

**POKARNA LIMITED**  
**CODE OF PRACTISES AND PROCEDURES FOR FAIR DISCLOSURE OF**  
**UNPUBLISHED PRICE SENSITIVE INFORMATION**

[As envisaged under Regulations 8 (1) of SEBI (Prohibition of insider Trading) Regulations, 2015]

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

**Pokarna Limited** (The Company) shall adhere to the following principles in order to ensure timely and adequate disclosure of Price Sensitive Information relating to the events and occurrence that would impact price discovery in the market for equity shares (securities) of the Company.

1. The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary and Compliance Officer will be designated chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information (UPSI).
4. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that, information, if any, shared with analysts and research personnel is not unpublished price sensitive information.
7. The Board of directors shall 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.
8. The Company will handle all unpublished price sensitive information on a need-to-know basis.
9. Sharing of information with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI (Prohibition of Insider Trading) Regulations, 2015 and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

10. 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 for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls and checks will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.

11. Corporate Disclosures:

CFO/Compliance Officer shall obtain prior approval of Chairman/Managing Director depending upon the nature of sensitivity of the information before releasing to the Stock Exchanges.

In case of any doubt regarding release of information or understanding the nature of unpublished price sensitive information, CFO/Compliance Officer shall consult and seek approval of the Chairman/Managing director or such other person who are experts in the domain.

If any unpublished price sensitive information is accidentally disclosed or disclosed selectively without prior approval, the person responsible for disclosing such information shall inform the Chairman/Managing director and CFO immediately. On receipt of such information CFO/ Compliance Officer in consultation with Chairman/ Managing director shall disclose the same to the stock exchanges and also get the same posted on the website of the Company so as to make such information generally available.

12. Responding to Market Rumours:

The directors and employees of the Company shall promptly refer any queries or requests for verification of market rumours received from the stock exchanges or from the press or media or from any other source to the Chief Investor Relations Officer. Replies to all queries or requests for verification of rumours shall be sent only after obtaining the approval of Managing Director/ Chairman.

The CFO/Compliance Officer shall on receipt of requests as aforesaid, consult the Chairman /Managing director and respond to the same without any delay. The replies shall be signed by such other officer as may be authorized in the absence of Compliance Officer.

CFO/ Compliance Officer, in consultation with the Chairman/Managing director shall decide as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures.

All the requests/queries received shall be documented and as far as practicable, the Compliance Officer shall request for such queries/request to be given in writing. The CFO shall oversee corporate disclosures.

13. Disclosure/dissemination of unpublished price sensitive information with special reference to Analysts, Research Personnel and Institutional Investor.

The Directors, Officers, and Employees of the Company shall provide only public information to the analysts/research personnel/large investors like financial institutions, private equity etc.

In case, non-public information is proposed to be provided, by the Directors, Officers and Employees, the person proposing to provide information shall consult Chairman/Managing director and CFO in advance. The CFO in consultation with the Chairman/Managing director in such cases, shall ensure that the information provided to the analysts/research personnel/investors as above is made public simultaneously with such disclosure.

14. Handling of unanticipated questions:

The Company shall take extreme care and caution when dealing with analysts' questions and defer issues outside the intended scope of discussion.

Managing director/ CFO should tackle the unanticipated questions carefully. The unanticipated questions may be noted and considered response may be given later on in consultation with the Board/Chairman/Managing director, as the case may be. If answer to any question requires dissemination of Price Sensitive Information, the Chairman/Managing director/CFO/Compliance Officer shall ensure that the same shall be disseminated to the Stock Exchanges and uploaded on the website of the Company to make it generally available, before responding to the question raised by the analysts, research personnel etc.

15. The Company will make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.

16. Medium of Disclosure/dissemination of unpublished price sensitive information

The unpublished price sensitive information filed by the Company with the Stock exchanges under the listing regulations shall also be posted on the Company's website.

17. Norms for installation of Chinese wall procedures to control the flow of information and to prevent the misuse of confidential information.

The following departments/units/heads are treated as separate areas for the purpose of Chinese Wall procedures:

Finance & Accounts

IT

Marketing/Purchases

Heads of Units

Heads of Subsidiaries.

The employees in the respective areas shall not communicate any price sensitive information to the other areas. In exceptional circumstances the employees in the restricted areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

Compliance Officer or Head of the Department or Head of the Units/ Subsidiaries or any KMP alone are entitled to cross the wall.

Note: The principles of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information was considered and approved by the Board of Directors of the Company on 26 March 2019 and is effective from 01<sup>st</sup> April 2019.