

SANGAM (INDIA) LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Introduction

With a view to govern the code of conduct on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) has formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'the Regulations') as amended from time to time.

Sub-Regulation (1) of Regulation 8 inter alia, requires that the Board of Directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations, without diluting the provisions of these regulations in any manner. Accordingly, Sanagam (India) Limited (the "Company") has introduced a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Definitions:

1. **"Compliance Officer"** means any senior officer, designated so and reporting to the board of directors or head of the organization 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.
2. **"Unpublished price sensitive information"** ("UPSI") means any information, relating to a Company or its securities, directly or indirectly, that is not generally available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:
 - (i) Financial results;
 - (ii) Dividend;
 - (iii) Change in capital structure;
 - (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) Change in key managerial personnel;

Code of Practices and Procedures for Fair Disclosure:

The Board of Directors of the Company has appointed CFO as ‘Chief Investor Relations Officer’ and the Company Secretary as ‘Compliance Officer’ for the purpose of this code, who shall report to the Board of Directors.

The Chief Investor Relations Officer and Compliance Officer shall ensure the following practices and procedures for fair disclosure of Unpublished Price Sensitive Information:

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. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
4. Appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities;
5. The information shared with analysts and research personnel is not Unpublished Price Sensitive Information;
6. 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;
7. Handling of all Unpublished Price Sensitive Information on a need-to-know basis.

Policy for determination of “Legitimate Purposes”

- (i) Unpublished Price Sensitive Information (UPSI) in connection with the Company or its Securities may be communicated or provided / allowed access to, only where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (ii) The ‘Legitimate Purpose’ shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with Government Agencies/Authorities, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other

advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

- (iii) A person in receipt of Unpublished Price Sensitive Information pursuant to a legitimate purpose shall be considered as an insider for the purpose of this code and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- (iv) The agreements entered into involve sharing of UPSI should have a “confidentiality clause” or else a separate Non-Disclosure Agreement shall be executed with parties to safeguard the disclosure of UPSI.
- (v) The information shall be shared with any person on ‘need to know’ basis.

Note: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information has reviewed and approved by the Board of Directors in its Meeting held on 12.02.2025.