



BEDMUTHA INDUSTRIES LIMITED



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, read with Schedule A of the Regulations]

1. APPLICABILITY

This Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information ("Code") is made pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended by *SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, (together referred to as "Regulations")*, read with Schedule A of the Regulations. The objective of this Code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

- 1.1. This Corporate Disclosure Policy ("**Policy**") is known as Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code") shall be applicable to **BEDMUTHA INDUSTRIES LIMITED** ("Company") and its Subsidiaries, if any.
- 1.2. Words and terms not defined in the Code shall have meaning as per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 ("Act") and the rules and regulations made thereunder (each, as amended).
- 1.3. To ensure timely and adequate disclosure of Unpublished Price Sensitive Information ("**UPSI**"), the norms specified in this Code shall be followed by the Company.

2. DEFINITIONS

- a) "**Chief Investor Relation Officer (CIRO)**" shall mean the Compliance Officer of the Company appointed by the Board of Directors or senior officer as may be designated from time to time.
under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) "**Compliance Officer**" means any senior Officer designated so and reporting to the board of directors or head of the organization in case board is not there, appointed by the Company as compliance officer pursuant to Clause 4 of this Code of Conduct and in line with the requirements of the Regulations. Such person should be financially literate and



responsible for compliance of policies, procedures, maintenance of records, monitoring adherence of rules for the preservation of USPI, monitoring of trades and implementation of the Policy, under overall supervision of Board of Directors;

- c) "Connected person" means- (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access (ii) without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established⁺
- (a) a relative* of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Securities and Exchange Board of India Act, 1992, as amended or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
 - (i) a banker of the company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than 10% of the holding or interest.
 - (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or⁺⁺
 - (l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);⁺⁺



For the purpose of this clause⁺⁺

“relative” shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

⁺⁺ vide amendment dated 4th December 2024, Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2024

** The definition of ‘relative’ is being rationalized only for the purpose of establishing insider trading no additional requirements for disclosures.*

d) “Designated Person” means

- a) The Promoters of the Company*
- b) All Directors (Executive, Non-Executive and Independent, whether whole-time or not);*
- c) All Key Managerial Personnels;*
- d) All functional / departmental heads, Vice Presidents and above of the Company, by whatever name called;*
- e) All employees of the Company in specified departments including secretaries to whole-time directors or Key Managerial Personnels*
- f) Company secretary;*
- g) Any support staff of the Company, such as IT staff or secretarial staff, including part – time employees, secondees, interns, etc. who have access to Unpublished Price Sensitive Information; and*

Such other officers / employees of the Company as may be decided by the Board of Directors in consultation with the Compliance Officer / Managing Director from time to time, on the basis of their function and role in the organization.

e) “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges and shall not include unverified event or information reported in print or electronic media;



- f) **“Insider”** means a person who is (i) a connected person, or (ii) in possession of or having access to UPSI (including in furtherance of a Legitimate Purposes). The terms for the purposes of this Code shall deem to include the Designated Person.
- g) **“Leak of UPSI”** shall mean communication of UPSI by any Insider, Employee or Designated Person, and/or their relatives, or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
- h) **“Legitimate Purposes”** shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations:
- i. Promoters of the Company
 - ii. Auditors (Statutory, Internal, Branch, Cost, Secretarial, Tax and/or any other Auditor as applicable)
 - iii. Staff Members of the Audit firm/team conducting the Audit
 - iv. Business Partners/Franchisees
 - v. Collaborators
 - vi. Lenders
 - vii. Customers
 - viii. Suppliers
 - ix. Bankers
 - x. Legal Advisors
 - xi. Insolvency Professionals
 - xii. Consultants
 - xiii. Any other person with whom UPSI is shared
- i) **“Support Staff”** shall include the Finance & Accounts staff, the Internal Audit and/or the Secretarial staff of the Company who have access to UPSI.
- j) **“Un-published Price Sensitive Information (UPSI)”** shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available and 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:
- a) Periodical financial results of the Company;



- b) Intended declaration of dividends (Interim and Final);
 - c) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
 - d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
 - e) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
 - f) Changes in Key Managerial Personnel;
 - g) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.
- k) **"Violations of the Code"** means (a) communication of UPSI by Designated Person or their Immediate Relatives in violation of the Regulations, or (b) Trading in Securities when in possession of UPSI or an act of insider trading and including any situation where it is reasonable to believe that insider trading could have taken place.

