

IMMENCITY OFFICE PARKS PRIVATE LIMITED

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED
PRICE SENSITIVE INFORMATION**

Version: 01/2025-26

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1. Introduction

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, is framed as per Model Code prescribed under Schedule A of the SEBI (Prohibition of Insider Trading) Regulation, 2015.

2. Definitions:

"**Act**" means the Securities and Exchange Board of India Act, 1992.

"**Company**" means Immencity Office Parks Private Limited.

"**Compliance Officer**" shall be the Company Secretary of the Company.

"**Connected Person**" means any person who is or has during the 6 months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonable expected to allow such access. The person falling within the following categories shall be deemed to be connected person unless the contrary is established:

- (a) An immediate relative of connected persons; or
- (b) A holding company or associate company or subsidiary company; or
- (c) An intermediary as specified in section 12 of the Act or an employee or director thereof; or
- (d) An investment company, trustee company, asset management company or an employee or director thereof; or
- (e) An official of a stock exchange or of clearing house or corporation; or
- (f) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) An official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (i) A banker of the company; or
- (j) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than 10% of the holding or interest;

“Generally Available Information” means information that is accessible to the public on a non-discriminatory basis.

“Legitimate Purposes” 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 provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

“Immediate Relative” means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

“Insider” means any person who is:

- (a) A connected person; or
- (b) In possession of or having access to unpublished price sensitive information

“Unpublished Price Sensitive Information” means any information, relating to a 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: –

- a) Financial Results;
- b) Dividends;
- c) Change in capital structure;
- d) Mergers, De-Mergers, Acquisitions, De-listings, Disposals and expansion of business and such other transactions;
- e) Changes in key managerial personnel.

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

This Code sets out the framework and policy for fair disclosure of events and developments that may have an impact on the price discovery of the Company’s securities. In order to ensure equitable and timely dissemination of such information, the Board of Directors shall adhere to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

In adherence to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall follow the principles stated below to ensure fair disclosure of Unpublished Price Sensitive Information (UPSI):

1. Prompt Public Disclosure

UPSI that may impact the price discovery of the Company's securities shall be promptly disclosed, no sooner than when credible and concrete information comes into being, to ensure such information is made generally available.

2. Uniform and Universal Dissemination

The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.

3. Timely Dissemination of Selective Disclosure

In the event of any UPSI being disclosed selectively, inadvertently or otherwise, the same shall be promptly disseminated through the Stock Exchanges and published on the Company's website, thereby making it generally available.

4. Appropriate Response to Market Rumours

The Company shall ensure that appropriate and fair responses are provided to queries on news reports and requests for verification of market rumours by regulatory authorities.

5. No Sharing of UPSI with Analysts

The Company shall ensure that UPSI is not shared with analysts and research personnel.

6. Disclosure of Analyst/Investor Interactions

Best practices shall be followed to ensure that the recordings or transcripts of meetings with analysts and other investor conferences are published on the Company's website to ensure official confirmation and documentation of such interactions.

7. Need-to-Know Basis Handling of UPSI

UPSI shall be handled strictly on a need-to-know basis and shall not be communicated to any person except in furtherance of legitimate purposes, performance of duties, or discharge of legal obligations.

8. Designated Person

The Company of the Company and shall be responsible for dealing with the dissemination and disclosure of UPSI.

4. Determination and Handling of Unpublished Price Sensitive Information for Legitimate Purposes

1. No Insider shall communicate, provide or allow access to any unpublished price sensitive information, relating to the Company to any person including other insiders except where such communication is in furtherance of legitimate purposes or

performance of duties or discharge of legal obligations i.e. only for a need to know basis.

2. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered as “insider” for purpose of SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations) and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these Regulations.
3. The Company and third party sharing Unpublished Price Sensitive Information for legitimate purposes shall execute an agreement to ensure confidentiality and non-disclosure of information.
4. All the insider in possession of Unpublished Price Sensitive Information shall be under obligations to share such information only on need to know basis.

Maintaining secured database with adequate internal controls relating to entities / such person with whom Unpublished Price Sensitive Information is shared.

5. Policy Review

This policy shall be subject to review and changes as may be deemed necessary by the Board to comply with any regulatory requirements.

6. Communication of the Policy

This Policy shall be hosted on the website of the Company.