**legitimate purposes**" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (PIT) Regulations.

j) A structured digital database shall be maintained containing the names of such persons or entities as the case may be with which information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.

k) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI (PIT) Regulations and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI (PIT) Regulations.

IV. Sharing of UPSI for legitimate purpose:

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CIO of the Company in this behalf, only in furtherance of legitimate purpose(s) which shall include the following as mentioned below. All unpublished price sensitive information is to be handled on a need-to-know basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- Sharing of information with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, Designated Person, or by any Authorized person. Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (PIT) Regulations.
- Sharing of UPSI where such communication is in furtherance of performance of duty(ies);
- Sharing of UPSI for discharge of legal obligation(s).
- Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CIO of the Company.
- Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

V. Issue of Notice to the recipient of UPSI

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons in the prescribed format.

- To make aware such person that the information shared is or would be UPSI.
- To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
- To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

VI. Digital Database of recipient of UPSI

The CIO shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under this regulation, which shall contain the following information;

- Name of such recipient of UPSI;
- Name of the Organization or entity to whom the recipient represents along with its designation.

- Postal Address, Contact number and E-mailID of such recipient
- Permanent Account Number(PAN) or any other identifier authorized by law, if PAN is not available.

The CIO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

VII. Amendment

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code.

In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc shall take precedence over the Code.

This code was duly approved by the board in its meeting held on 14th August, 2024

VIII. Disclosure of Code on Public Domain: This Code and any amendment thereof will be published on www.halderventure.in