

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Date of Approval: 10/01/2022

Issuing Authority: Board of Directors

Effective Date: 10/01/2022

This Code is called Harsha Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“**Code**”) and is framed based on the principles of fair disclosure outlined in the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015, as amended (“**SEBI PIT Regulations**”).

A. Designation and Role of Chief Investor Relations Officer and Compliance Officer

1. The Chief Financial Officer in charge shall be the Chief Investor Relations Officer (“**CIRO**”) for the purpose of the Code.
2. The CIRO along with the Compliance Officer shall be responsible for dissemination of information and prompt disclosure of Unpublished Price Sensitive Information (“**UPSI**”). Hereinafter referred to as the “**Authorised Personnel**”.
3. In the temporary absence of either of the CIRO or the Compliance Officer, the Authorised Personnel present shall be responsible for dissemination of information and disclosure of UPSI. In the temporary absence of both the Authorised Personnel for any reason whatsoever, the Managing Director and Chief Executive Officer may nominate any other senior official of the Company to be responsible for dissemination of information and disclosure of UPSI and for any other matter under this Code. The Managing Director may nominate different officials for specific matters.

B. Disclosures under the Code

4. The Authorised Personnel shall ensure:
 - a. prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
 - b. uniform and universal dissemination of UPSI to avoid selective disclosure; and
 - c. prompt dissemination of UPSI that gets disclosed inadvertently or selectively or otherwise to ensure that the information is made generally available.
5. It is clarified that information to be termed UPSI should be specific and intended to be generally made available at a point of time to ensure it does not lead to creation of a false market in securities. For the purpose of disclosure, the Authorised Personnel may consult such officials within the Company to ensure the correctness and credibility of the UPSI.
6. The Authorised Personnel shall authorize disclosure or dissemination of UPSI (i) by way of

intimation to the stock exchanges, such that further disclosure can be made from the stock exchange websites; (ii) on the official website to ensure official confirmation and documentation; and (iii) in any other manner as may be decided by the Authorised Personnel to facilitate uniform and universal dissemination of UPSI.

7. All communications of UPSI with the stock exchange shall be approved by the Authorised Personnel and communicated through appropriate personnel under his direction.
8. The Authorised Personnel shall also be responsible for overseeing the contents of UPSI to be posted on the website of the Company for the purposes of this Code and shall give appropriate directions for the publication of the same. No other person shall be authorized to post any UPSI in the absence of any directions from the Authorised Personnel.
9. To facilitate timely disclosure of UPSI, all employees, designated persons or insiders will be required to communicate any UPSI to the Authorised Personnel as soon as credible and concrete information comes into being.

C. General obligation of preserving UPSI

10. All employees, directors and insiders of the Company are required to ensure that handling of all UPSI, including onward communication, is done on a need-to-know basis and in line with the any other applicable codes, policies and procedures of the Company, including, specifically, this Code and the 'Code of Conduct to Regulate, Monitor and Report Trading by its Designated Persons and their Immediate Relatives' ("**Insider Trading Code**") of the Company.

D. Information Shared with Specific Persons

11. The Authorised Personnel shall ensure that any information shared with analysts, research personnel and other industry professionals is not UPSI and is generally available. In case any information which is not generally available to intended to be discussed at any meeting or conferences with analysts, research personnel or other industry professionals, such information must be made generally available through any means prior to such meeting or conference.
12. The only persons authorized to speak on behalf of the Company with analysts, research personnel and other industry professionals are the Managing Director and Chief Executive Officer, Chief Financial Officer, Authorised Personnel and employees forming part of Investor Relations team specifically authorized by the Authorised Personnel ('**Authorised Employees**').
13. Any disclosures made to analysts, research personnel and other industry professionals must be complete and specific. Selective disclosures are strictly prohibited.
14. Inquiries from analysts, research personnel and other industry professionals must be handled only by the Authorised Personnel. Under no circumstances an attempt shall be made to handle these queries without prior authorization from the Authorised Personnel.
15. All press releases to be issued must be reviewed by the Authorised Personnel before being

shared with the media. In case the Authorised Personnel determines that the press release requires disclosure on stock exchanges, such press release must be shared with media only after disclosure on stock exchanges. For follow-up inquiries on press releases, the Authorised Personnel may designate any person within the Corporate Communications Team to respond to such inquiries.

16. The Authorised Personnel shall also develop best practices to make transcripts or records of proceedings of meetings and conferences with analysts, research personnel and other industry professionals on the official website to ensure official confirmation and documentation of disclosures made.

E. Sharing of UPSI

17. UPSI may be shared with any person who has been authorized to share such information by the board of directors of the Company (“**Board**”) or the Authorised Personnel only in furtherance of a ‘legitimate purpose’, ‘performance of duties’ or ‘discharge of legal obligations’ in accordance with the SEBI PIT Regulations.
18. The ‘legitimate purpose’ shall be determined by the Board or the Authorised Personnel basis the ‘Operating Guidelines for Determination of Legitimate Purpose and Approval for Sharing of UPSI and for Inclusion of Persons on Sensitive Transactions’ and subject to procedure mentioned therein.
19. The Authorised Officer shall maintain a digital database of all persons with whom UPSI is shared for any legitimate purpose i.e. (i) in case of individuals, details such as name and Permanent Account Number or in its absence Unique Identification Number allotted by Unique Identification Authority of India, of such persons, and (ii) in case of entities, details such as name of the entity, name of all natural persons associated with the entity having reasonable access to the UPSI and Permanent Account Number of such entity and natural personnel.
20. Any person who receives information as a ‘legitimate purpose’ will be considered as an insider for the purposes of the SEBI PIT Regulations and shall be responsible for maintaining confidentiality of such UPSI. Any person who receives UPSI for legitimate purpose shall also be served a notice prior to sharing of UPSI making them aware of nature of the information, the obligation to maintain confidentiality in compliance with the SEBI PIT Regulations and liabilities attached thereto in case of misuse or unauthorized disclosure / leakage of that information.

F. Market Rumours

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

Note: Words not defined herein shall have the meaning as per the SEBI PIT Regulations or the Insider Trading Code of the Company, as applicable.