

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information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 Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.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. 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of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.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 Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.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 rumours 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 Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.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 Handling of all unpublished price sensitive information on a need-to-know basis.
9. Whistle Blower is intended to encourage and enable employees and others to raise serious concerns internally so that any wrong doing can be addressed. It is the responsibility of all board members, officers and employees to report concerns about violations of Code of Conduct for Prevention of Insider Trading or suspected violations of law or regulations that govern Greaves Cotton Limited's operations.

Sharing of UPSI pursuant to Legitimate Purpose

"Legitimate Purpose" means sharing of information in the ordinary course of business by an insider with promoters, promoter group, employees, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants or any other intermediary or fiduciary, provided such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Explanation: For the purposes of this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, the term 'intermediary' refers to the persons specified under Section 12 of the Securities and Exchange Board of India Act, 1992 and the term 'fiduciary' refers to the professional firms such as, auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks, etc. assisting or advising the company.

• **To determine whether the information sharing is for legitimate purpose or not, the person seeking the information or sharing the information shall satisfy the following conditions to the extent applicable:**

- i. Sharing of information where such information is in furtherance of performance of duty;
- ii. Sharing of information for discharge of legal obligation (i.e. contract, agreement etc) or pursuant to earlier agreed agreement/ MoU;
- iii. Sharing of information is pursuant to business object of the Company under its MOA;
- iv. Sharing of information pursuant to any statutory obligation;
- v. Sharing of information following compliance of regulatory I judicial order;
- vi. Sharing information during due diligence for Merger & Amalgamation or IPO or any corporate restructuring;
- vii. Sharing of UPSI for any other purpose as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
Provided that such sharing should not be carried out to evade or circumvent the prohibition provided under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

• **Legitimate Purpose shall ordinarily include but not restricted to the information relating to the following:**

- i. Sharing of information with auditors for audit purpose;
- ii. Sharing of information with fiduciaries (bankers, partners, collaborators, consultants, etc) and intermediaries for completion of business transactions;
- iii. Sharing of information with lawyers/ statutory authorities to fulfill any legal obligation related to the Company;
- iv. Giving insight about the merger, amalgamation or restructuring of the Company pursuant to legal requirement, for time being in force;
- v. Responding to statutory bodies etc.

Note: Any information shared in pursuant to the above provisions, the recipient of the information shall be considered as Insider for the purpose of this Code and is expected to maintain confidentiality of such information till such information has been released by authorised representative of the Company in public domain, violation of which shall attract severe punishment/penalty.

The Chief Financial Officer and the Compliance Officer are jointly authorised to amend the Code to give effect to any changes/amendments notified by the Ministry of Corporate Affairs or SEBI. The amended policy shall be placed before the Board for noting and ratification.