

MPDL LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Reviewed on March 30, 2019, May 30, 2024 and May 29, 2025)

This policy has been formulated based on the principles of Fair Disclosure of unpublished price sensitive information as set out in Schedule A of SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'Regulations') notified on January 15, 2015 and have come into force with effect from May 15, 2015.

Clause 8 of the Regulations mandates the Board of Directors of every listed company to formulate a Code of Practices & Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) that it would follow in order to adhere to each principles set out in Schedule A to the Regulations, without diluting the provisions of these regulations in any manner.

Accordingly this policy is compliant of Regulation 3(2A) of the Regulations which mandates that the board of directors of a listed company shall make a policy for determination of "legitimate purposes" as a part of "Code of Fair Disclosure and Conduct" formulated under Regulation 8.

1. Definitions

A. Unpublished price sensitive information ("UPSI") - Unpublished Price Sensitive Information means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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 including but not restricted to, information relating to the following: -

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions
- v. changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. 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;
- x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. 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;

- xii. 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;
- xiii. 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;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. 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;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

- a) 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b) 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2 - For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

- B. **"Company"** shall mean MPDL Limited,
- C. **"Compliance Officer"** shall mean the Company Secretary of the Company.
- D. **"Chief Investor Relations Officer"** shall mean Compliance Officer of the Company.
- 2. **Person responsible to deal with dissemination of information & disclosure of UPSI**

The Compliance Officer of the Company i.e. Chief Investor Relation Officer ("CIRO") shall be the person responsible to deal with dissemination of Information & disclosure of UPSI to stock exchanges.

- 3. **Prompt Public disclosure of UPSI**

UPSI that would impact price discovery shall promptly be given to the stock exchanges and disseminated no sooner than credible and concrete information comes into being in order to make such information generally available.

All the information given to the Stock Exchange shall also be disseminated simultaneously on the Website of the Company i.e. www.mpdl.co.in

4. **Uniform and Universal Dissemination of UPSI** - CIRO shall ensure that the -

- (i) Disclosure/Dissemination of information are done through various media so as to achieve maximum reach and quick dissemination.
- (ii) Disclosure/Dissemination of information made to various media is uniform and no selective disclosure is made.
- (iii) Disclosure is made to stock exchange prior to the said information is disclosed to the media.
- (iv) Disclosure is made simultaneously through the website of the Company i.e. www.mpdl.co.in

5. **Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise**

- (i) Information/disclosure to be disseminated by anyone on behalf of the Company shall be got approved in advance from the CIRO.
- (ii) Any information/disclosure accidentally/inadvertently or otherwise disclosed by anyone without prior approval from CIRO, the person responsible shall immediately inform the CIRO, even if the information is not price sensitive.
- (iii) The UPSI that gets disclosed selectively, inadvertently or otherwise must promptly be attended to and the UPSI along with necessary clarification shall be promptly disseminated and be made generally available to all concerned and by sending a copy to Stock Exchange and uploading the same on the Company's website.

6. **Fair response to queries on news reports and market rumours**

Any queries on news report or requests for verification of market rumours by stock exchanges/regulatory authorities shall be immediately forwarded by the recipient to the CIRO. The CIRO in consultation with Whole Time Director shall decide for verifying or denying rumours and making the disclosure.

7. **Information shared with Analysts & Research Personnel etc. is not UPSI**

No UPSI shall be disclosed/disseminated to analysts & research personnel etc. Any request for information received by the Company from any investor, analysts, research personnel, journalist or other member of the public shall be responded to, based on information that is in essence generally available. In other words, only public information should be provided to the analysts & research personnel etc.

8. **Transcripts and Recording of Proceedings**

- (i) In order to avoid misquoting or misrepresentation, at least two company representatives shall be present at meetings with Analysts and discussion should be recorded in writing or transcripts be made.
- (ii) The transcripts/records of proceedings shall be displayed on the website of the Company to ensure official confirmation and documentation of disclosures made.

- (iii) All those dealing with Analysts should be careful when dealing with their questions that raise issues outside the intended scope of discussion.
- (iv) Whenever a meeting with Analysts is organized, it shall be ensured that company makes a press release or post relevant information on its website simultaneously with every such meet.

9. **Handling of all UPSI on a need to know basis**

UPSI is to be handled on a “need to know” basis, i.e. UPSI 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 the information. No UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. All UPSI directly received by an employee should immediately be reported to the CISO who shall decide whether a disclosure is necessary to Stock Exchanges and on Company’s website.

10. **POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSES” FOR WHICH UPSI MAY BE COMMUNICATED OR PROCURED**

- The term “**legitimate purpose**” shall generally include sharing of UPSI in the ordinary course of business by an insider within the Company, with outsiders such as with collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, rating agencies, investment bankers, due diligence service providers for the purposes of carrying out assignment for or on behalf of and/or for the benefit of Company and for carrying on his role or function, provided that such sharing has not been carried out to evade or circumvent the prohibitions of ‘Regulations’.

Some of the illustrative purposes for which UPSI can be shared for/with–

- Preparation of quarterly/annual financial results
 - Preparation of Board and Committee meeting agenda
 - Preparation of communications to Stock Exchanges
 - Legal advisors for seeking legal opinion/ advise
 - Government/ judicial/ semi judicial authorities under any order, notification or circular, if any.
 - Internal Auditors for Internal audit purposes
 - Consultants appointed for the due diligence for acquisition, merger proposals or capital restructuring
- Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations.
- In case of any violation of the Policy or SEBI Regulations, the Company shall take appropriate action. In case the violation relates to leak or suspected leak of UPSI, the Company shall take appropriate action. The same shall also be updated to SEBI Board

along with the enquiry conducted and result thereof. Action will also be taken against the Insider found to be guilty as per the directions of SEBI.

- For more details regarding communication, procurement or sharing of any UPSI or related matters, one may refer to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

11. Amendments to the Policy

The Board of Directors can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case where any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with / are in addition to / are in derogation of the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions of this Policy and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.