

Sec/Share/014/FY 2025-26

Date: 29.05.2025

The Secretary

BSE Limited

New Trading Wing,
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400001

Scrip Code: 532932

The Manager

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block "G"
5th Floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051

Symbol: MANAKSIA

Dear Sir/Madam,

Sub: Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information under SEBI (Prohibition of Insider Trading) Regulations, 2015

In compliance with the requirements of Regulation 8(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, this is to inform you that the Board of Directors of the Company has reviewed and amended, Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive information pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, effective from 29th May, 2025, a copy of the same is enclosed herewith for your record.

We request you take the same on your record.

Thanking you,
Yours faithfully,

For Manaksia Limited



Manoj Singhania
Chief Financial Officer

Encl: As above



MANAKSIA LIMITED

Approving Authority:	Board of Directors of Manaksia Limited
Original Issue Date:	15 th May, 2015
Current Revision Date:	28 th May, 2025
Revised Code effective From :	29 th May, 2025
Context:	The Code is formulated pursuant to Regulation 8 (1) read with Schedule A to SEBI (Prohibition of Insider Trading) Regulations, 2015 covering the practices and procedures for fair disclosure of unpublished price sensitive information in relation to Manaksia Limited.

Code of practice and procedure for fair Disclosure of Unpublished Price Sensitive Information (UPSI)

Scope and purpose:

The Code for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) (the 'Policy') has been framed in pursuance to the regulation contained in sub-regulation (1) of Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, including amendment thereto and the purpose of this code is to ensure timely and adequate disclosure of events/ information in the nature of UPSI as the same could potentially impact the price of the listed securities of the Company in the market.

Applicability:

The Policy is adopted in line with the principles set out in Schedule A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as approved by the Board of Directors of the Company shall be applicable and binding on all Directors/Employees of the Company dealing with disclosures of events/ information in the nature of UPSI.

UPSI means any 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, delisting, 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;
- xvii. such other matters as may be specified under the SEBI regulations or decided by the Company from time to time.

Chief Investor Relations Officer

The Company Secretary of the Company shall serve as the '**Chief Investor Relations Officer**' (CIRO) for the purposes of this Policy to deal with dissemination of information and disclosure of UPSI.

Sharing of UPSI for legitimate purpose

(i) UPSI is in the nature of information relating to the Company, directly or indirectly, of precise nature that can have an impact on the prices of the securities of the Company if made public.

(ii) Till such time the UPSI becomes generally available information, UPSI can be shared only on a need-to-know basis and for legitimate purpose. Legitimate Purpose shall comprise all purposes which are in the best interest of the Company provided that sharing of UPSI is not being carried out to evade or circumvent the prohibitions of the Regulations as provided hereunder:

- a. Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment in relation to UPSI;
- b. Sharing of relevant UPSI with intermediaries/ fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI;
- c. Sharing of UPSI for fulfillment of any statutory obligation or in compliance with applicable laws and regulations;
- d. Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations. The concerned Designated Person sharing the UPSI shall record the necessity of sharing of the information and the purpose for which the information will be used by the recipient and shall be forward the same to the Compliance Officer.

(iii) Before sharing of the UPSI, the concerned Designated Person shall comply with the requirements in relation to circumstances and procedure for bringing people 'inside' as provided in the Company's "Code to Regulate, Monitor and Report Trading by Designated Person".

Principles of Fair Disclosure

- (i) The Company shall promptly make public disclosure of UPSI once credible and concrete information is available in relation to such UPSI;
- (ii) To order to ensure equality of access to information, the Company shall make:
 - a) uniform & universal disclosure of UPSI through the Stock exchange(s);
 - b) public dissemination of the said information on a non-discriminatory basis.
- (iii) The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, in any forum in India or abroad, to make such information generally available. The CIRO shall be promptly informed of any such inadvertent or unintentional selective disclosure who in consultation with the Managing Director & CEO shall take appropriate steps;
- (iv) The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

All the requests/ queries received shall be documented and as far as practicable the CIRO shall request for such queries/requests in writing. The CIRO/ Compliance Officer in consultation with the Managing Director & CEO shall respond appropriately, where the situation so warrants.

- (v) The Company shall ensure that any information shared, with analysts and/or research personnel or at any investor relation conference(s), is not an UPSI. The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion. The unanticipated questions shall be tackled carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Managing Director & CEO.
- (vi) The Company will make available transcripts or records of proceedings, if any, of meetings with analysts and at other investor relations conference(s) on the website of the Company to ensure official confirmation and documentation of disclosures made.
- (vii) Any information that may be potentially construed or classified as UPSI would be dealt with by the Directors and Employees of the Company only on a 'need to know' basis.

Manner of Disclosure

Information of any UPSI intended to be made generally available shall be brought to the notice of the Managing Director & CEO. The CIRO /Compliance officer in consultation with the Managing Director & CEO determine the content and timing of disclosure and accordingly, disclose to the stock exchanges. The UPSI disclosed to the stock exchanges and to the Press may also be supplemented by prompt updates on the Company's website



Amendment to the Fair Disclosure Code

The Board of Directors are authorized to make such alterations as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations. Further, every amendment to this code shall be promptly intimated to stock exchanges where the securities are listed. The Fair Disclosure Code shall be hosted on the website of the Company.