

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FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION  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

### **1)OBJECTIVE:**

The Board of Directors of the Company has formulated this Code pursuant to Regulation 8 (1) of Chapter IV of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for fair disclosure of events and occurrences that could impact price discovery in the market for its securities keeping in view the principles such as, equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings, and the like set out in Schedule A to the aforesaid regulations.

### **2)TITLE:**

This Code is the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of Jyothy Labs Limited. For the sake of brevity, it shall be known as “JLL – Fair Disclosure Code”.

### **3) COMMENCEMENT:**

This Code becomes effective from 15<sup>th</sup> May 2015.

### **4) DEFINITIONS:**

<b>Expression</b>	<b>Meaning</b>
Act	Means the Securities and Exchange Board of India Act, 1992.
Board of Directors	Means the Board of Directors of Jyothy Labs Limited.
Code or this Code	Means ‘Jyothy Labs Limited – Fair Disclosure Code’, as amended from time to time.
Companies Act	Means the Companies Act, 2013.
Company	Means Jyothy Labs Limited.
Regulations	Means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

<p>Unpublished Price Sensitive Information (UPSI)</p>	<p>Means any information, relating to the Company or its securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily, be the information, including but not restricted to, the following:</p> <ul style="list-style-type: none"> <li>a) Financial results;</li> <li>b) Dividends;</li> <li>c) Changes in capital structure;</li> <li>d) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order / contracts not in normal course of business and such other transactions;</li> <li>e) Changes in Key Managerial Personnel, other than due to superannuation or end of term, and resignation of Statutory Auditor or Secretarial Auditor;</li> <li>f) Change in rating(s), other than ESG rating(s);</li> <li>g) fund raising proposed to be undertaken;</li> <li>h) agreements, by whatever name called, which may impact the management or control of the Company;</li> <li>i) fraud or defaults by the Company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;</li> <li>j) resolution plan/ restructuring or one-time settlement in relation to loans/ borrowings from banks/ financial institutions;</li> <li>k) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;</li> <li>l) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;</li> <li>m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;</li> <li>n) outcome of any litigation(s) or dispute(s) which may have an impact on the company;</li> <li>o) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;</li> </ul>
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	p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
Need To Know	“need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need to know the information to discharge their duties / obligations and whose possession of such information will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

#### **5) CHIEF INVESTOR RELATION OFFICER (CIRO):**

The Company Secretary or such other senior official nominated as such by the Board of Directors of the Company from time to time shall be Chief Investor Relation Officer of the Company. The Company Secretary of the Company and of the Company, is designated as the Chief Investor Relation Officer to oversee corporate disclosures. They shall be responsible for ensuring that the Company complies with continuous disclosure requirements, and overseeing and co-ordinating disclosure of Price Sensitive Information to stock exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.

#### **6) PRE-APPROVAL OF MARKET SENSITIVE INFORMATION PRIOR TO DISSEMINATION :**

Any Price Sensitive Information shall be pre-approved prior to its disclosure / dissemination. In case of doubt, the CIRO shall clarify as to whether any information is a Price Sensitive Information. The approval for dissemination / disclosure of a Price Sensitive Information shall be either granted by the Chairperson and Managing Director or any Executive Directors, as the case may be. The approving authority shall consult the CIRO prior to granting any such approval.

#### **7) DISCLOSURE / DISSEMINATION OF PRICE SENSITIVE INFORMATION:**

- (a) Upon coming in possession of any information which has the potential to be a Price Sensitive Information, a person shall promptly share the same with the CIRO. The CIRO shall in consultation with the Chairperson and Managing Director / Executive Directors, decide as to whether such information shall be considered to be a Price Sensitive Information and thereby needs to be shared with the stock exchange for dissemination of general public.
- (b) Upon the decision being made that the information concerned is Price Sensitive Information, the CIRO shall disseminate the same to stock exchanges whereupon the Securities of the Company are listed and also arrange to post the same on the website of the Company.
- (c) While deciding whether the information is Price Sensitive or not and consequently to decide whether to share or not to share the same with general public, following factors shall be considered:

- i) Materiality - Whether the information has the capability to materially affect, either positively or negatively, the functioning, revenue, profitability or net worth of the Company.
  - ii) Timing - If the information is about happening or non-happening of an event (for instance procurement of a major contract etc.) then whether the fact of happening or non-happening of such event has crystallized without any doubt or it is premature to share such information.
  - iii) Fairness - Whether sharing of such information with general public is fair, in that will it create a market in the Securities of the Company which is not warranted / sustainable
  - iv) Completeness - Whether sharing of such information will be misleading considering other relevant / connected factors which are not / cannot be shared.
- (d) All the Price Sensitive Information that may impact price discovery shall be promptly made public and shared with the stock exchange whereupon the Securities of the Company are listed. Such information shall also be disseminated on the web site of the Company. UPSI shall be disclosed no sooner than the credible and concrete information comes into being in order to make such information generally available.
- e) The dissemination of UPSI shall be uniform and universal and selective disclosure shall be avoided.
- f) If any UPSI is disclosed inadvertently by any person, without pre-approval, to a select group he shall immediately inform the CIRO about such happening. The CIRO shall promptly arrange to disseminate such UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.
- g) All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- h) **Legitimate Purpose**

