

**CODE OF PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION ("Code ")**

**[Sub-regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015]**

This Code is formulated on the principles, as set out in Schedule A to the SEBI (Prohibition of Insider Trading) Regulation, 2015.

**Introduction:**

The Securities and Exchange Board of India ("SEBI") has, in order to protect the interests of investors in general and to put in place a framework for prohibition of insider trading in securities of the Company and to strengthen the legal framework thereof, has issued the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the **PIT Regulations**") pursuant to the powers conferred on it under section 30 of the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**"). The PIT Regulations came into force with effect from 15<sup>th</sup> May, 2015 and the same are applicable to all companies whose shares are listed on any recognized stock exchange.

The PIT Regulations provides that every listed company shall frame Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information in compliance with the principles of fair disclosure enumerated under Schedule A to the PIT Regulations.

This document embodies the Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information, as provided for under the PIT Regulations.

**1. Definitions:**

1. "**Company**" means "SecMark Consultancy Limited"
2. "**Insider**" means any person who is: (i) A connected person (ii) In possession of or having access to Unpublished Price Sensitive Information. (iii) Any person who is in receipt of Unpublished Price Sensitive Information for legitimate purpose.
3. "**Legitimate purpose**" shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an insider with partner(s), collaborator(s), lender (s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditor(s), insolvency professional(s) or other adviser(s) or consultant(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations and this code.
4. "**Compliance Officer**" means any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI (Prohibition of Insider Trading) Regulation, 2015 and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring

of trades and the implementation of the codes specified in the SEBI (Prohibition of Insider Trading) Regulation, 2015, under the overall supervision of the Board of Directors of the Company

5. Unpublished Price Sensitive Information” means any information relating to the securities of the Company, 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( awards 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.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

**Note:** It is intended that information relating to a company or securities, that is not generally available would be Unpublished Price Sensitive Information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to Unpublished Price Sensitive Information have been listed above to give illustrative guidance of Unpublished Price Sensitive Information.

## **2. Terms and definitions:**

Words and expressions used and not defined in this Code but defined in Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, 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) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

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

For the purpose of prompt dissemination of the Information, the Company Secretary shall be the Chief Investor Relations Officer (CIRO).

CIRO shall deal with dissemination and disclosure of the Information. In addition to the CIRO, the Managing Director and Chief Financial Officer ("Designated authority") shall be the only other persons in the Company authorised to disseminate the Information and respond to the queries of stock exchanges, investors, news reports or request for verification of market rumors by regulatory authorities. No other person apart from the above shall disseminate such Information or respond to any queries of the media or investors, even if request for Information is made in an informal or casual manner.

CIRO shall oversee and coordinate timely disclosure of UPSI to stock exchanges on which the Company is listed. Any disclosure or dissemination of UPSI shall require prior approval of CIRO.

CIRO shall ensure that:

- a) Disclosure to stock exchanges are made promptly;
- b) Key Corporate Announcements are disclosed on the website of the Company on [www.secmark.in](http://www.secmark.in) ;

In case any information is disclosed or disseminated without appropriate approvals, due to accidental omission, the concerned Employee/Director of the Company shall forthwith inform CIRO about such disclosure, irrespective of the fact whether such information was Price Sensitive Information or not.

In case if UPSI gets disclosed selectively inadvertently, CIRO shall ensure prompt dissemination of such UPSI to make it available for the Shareholders and public at large.

All the queries or requests for verification of market rumors by Regulatory Authorities shall be directed to CIRO. On receipt of such request(s), CIRO shall promptly consult the Chief Executive Officer/Chief Financial Officer/ Board of Directors and respond to the Regulatory Authority in an appropriate manner without any delay. In case the Chief Executive Officer/Chief Financial Officer/ Board of Directors deem it fit, CIRO shall make a public announcement for verifying or denying such rumors.

No Insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to a Company to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The term "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 PIT Regulations.

Any person in receipt of Unpublished Price Sensitive Information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of PIT Regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with PIT Regulations.

In order to ensure that the Company comply with this Code in letter and spirit, Guidelines prescribed in '**Annexure-A**' shall be followed.

The Board of Directors, may, if thought necessary, amend this Code from time to time.

This Code shall be published on the official web site of the Company.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the Securities of the Company are listed.

## ANNEXURE-A

### Disclosure/dissemination of Information

- A. It shall be ensured that only public information is made available to the analyst/research personnel/large investors like institutions. CIRO shall ensure that before providing any UPSI to the analyst, the same is disseminated in a uniform manner.
- B. The Company shall ensure that there is uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure. The disclosure should be made no sooner than credible and concrete information comes into being in order to make such information generally available.
- A. **Transactions:** In case of occurrence of transactions, CIRO shall ensure that the other party executes a written confidentiality and non-disclosure agreement, before any UPSI is disclosed to it. Such agreement should contain provisions which makes it mandatory for the other party to, inter alia, keep the disclosed UPSI as confidential until it is generally made available by the company and restrict its employees/representatives from trading in securities of the company, when in possession of UPSI.
- B. **Recording of discussion-** Transcripts or recordings of proceedings of meetings with Analysts and other investor relations conferences shall be uploaded /published on the website of the Company on [www.secmark.in](http://www.secmark.in)
- C. **Handling of unanticipated questions-** The CIRO shall be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions shall be noted by the Authorised Officers and be responded later after consultation with CEO/Chief Financial Officer/BOD. If the answer includes UPSI, a public announcement should be made before responding to the same.

### Need to know

CIRO shall overview to ensure that the confidentiality of all UPSI is strictly handled on a "Need to Know" basis. This means that the UPSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duties / obligations and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

All non-public information pertaining to the Company directly received by any Promoters, Directors, Employees, Authorised Persons and Connected Persons shall be immediately reported to the CIRO.

### **Preservation of UPSI**

The persons who are privy to UPSI shall comply with this confidentiality obligation and shall not:

- i. Pass on UPSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company;
- ii. Disclose UPSI to their family members, friends, business associates or any other individual;
- iii. Discuss UPSI in public places;
- iv. Disclose UPSI to any Employee who does not need to know the information for discharging his or her duties;
- v. Be seen or perceived to be dealing in securities of the Company on the basis of UPSI.

Further, such persons shall, in preserving the confidentiality of UPSI and to prevent its wrongful dissemination, adopt amongst other, the following safeguards:

- i. Files containing confidential information and UPSI shall be kept adequately secured.
- ii. Computer files must have adequate security of login through a password.
- iii. Follow the guidelines for maintenance of electronic records and systems as may be prescribed by CIRO from time to time in consultation with the person in charge of the information technology function.

**Date: February 13, 2026**

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