



SIMRAN AGROVET LIMITED

CIN: U15400MP2017PLC043674

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

1. INTRODUCTION

The Board of Directors of SIMRAN AGROVET LIMITED (“the Company”) recognizes the importance of transparency, fairness, and timely disclosure in maintaining investor confidence and market integrity. As the Company is in the process of bringing an Initial Public Offering (IPO), it is imperative to establish a framework for the fair and uniform dissemination of Unpublished Price Sensitive Information (“UPSI”) in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”). This Code sets out the practices and procedures that the Company shall follow to ensure that UPSI is disclosed fairly, uniformly, and in a manner that prevents misuse.

2. OBJECTIVE

The primary objective of this Code is to ensure timely, fair, and adequate disclosure of UPSI to the public and to prevent selective disclosure that could give an unfair advantage to any person or group. The Code seeks to:

- Maintain transparency in dealings with investors, analysts, and other stakeholders;
- Prevent the misuse of UPSI and insider trading;
- Establish a clear framework for the dissemination of information in compliance with applicable laws; and
- Safeguard the interests of all stakeholders and promote good corporate governance practices.

3. SCOPE

This Code applies to all Directors, Key Managerial Personnel, designated employees, and any other persons authorized to handle UPSI on behalf of the Company. It covers all forms of communication, including oral, written, electronic, and other media.

4. PRINCIPLES OF FAIR DISCLOSURE

The Company shall adhere to the following principles to ensure fair disclosure of UPSI:

Prompt Disclosure: UPSI that could materially affect the price of the Company’s securities shall be promptly disclosed to the stock exchanges upon listing or, in the case of pre-IPO communications, to potential investors in the IPO through the draft/red herring prospectus.

Uniformity: UPSI shall be disseminated uniformly to all stakeholders to prevent selective disclosure. Any information shared with analysts, institutional investors, or other market participants shall be done only through publicly disclosed channels or under appropriate confidentiality agreements.

Designation of Spokespersons: The Company shall designate a spokesperson, typically the Chief Executive Officer, Chief Financial Officer, or Company

Secretary, to communicate with shareholders, analysts, media, and regulatory authorities. No other employee shall disclose UPSI without explicit authorization.

Prevention of Misuse: Measures shall be adopted to ensure that UPSI is accessed only by authorized personnel on a need-to-know basis. Appropriate confidentiality and access controls shall be maintained to prevent leaks and insider trading.

Handling Market Rumors: Any queries or rumors regarding the Company shall be referred to the designated spokesperson, who shall respond appropriately and ensure that accurate information is provided to the public and regulatory authorities to prevent misinformation.

5. MAINTENANCE OF CONFIDENTIALITY

All persons in possession of UPSI are required to maintain strict confidentiality and shall not disclose such information to any person except in the ordinary course of business or under a legal obligation. Confidentiality agreements shall be executed, where necessary, to ensure that UPSI is not misused.

6. GOVERNANCE AND OVERSIGHT

The Board of Directors shall periodically review the implementation of this Code. The Compliance Officer, typically the Company Secretary, shall monitor adherence to this Code, maintain records of disclosures, and report to the Board any instances of non-compliance or breaches.

7. DISCLOSURE ON WEBSITE

This Policy shall be disclosed on the website of the Company and a web link thereto shall be provided in the annual report of the Company, if required.

8. REVIEW AND AMENDMENTS

This Code shall be reviewed periodically by the Board to ensure its relevance, effectiveness, and alignment with regulatory requirements. Any amendments to the Code shall be approved by the Board and communicated to all designated personnel.

9. EFFECTIVE DATE

The Code shall become effective from the date of its adoption by the Board of Directors of the Company.