SHARVAYA METALS LIMITED

(Formerly known as Sharvaya Metals Private Limited)

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the '**Regulations**') mandates the listed companies to frame a Code of Practices and Procedures for fair and timely dissemination of unpublished price sensitive information. Accordingly, Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been approved and implemented by the Board of Directors of the Company.

2. Applicability and effective date

This Code shall be applicable to Sharvaya Metals Limited with effect from 26th February, 2024.

3. Definitions

Words and expressions used and not defined herein shall have the meanings assigned to them under the Code of Conduct for Regulating, Monitoring and Reporting trading by Designated Persons adopted by the Company, as amended from time to time, or Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI PIT Regulations**"), as amended.

4. Disclosure of Unpublished Price Sensitive Information

a) There shall be Prompt public disclosure of unpublished price sensitive information thatwould impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. The disclosure shall be made by the Chief Investor Relations Officer in consultation with the Managing Director / Chairman by intimating the same to the Stock Exchanges and posting of the said UPSI on the website of the Company and/ or otherwise making it generally available.

b) Save and except sharing of any UPSI for Legitimate Purpose, the Authorized Person shall ensure uniform dissemination/ disclosure of UPSI, so as to avoid selective disclosure. In case UPSI gets inadvertently selectively disclosed, the Chief Investor Relations Officer shall promptly, make such UPSI generally available.

c) The Chief financial Officer of the Company is designated as Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

d) No UPSI shall be shared with any person except for legitimate purpose unless the information is made generally available i.e. only public information can be shared.

e) The Board of Directors have authorised Managing Director and Chief Financial Officer to ensure that appropriate and fair response shall be provided to queries on

news reports and requests for verification of market rumours by regulatoryauthorities.

f) The Board of Directors have authorised Managing Director and Chief Financial Officer to ensure that information shared with analysts and research personnel is not unpublished price sensitiveinformation.

g) The Board of Directors have authorised Managing Director and Chief Financial Officer to develop 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 disclosuresmade.

h) Handling of all "Unpublished Price Sensitive Information" on a need-to-know basis.

5. CorporateDisclosures:

a) The Chief Investor Relations Officer shall under the guidance of Chairman/Managing Director shall give an appropriate, fair hand prompt response to the queries on news report and requests for verification of market rumors by regulatory authorities.

b) As and when necessary, the Chief Investor Relations Officer shall under guidance of MD or CFO make appropriate public announcement with respect to market rumors.

6. Sharing of UPSI for Legitimate Purpose:

a) While deciding the 'Legitimate Purpose', the following shall be taken into consideration:

- **i.** Whether the information may be categorized under Unpublished Price Sensitive Information. If so, nature of UPSI being shared.
- **ii.** Person with whom the UPSI is being shared.
- **iii.** Whether confidentiality clause is added while sharing the UPSI.

b) "**Legitimate Purpose**" shall include sharing of UPSI 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 SEBI PIT Regulations.

c) What shall constitute "legitimate purpose" and what shall not constitute "legitimate purpose" will be based on the business-related needs of the Company. In general, sharing of UPSI would be considered as Legitimate purpose in the following cases:

- **i.** Arising out of contractual obligations or arrangement entered into by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking;
- **ii.** Arising out of business requirement including requirement for the purposes of corporate action, promoting the business and strategies of business;
- **iii.** For ensuring operational efficiency;
- **iv.** For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
- **v.** As part of compliance with applicable laws, regulations, rules and requirements.

The abovementioned cases are illustrative in nature and not exhaustive.

7. Issue of Notice to the Recipient of Unpublished Price Sensitive Information:

The recipient of UPSI which is communicated for any "legitimate purpose" shall be considered as an "insider" under the "Code of Conduct" adopted by the Company and such notice shall be given to the recipient of UPSI by the person making communication of UPSI in order;

- **i.** To make aware recipient that the information shared is or would be UPSI
- **ii.** To make aware to recipient the duties and responsibility attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
- **iii.** To instruct recipient to maintain confidentiality of such UPSI in compliance with the Code of Conduct for Prevention of Insider Trading and the other applicable laws.
- **iv.** To advise recipient to be in compliance with applicable provisions of SEBI PIT Regulations and the Code of Conduct for Prevention of Insider Trading adopted by the Company.

8. Responsibility of the Recipient of UPSI:

- **a.** To maintain and keep confidential the UPSI received.
- **b.** To use the UPSI only for Legitimate Purpose.
- **c.** To disclose the UPSI to any other person strictly on a need-to-know basis.
- **d.** To safeguard the UPSI with the same degree of care so avoid unauthorized disclosure as the recipient would use to protect its own confidential information, but in no case less than reasonable care.
- **e.** To ensure compliance with applicable provisions of PIT Regulations.

9. Amendment of Fair Disclosure Code:

- **a.** Unless required under an enactment to be approved by the Board of Directors, all statutory amendments in the Companies Act 2013 or in the Regulations, shall be effective and binding even if such amendments are not incorporated in the Code. For administrative convenience, any change in the Code herein may be made by the Compliance Officer in consultation with Managing Director' and 'Chief Financial Officer subject to approval thereof by the board of directors within a period of 3 months.
- **b.** This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed and published on website.

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