

## **Code of Practices and Procedures to be followed for Fair Disclosure of Unpublished Price Sensitive Information**

### **1. Objective**

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent misuse of such information. The Company is committed to maintaining transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.

### **2. Definitions**

- (i) **“Insider”** means insider as defined under the Company’s “Code of Conduct to regulate, monitor and report trading by designated Persons”
- (ii) **“Legitimate Purposes”** shall mean and include sharing of Unpublished Price Sensitive information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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, accounting firms, law firms, analysts, insolvency professional entities, banks or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the said Regulations.
- (iii) **“Regulations”** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations) Regulations, 2015 and any amendment thereto.
- (iv) **“Unpublished Price Sensitive Information (UPSI)”** means any information relating to the Company or its Securities directly or indirectly that is not generally available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 include but not restricted to information relating to the following:
  - Financial results of the Company
  - Dividends
  - Change in capital structure
  - Any major expansion plans or execution of new projects
  - Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions
  - Changes in Key Managerial Personnel
  - Or any such other event which the board or management may decide to be in the nature of Unpublished Price Sensitive Information

Other Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, (Regulations) the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013), the Rules and Regulations made thereunder as amended from time to time and the Company’s Code of Conduct to regulate, monitor and report trading by designated Persons and shall have the meanings respectively assigned to them in those legislations, rules, regulations and the code.

### **3. Principles of Fair Disclosure**

The Company shall adhere to the following principles to ensure timely and fair disclosure of Unpublished Price Sensitive Information:

- To make prompt public disclosure of Unpublished Price Sensitive information that would impact the price no sooner than credible and concrete information comes into being to make such information generally available in public domain.
- To make, uniform and universal dissemination of Unpublished Price Sensitive Information, with intent to avoid selective disclosures.
- The Compliance Officer of the Company will be the Chief Investor Relations Officer to deal with dissemination of information and disclosures of Unpublished Price Sensitive Information.
- To ensure prompt dissemination of Unpublished Price Sensitive information that gets disclosed selectively, inadvertently, or otherwise to make such information generally available.
- To provide appropriate and fair response to queries on news reports and requests for verification on market rumours by regulatory authorities.
- The Company will ensure that, information if any, shared with analysts and research personnel is not Unpublished Price Sensitive Information.
- The Company will constantly endeavour to develop best practices to make transcripts and records of proceedings of meetings with analysts and other investor relations, conferences on the official website ([www.nesco.in](http://www.nesco.in)) to ensure official confirmation and documentation of disclosures made.
- To handle all Unpublished Price Sensitive information on a need-to-know basis.

### **4. Policy for Legitimate Purpose**

UPSI can be shared by an Insider on need-to-know basis only to partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, accounting firms, law firms, analysts, insolvency professional entities, banks or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the said Regulations for the following purposes:

- In normal and ordinary course of business.
- For availing professional services.
- In relation to a proposed deal or assignment.
- For mandatory performance of duties or discharge of legal obligations.
- For any other genuine or reasonable purpose as may be determined by the Chief Investor Relations Officer.
- For any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, on this behalf, as may be amended from time to time.

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

However, other provisions/restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

Any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered an "Insider" for purposes of this Code and due notice shall be given to such persons by the Compliance Officer.

Before sharing the UPSI to any recipient, the Insider shall :

- make aware such recipient that the information shared is or would be confidential.
- instruct such recipient to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the said Regulations.
- Enter Non-Disclosure Agreements/Memorandum of Understanding wherever required.

##### **5. Guidelines for dealing or disclosing/disseminating of information with analysts and institutional investors**

- Only public information to be provided.
- Unanticipated questions may be taken into notice and a considered response can be given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of any UPSI after every such meet.
- Whenever Company organizes meetings or calls with analysts, it will post relevant information on its web site after every such meet. It will also develop best practices to make transcripts or records of proceedings of meetings or calls with analysts available on its website promptly as per the procedures mentioned on the Listing Regulations.
- No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

The Chief Investor Relations Officer shall be responsible to maintain a structured digital database of such persons or entities with whom the UPSI is shared under the required Regulations which shall contain the following information:

- Name of such recipient of UPSI
- Name of the organization or entity to whom the recipient represents
- Postal Address and e-mail ID of such recipient
- Mobile or contact number
- Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The Chief Investor Relations Officer shall also be responsible for ensuring that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

## **6. Review and Amendment**

The Board of Directors may review and amend this code from time to time as it may deem fit.

## **7. Disclosure of this Policy**

This policy shall be disclosed on the website of the company at [www.nesco.in](http://www.nesco.in).

2nd version of this Policy reviewed and approved by the Board of Directors at its meeting held on 13th February 2024.