KRANTI INDUSTRIES LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

VERSIONS OF POLICY

Sr. No.	Description of Change	Approved by	Approval Date	Effective Date
1	Original Policy	Board of Directors	February 13, 2021	February 13, 2021
2	Updated & Reviewed	Board of Directors	August 13, 2025	August 13, 2025

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(Effective from August 13, 2025)

1. Preface:

The Securities and Exchange Board of India (SEBI), in its endeavour to put in place a framework for prohibition of insider trading in securities, has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations). These Regulations are applicable to all companies whose securities are listed on stock exchanges. In terms of Regulation (8) (1) of the Chapter IV of the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 the Board of Directors of listed Companies are required to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information (the "Code") that it would follow in order to adhere to each of the principles set out in **Schedule A** to the Regulations.

The Board of Directors of Kranti Industries Limited has formulated and amended the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Codes of Fair Disclosure and Conduct") to include "Policy for determination of Legitimate Purposes" and "Policy and Procedure for Inquiry in case of Leak or Suspected Leak of Unpublished Price Sensitive Information".

2. Objective

The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent the misuse of such information. Accordingly, this Code has been formulated with a view to maintain uniformity, transparency and fairness in dealing with all stakeholders and to ensure timely, fair and adequate disclosure of unpublished price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's securities.

3. Terms and Definitions

"**Unpublished Price Sensitive Information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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: –

i. Financial results;

ii. Dividends;

iii. Change in capital structure;

iv. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;

v. Changes in key managerial personnel.

"**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis [and shall not include unverified event or information reported in print or electronic media];

"**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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations."

Any person in receipt of UPSI pursuant to a Legitimate Purpose shall be considered as an "**Insider**" for the purpose of this Code and such persons shall maintain confidentiality of such UPSI in compliance with this Code, the KIL Code of Conduct to Regulate, Monitor and Report Trading by Insiders and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Any other words and expressions used but not defined in this Fair Disclosure Code shall have the same meaning assigned to them in the SEBI PIT Regulations or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 2018 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be including amendments(s)/ modification(s) thereto.

4. The Principles of Fair Disclosure:

The Company will adhere to the following so as to ensure timely and adequate disclosure of Price Sensitive Information with respect to it or its securities, which is likely to affect price of the securities;

1. The Company will make 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.

2. The Company will make, uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure

3. The Compliance Officer of the Company will be Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

4. The Company will make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. The Company will provide, appropriate and fair response to queries on news reports and request for verification of market rumours by regulatory authorities.

6. The Company will ensure that information if any shared with analysts and research personnel is not Unpublished Price Sensitive Information.

7. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.

8. The Company will handle all Unpublished Price Sensitive Information on a need-to know basis.

9. No Unpublished Price Sensitive Information shall be passed by Designated Persons by way of making recommendation for the purchase or sale of Securities of the Company.

10. The Company will ensure that information if any shared with analysts and research personnel is not Unpublished Price Sensitive Information. The following guidelines shall be followed while dealing with analysts, media persons and institutional investor:
    i) Only information in public domain is to be provided.
    ii) Company Representatives be present at meeting with analysts, media persons and institutional investor.
    iii) Unanticipated questions if any may be taken on notice and a considered response given later at discretion of the Company.

5. Legitimate Purpose

The Unpublished price sensitive information can be shared as an exception by an Insider for Legitimate purposes as per its "*Policy for determination of Legitimate Purposes*" **(Annexure A)**, provided it is not shared to evade or circumvent the prohibition under this Regulation.

6. Disqualifications:

6.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

6.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention.

6.3 Bringing to light personal matters regarding another person, which are in no way connected to the Company.

6.4 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide, frivolous, vexatious*, *malicious or reported otherwise than in good faith,* shall be liable to be prosecuted under Company's Code of Conduct.

7. Reporting Mechanism:

7.1 All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for the purpose of investigation.

7.2 In respect of Protected Disclosures concerning the Top Management of the Company, then such matter shall be addressed to the Chairman of the Audit Committee of the Company and those concerning with the other employees of the Company shall be addressed to the Managing Director of the Company.

7.3 Protected Disclosure should be preferably addressed/reported to the Competent Authority, as soon as possible but not later than 30 consecutive days after becoming aware of the same.

7.4 To make more effective and controlled mechanism, employees can lodge a Protected Disclosure in any one of the following ways:

By sending an email to sachinvora@krantiindustries.com with the subject "Protected Disclosure under the Whistle Blower Policy".

