

CODE OF FAIR DISCLOSURE
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Approved & adopted by the Board of Directors at their meeting held on February 14, 2022.

1. Introduction:

- 1.1 The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on January 15, 2015, which is effective from May 15, 2015 and where modified subsequently.
- 1.2 Pursuant to Regulation 8 of the Regulations, Aarvi Encon Limited (The Company) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code").
- 1.3 Accordingly the Board of Directors of the Company has formulated the *Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information*.

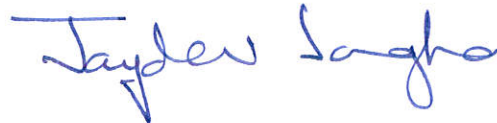

2. Scope:

- 2.1 The Company endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, the Company has adopted this Fair Disclosure Code.
- 2.2 This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
- 2.3 The Company is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. Terms and Definition:

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.


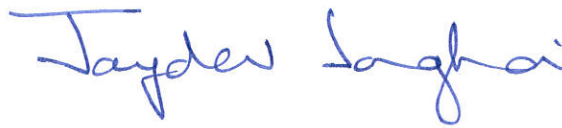
4. Principles of Fair Disclosure:

A code of practices and procedures for Fair Disclosure of Price Sensitive Information for adhering each of the principles is set out below:

- 4.1 The Company shall ensure Prompt disclosure publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.
- 4.2 (a) The Company shall uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website;
(Note: Under certain circumstances, the Company may keep material information as stipulated under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third party confidentiality restrictions or uncertainty of event. The CFO of the Company shall determine when to disclose such material information).
- (b) The Company shall disclose press / media release, if any from time to time which are considered to be important for the general public besides putting the same on Company's website;
- (c) The Company's shall put on its website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.
- 4.3 Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the Chief Financial Officer (CFO) or any other person of the Company authorised by him.
- 4.4 The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 4.5 The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, etc. (Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).
- 4.6 The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- 4.7 The Company communicates with its Institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminative basis. Details relating to quarterly performance and financial results are disseminated to the shareholders and uploaded on the Company's website.
- 4.8 The Company shall handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is

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not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

5. The Board of Directors of the Company has appointed the CFO of the Company to deal with dissemination of information and disclosure of UPSI.
6. The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.

5. Determination of Legitimate Purpose:

The Board of Directors of the Company or any other person authorised by them i.e. Chairman and Managing Director, Chief Executive officer, Chief Financial Officer, Finance Controller, Compliance officer etc. shall determine legitimate purpose for sharing of information as required on need to know basis and shall include but is not restricted to sharing of unpublished price sensitive information 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 these regulations.

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