Words and expressions used and not defined in this Code of Conduct but defined in the Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act, 2013, as amended, and rules and regulations made thereunder shall have the meanings respectively assigned therein.

3. PRACTICES AND PROCEDURES

The following Principles of Fair Disclosure for the purposes of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" shall be strictly followed by Bedmutha Industries Limited (the "Company") with immediate effect:-

- a) The Company shall promptly disclose to the public "unpublished price sensitive information" (UPSI) that would impact price discovery, no sooner than credible & concrete information comes into being in order to make such information generally available.
- b) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- c) The Company shall uniformly & universally disseminate information (UPSI) and avoid selective disclosure.
- d) The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all/public.



- e) The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, if any.
- f) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
- g) The Company shall handle all UPSI on a need-to-know basis.

3A. PRECAUTIONS TO BE TAKEN BY INSIDER WHILE SHARING UPSI.

The insider may conduct the following steps while sharing UPSI:

- (a) Satisfy that information is UPSI and sharing is for legitimate purpose;
- (b) Identify the persons with whom the information is to be shared;
- (c) Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement;
- (d) 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;
- (e) 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.

4. LEGITIMATE PURPOSE

As an exception, the UPSI can be shared by an Insider in furtherance of 'legitimate purposes', provided it is not shared to evade or circumvent the prohibitions under the Regulations.

The Company's "Policy for determination of Legitimate Purposes" is given as **Annexure A**.

5. OVERSEEING AND CO-COORDINATING DISCLOSURE

- a. The Company hereby designates the Company Secretary and Compliance Officer as the "Chief Investor Relations Officer" ("**CIRO**") of the Company and its Subsidiaries to oversee Corporate disclosure and to deal with timeline dissemination of information and disclosure of UPSI in accordance with the Regulations. The CIRO shall report to the Chairman and Managing Director ("**CMD**").



- b. The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-coordinating disclosure of UPSI to Stock Exchanges, analysts, research personnel, shareholders and media, and educating staff on disclosure policies and procedure. The CIRO shall also ensure that when interacting with media and external public, guidelines for disclosure of UPSI are complied with.
- c. All disclosure/dissemination of any UPSI on behalf of the Company shall be first marked to the Chief Investor Relations Officer, for approval in consultation with the CMD. Any such information shall be made public or published on behalf of the Company only if the same is approved by the CIRO. In case of doubt, the CIRO, shall consult and seek approval of the CMD before dissemination of such information.
- d. Should any dissemination of information on behalf of the Company take place without prior approval referred above, out of accidental omission, selectively, inadvertently or otherwise without prior approval of the CIRO, the person responsible for such disclosure may inform the CIRO immediately, if the information is considered price sensitive. The CIRO will then promptly disseminate the information so as to make such information generally available.

6. LEAK/SUSPECTED LEAK OF UPSI

The Board has formulated a written policy for initiating appropriate inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information, and informing SEBI promptly of such leaks, inquiries and results of such inquiries, as given in **Annexure B**.

The Company has formulated a whistle-blower policy, that, inter-alia, enables employees to report instances of leak of UPSI.

7. CODE OF CONDUCT

The Company shall adhere to the prescribed standards for code of conduct to regulate, monitor and report trading by insiders, designated employees and all other applicable persons and entities.

8. CHIEF INVESTOR RELATIONS OFFICER

The Compliance Officer of the Company has been designated as the "Chief Investor Relations Officer" to deal with dissemination of information and disclosure of UPSI.



9. AMENDMENTS AND MODIFICATION

This Code shall be reviewed from time to time and any amendments or modifications thereto shall be subject to the review and approval of the Board of Directors of the Company.



Annexure A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3(2A) of the Regulations]

1. PREFACE

This Policy as part of Code of Fair Disclosure and Conduct formulated under Regulation 8 of the Regulations is known as "Policy for Determination of Legitimate Purposes" (hereinafter referred to as the "Policy").

This Policy is prepared in accordance with Regulation 3(2A) of the Regulations by the Board of Directors of the Company and is a part of the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

2. OBJECTIVE

The objective of this policy is to identify 'Legitimate Purposes', which will be considered as an exception for the purpose of sharing/procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

"Legitimate purpose" includes 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 the Regulations.

Legitimate Purpose shall inter alia include sharing of UPSI **on a need to know basis by an insider** with the promoter, holding company, subsidiaries, associates, joint ventures, any governmental and other statutory authority, Courts of law, Tribunals, intermediaries and fiduciaries engaged by the Company, partners, collaborators, lenders, customers, suppliers, merchant bankers, rating agencies, legal advisors, income tax 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.

