

EFC (I) LIMITED

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UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)**

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1. INTRODUCTION

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”) (“Code”) has been formulated to ensure timely, adequate, and uniform disclosure of Unpublished Price Sensitive Information in accordance with the principles of transparency, fairness, and investor protection. The Code is intended to prevent selective disclosure of material information and to maintain fairness in the securities market by ensuring that all stakeholders have equal access to material information relating to the Company.

2. OBJECTIVE

The objective of this Code is to establish a framework for fair disclosure of Unpublished Price Sensitive Information (“UPSI”) and to promote transparency, integrity, and compliance with applicable securities laws and regulations. The Code aims to ensure that information which may materially affect the price of securities is communicated in a prompt, consistent, and non-discriminatory manner, thereby safeguarding the interests of investors and maintaining confidence in the capital markets.

3. REGULATORY FRAMEWORK

This Code is formulated in accordance with Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”), as amended from time to time, read with the applicable provisions of the Companies Act, 2013 and other applicable laws, rules, regulations, and guidelines governing fair disclosure of Unpublished Price Sensitive Information and prevention of insider trading.

4. DEFINITIONS

“**Board**” means the Board of Directors of the Company.

“**Chief Investor Relations Officer**” or “**CIRO**” means the person designated as such, or in his absence Compliance Officer of the Company.

“**Company**” means ‘EFC (I) Limited’.

“**Compliance officer**” for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

“**Unpublished Price Sensitive Information**” or “**UPSI**” any information, relating to the Company or its securities, directly or indirectly, that is not generally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.]

Words not defined in this Fair Disclosure Code shall have the meaning ascribed to them in the specified Regulations.

5. PRINCIPLES OF FAIR DISCLOSURE:

- I. The Company will make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- II. The Company will make, uniform and universal dissemination of UPSI to avoid selective disclosure.
- III. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer ("CIRO") to deal with dissemination of information and disclosure of UPSI.
- IV. The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- V. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- VI. The Company will ensure that information, if shared, with analysts and research personnel are not UPSI.
- VII. The Company will 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 disclosures made.
- VIII. The Company will handle all UPSI on a need-to-know basis.

6. SHARING OF UPSI FOR LEGITIMATE PURPOSE:

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CIRO of the Company in this behalf, only in furtherance of legitimate purpose(s) on need-to-know basis, which shall include the following;

1. Sharing of UPSI in the ordinary course of business by any Insider, Employee, Designated Person or by any authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
2. The information shall be shared with any person on 'need to know' basis.
3. Sharing of UPSI where such communication is in furtherance of performance of duties and in discharge of legal obligation(s);

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of the SEBI Insider Trading Regulations.

7. ISSUE OF NOTICE TO THE RECIPIENT OF UPSI

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons;

- i. To make such person aware that the information shared is or would be UPSI.
- ii. To make such person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI.
- iii. To instruct such person to maintain confidentiality of such UPSI in compliance with these regulations.

8. DIGITAL DATABASE OF RECIPIENT OF UPSI

The CIRO shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom the information is shared, which shall contain the following information;

- a. Name of such recipient of UPSI;
- b. Name of the Organization or entity to whom the recipient represents
- c. Postal Address and E-mail ID of such recipient
- d. Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The CIRO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

9. AMENDMENT TO THIS CODE

The Board of Directors of the Company may review and alter, modify, add, delete or amend any of the provisions of this Code from time to time. Any or all provisions of this Code would be subject to the 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 of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

This Policy is lastly amended by the Board of Directors at its meeting held on May 28, 2026.
