

**CODE OF PRACTICES AND PROCEDURES FOR
FAIR DISCLOSURES OF UNPUBLISHED PRICE
SENSITIVE INFORMATION FOR SRI LOTUS
DEVELOPERS AND REALTY LIMITED**

The policy is adopted by the Board of Directors in their meeting held on December 11, 2024

I. PREAMBLE

The Securities and Exchange Board of India (SEBI), in its endeavor has set out new regulations for prohibition of insider trading i.e. SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') to protect the interests of stakeholders and to avoid the misuse of the Unpublished Price Sensitive Information ('UPSI') in the day to day business affairs.

The Board of Directors ("Board") of Sri Lotus Developers and Realty Limited ('Company') has pursuant to Regulations adopted the following Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information ("Code").

This Code has been formulated in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations")

The Code is required for the Company to prevent the misuse and ensure timely and adequate disclosure of UPSI and to maintain the uniformity, transparency and fairness in dealing with the stakeholders.

II. OBJECTIVE

The Code is required for the Company to prevent the misuse and ensure timely and adequate disclosure of UPSI and to maintain the uniformity, transparency and fairness in dealing with the stakeholders.

III. OVERSEEING AND CO-ORDINATING DISCLOSURE

Company Secretary shall be responsible for prompt public disclosure of UPSI i.e. to Stock Exchanges that would impact price discovery, so as to ensure uniform and universal dissemination of UPSI to avoid selective disclosure.

In the event of inadvertent selective disclosure of UPSI, prompt action will be taken to ensure such information is generally available. UPSI shall be handled on a "need to know" basis i.e. will be disclosed only who need the information to discharge their duty and in furtherance of Legitimate Purposes.

"Legitimate Purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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 etc., provided such sharing has not been undertaken to evade or circumvent the prohibition of Regulations

Following factors must be satisfied while determining what constitutes a Legitimate purpose:

- i. Must be shared in the ordinary of course of business or for Corporate Purpose;
- ii. Required to be done in furtherance of fiduciary duties or in fulfillment of any statutory or contractual obligation;
- iii. The action is executed in a manner which is considered as fair and transparent; and
- iv. Information shared is in the interest of Company and should not result into personal benefit of any Connected Person.

IV. RESPONDING TO MARKET RUMOURS

Company Secretary of the Company shall promptly deal with any query or request for verification of market rumours received from stock exchanges/ regulatory bodies.

V. DISCLOSURE / DISSEMINATION OF UPSI WITH SPECIAL REFERENCE TO ANALYSTS AND INSTITUTIONAL INVESTORS

Head of Finance Department who will act as Chief Investor Relations Officer / Concerned Official(s) only shall disclose any information (which will not be UPSI) relating to the Company's Securities to Institutional Investors & Analysts.

VI. MANNER OF DEALING WITH ANALYST AND INSTITUTIONAL INVESTORS

a. Only Public information to be provided –

The Company shall provide only public information to the analyst/research persons/large investors like institutional investors. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

b. Handling of unanticipated questions –

The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public announcement, if considered necessary, should be made before responding.

VII. PRINCIPLES OF FAIR DISCLOSURE

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of UPSI forms part of as set out in Schedule A of Regulations (Annex-1) forms part of Principle for Fair Disclosures.

VIII. DIGITAL DATABASE

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 databases shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

IX. AMENDMENT OF THE CODE

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.

SCHEDULE A

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

- i. 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.
- ii. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- iii. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- iv. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- v. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- vi. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- vii. Developing 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.
- viii. Handling of all unpublished price sensitive information on a need-to-know basis