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

- a) pursuant to obligations under various laws, regulations, directions, notifications, guidelines, applicable to the Company.



- b) any proceedings or pursuant to any directions, orders of any court, judicial or quasi-judicial, regulatory or statutory authority.
- c) for investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law.
- d) pursuant to obligations arising out of any contracts, agreements or arrangements entered into by the Company.
- e) for business requirement including for purposes of promoting the business and strategies of business, which may include sharing with subsidiaries, associate companies, joint ventures, promoters or their advisors, consultants, intermediaries or fiduciaries on a need to know basis.
- f) with promoter and / or its affiliates / associates / group entities for statutory consolidation requirements or mandatory disclosure obligations as per laws applicable to them.
- g) in the ordinary course with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors or other advisors or consultants etc. in respect of any specific assignments or in order to avail professional services from them or other business purposes, as the case may be.
- h) if mandatory for performance of duties or discharge of legal obligations.
- i) Sharing the relevant UPSI by the 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.
- j) 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.
- k) Sharing the relevant UPSI by the 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.



- l) Sharing the relevant UPSI by the Company or promoters with business partners essential to fulfill the terms and conditions of a business contract with a client, vendor, collaborator or lender.
- m) Sharing the relevant UPSI by the 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.
- n) Sharing the relevant UPSI by the Company or promoters for statutory consolidation requirements or related customary disclosure obligations.
- o) 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.

3. DIGITAL DATABASE

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 of the Regulations, along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

4. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

5. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

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



This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.



Annexure B

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

[Under Regulation 9A(5) of the Regulations] to regulate

1. BACKGROUND

The Regulations has mandated every listed Company to formulate a written policy and procedures for inquiry in case of leak/suspected leak of unpublished price sensitive information (UPSI), to be approved by the Board of Directors of the company and to initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of Bedmutha Industries Limited has laid down this Procedure of inquiry in case of leak of Unpublished Price Sensitive Information (the 'Policy'), for adoption.

2. Definitions

The definitions of some of the key terms used in the Policy are given below. Capitalized terms are not defined herein shall have the meaning assigned to them under the Code/Regulations.

"Audit Committee" means the Audit Committee constituted by the Board of Directors of the Companies in accordance with Section 177 of the Companies Act, 2013 & Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

"Authorized Officer" means Compliance Officer of the Company as authorized by the Board of Directors.

"Chief Investors Relations Officer" means a senior officer as may be designated from time to time.

"Code" means this Code of Conduct for Regulate, Monitor and Report trading by its Designated persons and their Immediate Relatives

"Compliance Officer" means the Officer appointed by the Company as the Compliance Officer pursuant to the Regulations, who is financially literate and responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes and policies under the overall supervision of the Board of Directors of the listed company or the head of an organization, as the case may be.



“Complainant” means and includes employee of the Company, department of the Company, Registrar and Share Transfer Agent, designated person, Depository, Stock Exchange, Regional Director or any official thereof, Registrar of Companies or any official thereof, regulatory / statutory authority or any other department of Central or State Government or any other person whether known or unknown who makes complaint pertaining to leak or suspected leak of UPSI.

“Designated Persons” means

- i. The Promoters of the Company
- ii. All Directors (Executive, Non-Executive and Independent, whether whole-time or not);
- iii. All Key Managerial Personnels;
- iv. All functional / departmental heads, Vice Presidents and above of the Company, by whatever name called;
- v. All employees of the Company in specified departments including secretaries to Whole-Time Directors or Key Managerial Personnels as per Appendix A;
- vi. Company Secretary;
- vii. Any support staff of the Company, such as IT staff or secretarial staff, including part – time employees, secondees, interns, etc. who have access to UPSI; and
- viii. Such other officers / employees of the Company as may be decided by the Board of Directors in consultation with the Compliance Officer / Managing Director from time to time, on the basis of their function and role in the organization.

“Insider” means a person who is (i) a connected person, or (ii) in possession of or having access to UPSI (including in furtherance of a Legitimate Purposes). The terms for the purposes of this Code shall deem to include the Designated Person.

“Key Managerial Personnel” means person as defined in Section 2(51) of the Companies Act, 2013.

“Leak of UPSI” means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.

“Policy” shall mean the Policy for Inquiry in case of leak of UPSI.

