



## ALKA INDIA LIMITED

**CIN: L99999MH1993PLC168521**

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Corporate Office Address: A 1115 Titanium Business Park, Near Makarba Underpass, Jivraj Park, Ahmedabad, Gujarat, India, 380051

**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OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")**  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]**

**INTRODUCTION:**

As per Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations"), every listed company is required to formulate and publish on its official website a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)" in adherence to the principle set out in Schedule A to the said Regulations ("Code").

Further, as per Regulation 3(2A) of the Insider Trading Regulations, every listed company shall make a policy for the determination of "legitimate purposes" as a part of the Code, which is enclosed as "Annexure A" to the Code.

The Board of Directors of the Company has always thrived to conduct its business in a fair and transparent manner with a view to protecting the interest of all the shareholders in the Company.

Accordingly, the following Code was adopted by the Board of Directors of the Company on 30<sup>th</sup> May, 2025 and will be effective from 30<sup>th</sup> May, 2025.

**OBJECTIVE:**

The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information. Accordingly, this Code has been formulated with a view to maintain uniformity, transparency and fairness in dealing with all stakeholders and to ensure timely, fair and adequate disclosure of unpublished price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's securities.

The purpose of this code is to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in market for the securities of the Company and clearly outline the procedures and practical guidelines that would be followed by the Company for the consistent, transparent, regular and timely public disclosure and disseminate Unpublished Price Sensitive Information. Further, the Company shall ensure the confidentiality of UPSI and to prevent misuse of such information.

**DEFINITIONS:**

- ❖ "Board" shall mean the board of directors of the Company.
- ❖ "Code" means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

- ❖ “Chief Investors Relations Officer” means such a senior officer of the Company appointed by the Board of Directors to deal with the dissemination of information and disclosure of Unpublished Price Sensitive Information in a fair and unbiased manner.
- ❖ “Compliance Officer” means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the Insider Trading Regulations under the overall supervision of the Board.
- ❖ “Need to know basis” Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.
- ❖ “Unpublished Price Sensitive Information” or “UPSI” 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 be restricted to, information relating to the following:
  - (i) Financial Results
  - (ii) Dividend
  - (iii) Change in Capital Structure
  - (iv) Mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions and
  - (v) Changes in key managerial personnel

Words not defined in this Fair Disclosure Code shall have the meaning ascribed to them in the Regulations.

#### **APPOINTMENT OF CHIEF INVESTOR RELATIONS OFFICER:**

- ❖ The Company shall designate Executive Director or Chief Financial Officer or Company Secretary or Senior Officer of the Company as Chief Investor Relations Officer (“CIRO”) for the purpose of this Code.
- ❖ The Chief Investor Relations Officer shall deal with dissemination of information and disclosure of UPSI under the Insider Trading Regulations.

#### **CODE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

The Company will adhere to the following code for fair disclosure to ensure fair and uniform disclosure of all events and occurrences that would impact the price of the securities of the Company:

- ❖ **Prompt public disclosure of unpublished price sensitive information:** Unpublished price sensitive information shall be made available promptly by the Company to the Stock Exchanges and also be uploaded on the website of the Company for dissemination to the

members and investors. The Company may also consider other modes of public disclosure including electronic and print media for publication of unpublished price sensitive information so as to improve investor access to the same. In the event of any inadvertent or selective disclosure of unpublished price sensitive information, prompt action shall be taken to make such information generally available, at the earliest.

- ❖ **Uniform and universal dissemination of unpublished price sensitive information:** Unpublished price sensitive information shall be disseminated promptly in a uniform and universal manner in order to avoid selective disclosure.
- ❖ **Overseeing Disclosure:** The Company Secretary of the Company or in his absence the Chief Financial Officer of the Company shall oversee dissemination of information and disclosure of unpublished price sensitive information.
- ❖ **Response to News Reports and Market Rumours:** The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Stock Exchanges or any other regulatory authorities.
- ❖ **Dealing with Analysts and Research Personnel:** The Company shall ensure that information, if any, shared with analysts and research personnel is not unpublished price sensitive information. The Company shall develop best practices while dealing with analysts and research personnel and to make audio records of proceedings or transcripts of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of the disclosures made.
- ❖ **Handling of Unpublished Price Sensitive Information:** All unpublished price sensitive information shall be handled on a need-to-know basis. No unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.

#### **DETERMINATION OF LEGITIMATE PURPOSE FOR SHARING OF UPSI:**

The sharing of UPSI shall be considered as for a legitimate purpose, if it is in the ordinary course of business by an Insider with 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 or this Code.

#### **MAINTENANCE OF STRUCTURED DIGITAL DATABASE:**

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared under this Code or the Regulations 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 with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The database shall be maintained with utmost confidentiality and the access to such database shall be restricted only for the purposes of implementing fair practices under this Code.

**POLICY REVIEW AND AMENDMENTS:**

The Board reserves the power to review and amend this Policy from time to time. All provisions of this Policy 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 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.

## **ANNEXURE-A**

### **POLICY ON DETERMINATION OF LEGITIMATE PURPOSE**

**[Pursuant to Regulation 3(2A) of SEBI {Prohibition of Insider Trading} (Amendment) Regulations, 2018]**

#### **INTRODUCTION:**

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“PIT Amendment Regulations”) mandates every listed company to formulate a written “Policy for Determination of Legitimate Purposes”.

Accordingly, Alka India Limited is required to formulate a Policy for Determination of Legitimate Purposes.

#### **OBJECTIVE:**

The Policy is formulated to explain the Legitimate Purpose, to handle the information within the organisation on need to know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate Purpose, performance of duties or discharge of legal obligation.

#### **EFFECTIVE DATE:**

The Policy will be applicable on all “Insiders” and will be effective from 30<sup>th</sup> May, 2025.

#### **DEFINITION:**

a. “Legitimate Purposes” shall mean 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. Promoters of the Company
- ii. Partners of the Audit Firm, who is appointed for Statutory Audit or for Internal Audit.
- iii. Staff members of the Audit Firm conducting the Audit
- iv. Lenders
- v. Vendors
- vi. Suppliers
- vii. Bankers
- viii. Legal Advisors
- ix. Insolvency Professional
- x. Consultants
- xi. Any other advisors
- xii. Any other person with whom UPSI is shared