

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OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

The Securities and Exchange Board of India (hereinafter referred to as “SEBI”) has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “the Regulations”), as amended from time to time, with a view to put in place a framework for prohibition of Insider Trading in securities and to strengthen the legal framework thereof. Regulation 8 of the Regulations requires the Board of Directors of every Listed Company to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information.

The Board of Directors of Nahar Industrial Enterprises Limited (hereinafter referred to as “NIEL”) has adopted this Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as “the Code”) to ensure timely, fair and adequate disclosure of unpublished price sensitive information to protect the interest of investors in general. The Code shall be followed by the Company’s Directors, Key Managerial Personnel, Employees and Connected persons. The Code is consistent with the principles as set out in Schedule-A to the Regulations.

The principles adopted by NIEL for fair disclosure are as under:

1. The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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. The Company shall ensure uniform and universal dissemination of unpublished price sensitive information, as and when required to be made, to avoid selective disclosure.
3. The Company Secretary/ Compliance Officer of the Company shall act as the Chief Investor Relation Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authority.
6. The Company shall ensure that information shared with analysts and research personnel, if any, would not be unpublished price sensitive information.

7. The Company shall develop and follow best practices to 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 disclosure made.
8. The Company shall handle all unpublished price sensitive information on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of legal, regulatory and statutory obligations.

**Policy for Determination of Legitimate Purpose**

The objective of the policy is to regulate and monitor communication of unpublished price sensitive information (hereinafter referred to as "UPSI") for legitimate business purpose in the best interest of the Company and also to ensure that such information is shared on "need to know" basis and not misused by the recipient thereof.

**Definition of "Legitimate Business Purpose":**

"Legitimate Business Purpose" (hereinafter referred to as "LBP") means any purpose furthering or in the best interest of the Company and shall include the following in connection with:

- i) The preparation of financial statements and MIS in discharge of duties/ responsibilities of the respective office of the organization.
- ii) Fulfillment of any statutory obligation or compliance with applicable laws and regulations.
- iii) Any filing with or investigation, inquiry or request for information by a Governmental Authority.
- iv) Availing/ renewal of any financial facility and/ or compliance with requirements set forth in any credit facility or other agreement evidencing indebtedness or otherwise required financing sources thereof.
- v) Due diligence relating to acquisition/ takeover/ merger/ demerger or any other similar arrangement/ restructuring of the Company or of its divisions/ products etc.
- vi) Sharing of information in the ordinary course of the business with lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. provided that such sharing shall not be carried out to evade or circumvent the prohibition of Insider Regulation.

vii) Fulfillment of a pre-existing obligation.

**POLICY**

- 1) Any UPSI shall be shared by a “Designated Person” only on “need to know” basis and only for LBP. Any such communication or sharing of UPSI shall be in furtherance of and in the best interest of the Company.
- 2) Any person, in respect of such UPSI shall be considered as “Insider” and shall not trade in securities of the company when in possession of such UPSI. Such “Insiders” are obliged to comply with the requirements of the Regulations.
- 3) The Company shall maintain a structured digital data base of all such persons containing the name, address, PAN or any other identifier if PAN is not available, nature of UPSI, LBP for which the information or communication was shared and date and time when such UPSI was shared.
- 4) The Company shall before sharing of such information serve a notice on or sign confidentiality/ Non disclosure agreement with the person(s) with whom UPSI is shared informing him/ her that he/ she has to ensure the compliance of the Regulations while in possession of UPSI.
- 5) If information/ communication is shared with several persons representing a firm/ entity which has been appointed or has the duty to carry out a LBP, the notice to or confidentiality/ Non disclosure Agreement has to be entered into with each such person.
- 6) Where information/ communication is shared with any regulatory, statutory or governmental authority, the said authority may be put to notice with respect to dealing with such UPSI and compliance of the Regulations.

Important Note: Subsequent modification(s)/ amendment(s) to SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Code.