By sending letter in a closed and secured envelop and super scribed as "Protected Disclosure under the Whistle Blower Policy" to Chairman of Audit Committee or Managing Director of the Company at "Gat No. 267/B/1, At Post Pirangut, Tal. Mulshi, Pune, Maharashtra, India, 412115".

7.5 The Protected Disclosure/Complaint should be in typed or hand written in English or Marathi or Hindi and should provide a clear understanding of the improper activity involved or issue/concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.

7.6 The Protected Disclosure should be forwarded under a covering letter attached to a letter bearing the identity of the Whistle Blower/complainant i.e. his/her Name, Employee Number and Location, and should be inserted in an envelope which should be closed/secured/sealed. The envelop thus secured/sealed should be addressed to the Competent Authority and should be mentioned as "Protected Disclosure". (If the envelope is not closed/sealed/secured, it will not be possible to provide protection to the whistle blower as specified under this policy).

7.7 To the extent possible, the complaint or disclosure must include the following:

1. The name of the employee(s), and/or outside party or parties involved;
2. The sector of the Company where it happened (Location, Department, office);
3. When did it happen: a date or a period/time;
4. Type of concern (what happened);
    a. Financial reporting;
    b. Legal matter;
    c. Management action;
    d. Employee misconduct; and/or
    e. Health & safety and environmental issues.
5. Submit proof or identify where proof can be found, if possible;
6. Who to contact for more information, if possible; and/or
7. Prior efforts to address the problem, if any.

7.8 If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Competent Authority as defined under this Policy, the same should be immediately forwarded to the respective Competent Authority or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

7.9 Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures WILL NOT BE investigated, as it would not be possible to interview the Whistle Blowers.

7.10 If initial enquiries by the Competent Authority indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.

7.11 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Competent Authority alone, or by a Whistle Officer/Committee nominated by the Competent Authority for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

7.12 The Competent Authority/Whistle Officer/Committee shall:

Make a detailed written record of the Protected Disclosure. The record will include:

a. Brief Facts of the matter;

b. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;

c. Whether any Protected Disclosure was raised previously against the same Subject;

d. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.

e. Findings of Competent Authority/Whistle Officer/Committee;

f. The recommendations of the Competent Authority / Whistle Officer / Committee on disciplinary / other action/(s).

8. Investigation:

8.1 The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process. The identity of a Subject will be kept confidential to the extent possible give the legitimate needs of law and the investigation.

8.2 Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

8.3 Subjects shall have a duty to co-operate with the Competent Authority during investigation process to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.

8.4 Subject(s) have a right to consult with a person or persons of their choice, other than the Whistle Officer/Committee and/or the Whistle Blower. Subjects have a responsibility not to interfere with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

8.5 Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation. He has a right to be informed of the outcome of the investigations. If allegations are not sustained, he should be consulted as to whether public disclosure of the investigation results would be in the best interest of him and the Company.

8.6 The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Competent Authority/ Whistle Officer / Chairman of the Audit Committee deems fit.

8.7 The Whistle Officer/Committee shall finalise and submit the report to the Competent Authority within such time frame as duly communicated by Competent Authority considering the seriousness of the matter.

8.8 On submission of report, the Whistle Officer /Committee shall discuss the matter with Competent Authority who shall either:

i. In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter; or

ii. In case the Protected Disclosure is not proved, extinguish the matter;

OR

Depending upon the seriousness of the matter, Competent Authority may refer the matter to the Audit Committee of Directors with proposed disciplinary action/counter measures. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, he/she can make a direct appeal to the Chairman of the Audit Committee

8.9 All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Protected Disclosure to appropriate external regulatory authorities.

9. Protection:

9.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.

9.2 The Company shall ensure that any kind of discrimination, harassment, victimization or any other unfair employment practice is not adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion,

refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure.

9.3 The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other Employee/person assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9.4 A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

10. Secrecy/Confidentiality:

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

a. maintain complete confidentiality/secrecy of the matter;
b. not discuss the matter in any formal/social gatherings/meetings;
c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
d. not keep the papers unattended anywhere at any time;
e. keep the electronic mails and files under password.
f. If anyone found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

11. Retention of Documents:

All Protected Disclosures along with the evidences gathered during investigation and results and other investigation documents relating thereto, shall be retained by the Company for a minimum period of five (5) years or such other period as specified by any other law in force, whichever is more, from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

12. Reporting:

A report on Yearly basis including number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

13. Amendment:

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within the Company. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

14. Communication of Policy:

The Whistle Blower Policy shall be displayed on the website of the Company www.krantiindustries.com.