The Unpublished price sensitive information can be shared as an exception by an Insider for Legitimate purposes as per its "Policy for determination of Legitimate Purposes" annexed herewith as '**Annexure A**', provided it is not shared to evade or circumvent the prohibition under this Regulation.

## **8) MEDIUM OF DISCLOSURE / DISSEMINATION OF PRICE SENSITIVE INFORMATION:**

The Company shall disclose / disseminate all Price Sensitive Information on a

continuous and in a timely manner to Stock Exchanges where its Securities are listed and thereafter to the press wherever necessary.

As a good corporate practice, the Price Sensitive Information disclosed to the Stock Exchanges and to the press may also be supplemented by prompt updates on the Company's web site. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same. The dissemination of Price Sensitive Information shall be achieved so as to reach maximum number of stakeholders.

#### **9) SHARING OF INFORMATION WITH MARKET INTERMEDIARIES AND OTHER PARTIES**

CIRO shall ensure that the Company discloses UPSI, where essential, only to such market intermediaries/ other agencies/ persons who have formulated a code of conduct governing trading by its employees, as per the requirement of Regulations. In addition to above the CIRO may require the other parties to execute a written Confidentiality and Non disclosure agreement.

#### **10) SHARING OF INFORMATION WITH ANALYSTS, RESEARCH PERSONNEL & OTHER INVESTORS**

- a. No Unpublished Price Sensitive Information shall be shared with analysts and research personnel. If any Unpublished Price Sensitive Information is shared with analysts and research personnel then such information shall be promptly made public.
- b. In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives are present at meetings with analysts, brokers or Institutional Investors and discussion is, preferably, recorded.
- c. In case of questions or queries by analysts etc. which raise questions outside the scope of the discussion, response shall be given later after due consideration. If the answer includes Unpublished Price Sensitive Information then a public announcement shall be made before responding to analysts, research personnel, etc.
- d. A transcript or record of the proceedings of meetings with analysts and other investor relations conferences shall be made and posted on the web site of the Company to ensure official confirmation and documentation of the disclosure made.

#### **11) RESPONDING TO MARKET RUMOURS:**

Upon receiving any queries or requests for verification of market rumors by the stock exchanges or other regulatory authorities or from the press or media or from any other source, the CIRO shall formulate a reply to the same after consulting the Chairperson and Managing Director and other internal approvals, as may be necessary, promptly submit the same to the stock exchange and / or other source from which such query or request was received. The CIRO shall also, in consultation with

the Managing Director, decide whether a public announcement is necessary for verifying or denying such rumors and then make the disclosures accordingly. The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be applicable shall also be complied with.

## **12) INTERPRETATION:**

- (a) The CIRO shall be consulted on the matters of interpretation of any of the provisions of this Code. The CIRO shall have a right to consult an expert for seeking clarification on any of the provisions of the Regulations or this Code.
- (b) Any reference in this Code to male gender shall be construed to include female and neuter gender.
- (c) Words and expressions used and not defined in this Code but defined in the 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 regulations.
- (d) The words defined in the Code have been capitalized.
- (e) In case if any of the provisions of this Code are found to be not in conformity with the provisions of the Regulations or any law or rules and regulations framed under any law (hereinafter referred to as the provision of law) then the provision of law shall prevail over such provision of the Code. In such a case, the other provisions of this Code which are not inconsistent with the provision of the law shall continue to apply.

## **13) AMENDMENTS:**

The Board of Directors shall amend / modify the provisions of this Code from time to time, as may be necessary. Every amendment shall be promptly intimated to the Stock Exchanges where the securities are listed.

**POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

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

**1. PREFACE**

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

**2. 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 the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

**3. 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:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners
13. Any other person with whom UPSI is shared

**b) "Insider"**- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.



#### **4. DIGITAL DATABASE**

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

#### **5. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS**

The Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information

#### **6. AMENDMENT**

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

#### **7. APPROVED AND ADOPTED**

This Policy has been approved and adopted by the Board of Directors of the Company on Thursday, March 14, 2019. The Policy has been further reviewed and amended by the Board of Directors of the Company effect from May 12, 2025.

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