

EFFECTIVE DATE

The Policy shall come into effect on: **December 15, 2025**

**POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES
OF SHARING UNPUBLISHED PRICE SENSITIVE
INFORMATION**

INTRODUCTION:

The Company shares data or information with various stakeholders like organizations, agencies, institutions, intermediaries, establishments, persons, etc., during the course of its business operations. Such unpublished data or information, if made publicly available may materially impact the market price of the listed securities of the Company. If such persons trade on the basis of unpublished price sensitive information ('UPSI'), it could result in an undue advantage to such persons. The trading in the securities of the Company by an insider is governed by and subject to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') as amended from time to time.

DEFINITIONS:

- a) **"Act"** means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.
- b) **"Audit Committee"** means the committee constituted by the board of directors in accordance with the Section 177 Act and Regulation 18 of LODR Regulations, as constituted from time to time.
- c) **"Board of Directors"** shall mean the Board of Directors of the Company.
- d) **"Company"** means Symbiotec Pharmed Limited.
- e) **"Connected Person"** means as defined under Rule 2(1)(d) of the SEBI PIT Regulations.
- f) **"Employee"** means employee of the company.
- g) **"Insider"** means a person who is:
 - i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information
- h) **"Investigators"** means that person authorised, appointed, consulted or approached by the Chairman of the Audit Committee and includes the Compliance Officer and auditors of the company.
- i) **"Policy"** means Policy for determining of legitimate purpose of sharing Unpublished Price Sensitive Information.

- j) **“Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- k) **“SEBI”** means the Securities and Exchange Board of India.
- l) **“SEBI PIT Regulations”** means SEBI (Prohibition of Insider Trading) Regulations, 2015.
- m) **“Unpublished Price Sensitive Information”** means as defined in Rule 2(1)(n) of the SEBI PIT Regulations.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the Companies Act, 2013, SEBI PIT Regulations or any other applicable law or regulation to the extent applicable to the Company.

LEGITIMATE PURPOSE:

“Legitimate Purpose” shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis. The Company may share the UPSI if required in the interest of the Company.

Legitimate Purpose shall inter-alia include sharing of UPSI on need-to-know basis 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 the Regulations. (Regulation 3(2A) and 3(2B)).

In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

- i. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;

Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India (“SEBI”), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.

- ii. Under any proceedings or pursuant to any order of courts or tribunals;

Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.

- iii. As part of compliance with applicable laws, regulations, rules and requirements;

Example: Company Law, Securities Law, Income Tax Law, Banking Law, etc

- iv. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking.

Example: Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.

- v. Arising out of business requirement including requirement for the purposes of promoting the business and Strategies of business. Which may require sharing of information with Promoters and Promoters in turn with their Promoters as well as by Promoters with their advisors, consultants, intermediaries, fiduciaries etc.

Example: Some of the examples which are illustrative in nature are as mentioned below;

- Sharing the relevant UPSI by Company or Promoters for advice, consultation, valuation, fund raising or other intermediation and approvals in relation to the subject matter of a proposed deal/assignment/tie-up/venture/fund raising;
- Sharing the relevant UPSI by Company or Promoters with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them;
- Sharing the relevant UPSI by Company or Promoters for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation improvement, technology and similar domains;
- Sharing the relevant UPSI by Company or Promoters with business partners essential to fulfill the terms and conditions of a business contract with a client, vendor, collaborator or lender;
- Sharing the relevant UPSI by Company or Promoters for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business;
- Sharing the relevant UPSI by Company or Promoters for statutory consolidation requirements or related customary disclosure obligations;
- Sharing the relevant UPSI by Company or Promoters with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and shall comply with the Code.

PROCESS OF SHARING UPSI:

The insider may conduct the following steps while sharing UPSI:

- i. Satisfy that information is UPSI and sharing is for legitimate purpose
- ii. Identify the persons with whom the information is to be shared
- iii. Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement.
- iv. Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, server with acknowledgement or verbal exchange.
- v. Maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared. The database shall be maintained with adequate

internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential.

SYSTEM AUDIT:

There should be periodic audit once in a year to ensure the integrity of the system and data maintained.

REVIEW OF THIS POLICY:

This policy is framed based on the provisions of the requirements of the SEBI PIT Regulations. In the event of any conflict between the provisions of this Policy and of the SEBI PIT Regulations or any other statutory enactments, rules, the provisions of such SEBI PIT Regulations or statutory enactments, rules shall prevail over this Policy.

Any subsequent amendment / modification in the SEBI PIT Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy. Any changes or modification on the Policy would be approved by the Board of Directors.