“Regulations” means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.



“Stock Exchange” shall mean a recognized stock exchange on which the securities of the Company are listed.

“Suspect” means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

“Unpublished price sensitive information”(“UPSI”) 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: –

- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business
- e) and such other transactions;
- f) changes in key managerial personnel.

3. OBJECTIVES

- i. To strengthen the internal control system to prevent leak of UPSI.
- ii. To restrict and prohibit the practice of sharing of UPSI, with un-authorized persons, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors’ / financiers’ confidence in the company.
- iii. To have a uniform code to curb the un-ethical practice of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.
- iv. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India (“SEBI”) promptly.
- v. To penalize any Insider, Employee & Designated Persons who is/are found guilty of violating this policy.

4. SCOPE

The Company endeavors to preserve the confidentiality of UPSI and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any Promoter, Director, Key Managerial Person, Insider, employee, designated person, support staff or any other known or un-known person(s) with any un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors’ / financiers’ confidence in the Company.



5. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER ('CIRO')

The CIRO shall be responsible to;

- i. Oversee the Compliance of this policy.
- ii. Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India (SEBI).
- iii. Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- iv. To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Inquiry committee.

6. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:

On becoming aware of actual or suspected leak of UPSI of the Company, the CIRO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in **"Annexure C"** to this policy.

7. REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO SEBI

On becoming aware of actual or suspected leak of UPSI of the Company, the CIRO shall ensure that a report on such actual or suspect leak of UPSI, preliminary inquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in **"Annexure D"** to this policy.

8. CONSTITUTION OF INQUIRY COMMITTEE

The Inquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by the members of the Committee, on a case to case basis.

9. DUTIES OF INQUIRY COMMITTEE:

The Inquiry Committee shall be responsible:-

- a. To conduct a preliminary inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and
- b. To authorize any person to collect necessary support material; and
- c. To decide disciplinary action thereon.



10. PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI:

On becoming aware suo-moto or otherwise, of actual or suspected leak of UPSI of the Company by any Insider or any other known or unknown person, the CISO after informing the same to the Managing Director and/or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to inquire and/or investigate the matter:

(a) Preliminary Inquiry:

Preliminary inquiry is a fact-finding exercise. The object of preliminary inquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.

The Inquiry Committee may appoint and/or authorize any person(s)/expert, as it may deem fit, to initiate/conduct an inquiry, to collect relevant facts or material substances on actual or suspected leak of UPSI.

Any member of the Committee or other officer who has any conflict of interest with the matter, shall disclose his/her concern/interest forthwith and shall not deal with the matter.

(b) Report of Preliminary Inquiry to the Inquiry Committee:

The Person(s) appointed/authorized to inquire into the matter of actual or suspected leak of UPSI shall submit his/her report to the Inquiry Committee within 7 days from the date of his appointment on this behalf, or within such reasonable time, as may be allowed by the Inquiry Committee, keeping into view the facts and circumstances of the case.

(c) Disciplinary Action:

The Disciplinary action(s) shall include, wage freeze, suspension, recovery, clawback, termination of employment contract/agreement etc., as may be decided by the Members of the Committee.

11. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend/substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.



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.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or these Regulations 2015 and any amendment, re-amendment or re-enactment thereto.



Annexure C

FORMAT FOR INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

To
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

To
Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra-Kurla Complex
Bandra, (E), Mumbai – 400 051

**Scrip Code: 533270, Scrip Symbol: BEDMUTHA
ISIN:- INE844K01012**

Dear Ma'am/Sir,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known	
Name of Organization	
Designation: (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	Yes/No



Request you to kindly take the aforementioned on your records.

Thanking you,

**Yours faithfully
For Bedmutha Industries Limited**

**Compliance Officer
M. No.**



Annexure D

FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Ref.: Scrip Code: 533270, Scrip Symbol: BEDMUTHA
ISIN:- INE844K01012

Dear Ma'am/Sir,

Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015

Pursuant to Regulation 9A(5) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation: (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	Yes/No



Request you to kindly take the aforementioned on your records.

Thanking you,

**Yours faithfully
For Bedmutha Industries Limited**

**Compliance Officer
M. No.**



Note:

1. The Original Policy on the above topic was approved by the Board of Directors in their Meeting held on March 29, 2019.
2. The above Policy was revised and approved by the Board of Directors in their Meeting held on February 12, 2025.

BEDMUTHA INDUSTRIES LIMITED
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