



ADITYA INFOTECH LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Version 1.0

Policy Version	Date of Board approval	Effective Date
Version 1.0	July 02, 2025	July 02, 2025

Table of Contents

Definitions.....	3
Unpublished Price Sensitive Information.....	3
Role of Chief Investor Relations Officer.....	3
General obligations for preservation and disclosure of UPSI.....	4
Sharing of information with analysts and research personnel.....	4
Responding to Market Rumours.....	4
Disclosure.....	4
Policy Review and Amendments.....	4
Legitimate Purpose.....	5
Annexure A.....	6

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In pursuance to the regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“SEBI PIT Regulations”), it is required that the board of directors of every listed company shall formulate and publish on its website, a code of practices and procedures for fair disclosure of unpublished price sensitive information (“Code”).

Definitions

- i. **“Analyst”** means analysts, research personnel, brokers, large or institutional investors or any such other person that may be related to the media.
- ii. **“Chief Investor Relations Officer”** or **“CIRO”** shall mean the Company Secretary & Compliance officer of the Company or any other Senior Official of the Company identified by the Board of Directors, who will act as such for the purpose of this Code.
- iii. **“Company”** refers to Aditya Infotech Limited pursuant to this Code.
- iv. **“Insider”** shall have the meaning ascribed to it in the Aditya Infotech Limited Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons.
- v. **“Unpublished Price Sensitive Information”** or **“UPSI”** means UPSI as defined under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (“SEBI PIT Regulations”) or as may be amended from time to time

Words, terms and expressions used and not defined in this Code but defined in either the Aditya Infotech Limited Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons or SEBI PIT Regulations or in Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation, shall have the same meaning respectively assigned to them therein

Unpublished Price Sensitive Information

- i. The Company shall promptly disclose unpublished price sensitive information (“UPSI”) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii. UPSI shall be uniform and universally disseminated and due care will be taken to avoid selective disclosure.
- iii. In case if the UPSI that gets disclosed selectively, inadvertently or otherwise, prompt steps shall be taken to make such information generally available.

Role of Chief Investor Relations Officer

- i. The CIRO shall be responsible for uniform and universal dissemination of information and disclosure of UPSI and also responding to the queries on news reports and requests for verification of market rumours by regulatory authorities.
- ii. In the absence of CIRO for any reason whatsoever, in the interim, the managing director of the Company shall nominate any other senior official of the Company to be responsible for dissemination of information and disclosure of UPSI.

General obligations for preservation and disclosure of UPSI

- i. All UPSI shall be handled on a need-to-know basis and in accordance with the provisions of the SEBI PIT Regulations and any other applicable codes, policies and procedures of the Company.
- ii. It is clarified that information to be termed UPSI should be specific and intended to be generally made available at a point of time to ensure it does not lead to creation of a false market in securities. For the purpose of disclosure, the CISO may consult such officials within the Company to ensure the correctness and credibility of the UPSI. The CISO shall authorise disclosure or dissemination of UPSI (1) by way of intimation to the stock exchanges, such that further disclosure can be made from the stock exchange websites; (2) on the official website of the Company to ensure official confirmation and documentation; and (3) in any other manner as may be decided by the CISO to facilitate uniform and universal dissemination of UPSI.
- iii. All communications of UPSI with the stock exchange shall be approved by the CISO and communicated through appropriate personnel under his direction, subject to applicable laws.
- iv. The CISO shall also be responsible for overseeing the contents of UPSI to be posted on the website of Company for the purposes of this Code and shall give appropriate directions for the publication of the same. No other person shall be authorised to post any UPSI in the absence of any directions from the CISO.
- v. Information disclosure/ dissemination should normally be approved in advance by the CISO. If the information is accidentally disclosed without prior approval, the person responsible must inform the CISO immediately, even if the information is not considered price sensitive and if required, the CISO shall take all reasonable steps to rectify the same.

Sharing of information with analysts and research personnel

- i. The Company shall ensure that any information shared with analysts and research personnel is not UPSI and is generally available. Alternatively, the information shared as above shall simultaneously be made public.
- ii. The CISO shall make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website of the Company to ensure official confirmation and documentation of disclosures made as per the applicable laws.

Responding to Market Rumours

The CISO shall ensure that appropriate and fair responses are provided to queries on news reports and requests for verification of market rumours by regulatory authorities. In case a query/request has been received from any stock exchange, a copy of such reply shall be sent to other stock exchange(s) also where securities of the Company are listed, if any.

Disclosure

This Code and every amendment hereto will be promptly intimated to the stock exchange(s) wherever the Company's securities are listed.

Policy Review and Amendments

The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s),

circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

Legitimate Purpose

The UPSI can be shared by an Insider for legitimate purposes as per its “Policy for determination of Legitimate Purposes” (**Annexure A**), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

Annexure A

Policy for Determination of Legitimate Purposes Introduction

This “Policy for Determination of Legitimate Purposes” hereinafter referred to as the “Policy” is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Insider Trading Regulations”).

Objective

The objective of this policy is to identify ‘Legitimate Purposes’ for performance of duties or discharge of legal obligations, which will be considered as exception for procuring UPSI relating to the Company. The assessment of whether sharing of UPSI for a particular instance would tantamount to ‘legitimate purpose’ would depend on the specific facts and circumstances of each case. Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is “legitimate”. Primarily, the following factors should be considered to determine the legitimate purpose:

- a. whether sharing of such information is in the ordinary course of business of the Company;
- b. whether information is sought to be shared to evade or circumvent the prohibitions of the Insider Trading Regulations;
- c. whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;
- d. whether the information is required to be shared for enabling the Company to discharge its legal and/or contractual obligations or performance of duties;
- e. whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.

It is clarified that in the event there exist multiple purposes for sharing UPSI, each purpose will be evaluated on its own merits, in line with the aforementioned principles.

Structured Digital Database

A structured digital database shall be maintained containing the nature of UPSI and the names of such persons or entities with whom information is shared or who has shared such information, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained on the servers managed by the Company with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This digital database should be preserved for a period of not less than eight years after completion of the relevant transactions.

Restrictions on Communication and Trading by Insiders

The Company shall inform the recipient of UPSI, by way of written intimation and/or contractual agreement, such as confidentiality agreement, that (i) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI; (ii) upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the Insider Trading Regulations, (iii) the recipient must maintain confidentiality of the UPSI at all times, (iv) the recipient may use the UPSI only for the approved purposes for which it was disclosed; (v) the recipient should provide a written undertaking that he/she/it shall not undertake trades in the securities of the Company while in possession of the UPSI; and (vi) the recipient must extend all co-operation to the Company, as may be required in this regard.

Definitions

“Legitimate Purposes” means sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

- i. Company’s business partners/vendors;
- ii. Auditors, Accountancy firms, Legal advisors, Merchant Bankers, Consultants;
- iii. Collaborators;
- iv. Lenders;
- v. Customers;
- vi. Suppliers;
- vii. Any other advisors/consultants/partners

Any other person with whom UPSI is shared pursuant to a “legitimate purpose” shall be considered as an “insider” for purpose of Insider Trading Regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with Insider Trading Regulations.