TECHNOCRAFT VENTURES LIMITED

(Formerly known as M/s Technocraft Construction Private Limited)

ISO 4500:2018 | ISO 14001:2015 | ISO 9001:2015 Certified

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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1. INTRODUCTION

1.1. In term of Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of Technocraft Ventures Limited ("the Company") has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code").

2. EFFECTIVE DATE

This Code shall come into effect from the date of its adoption by the Board.

3. OBJECTIVE

3.1. The Company endeavors to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives and in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted this Fair Disclosure Code.

3.2. This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.

4. TERMS AND DEFINITIONS

4.1. Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto .

5. PRINCIPLES OF FAIR DISCLOSURE OF UPSI

In order to adhere to the principles as mentioned in Schedule A to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company shall:

5.1. Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.

5.2. Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website.

5.3. Disclose press releases issued by it from time to time which are considered to be important for the general public besides putting the same on the Company's website.

5.4. Put on the Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.

5.5. Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5.6. Ensure that appropriate and fair response is provided to queries on news reports and requests for verification of market rumours by regulatory authorities such as stock exchanges, etc.

5.7. Ensure that information shared with analysts and research personnel is not UPSI.

5.8. Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences, wherever required as per law, available on the Company's website to ensure official confirmation and documentation of disclosures made.

5.9. Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI may however be disclosed to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

The "Policy for determination of legitimate purposes" is as under:

a) UPSI can be shared only on a need-to-know basis and for legitimate purposes and not to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

b) UPSI can be shared in the ordinary course of business only if the same is necessary to be shared in order to complete any task / activity / deal including any other assignment for furtherance of the business interests of the Company.

c) Subject to conditions prescribed in (a) and (b) above, UPSI can be shared with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. in respect of proposed assignment or in order to avail professional services from them or other business purposes, as the case may be. UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal obligations.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the said regulations :

Due notice shall be given to an Insider for purpose of this policy:

- To make such person aware that the information shared is or would be UPSI;
- To make such person aware of the duties and responsibilities associated with the receipt of such UPSI and the liability attached to misuse or unwarranted use thereof; and
- To instruct such person to maintain confidentiality of such UPSI in compliance with the SEBI PIT Regulations and to refrain from trading / dealing in securities of the Company, whether directly or indirectly, when in possession of UPSI.

A structured digital database shall be maintained containing names of such persons or entities as the case may be with whom UPSI is shared for legitimate purposes along with Permanent Account Number or any other identified authorized by law where Permanent Account is not available. The Company shall have adequate internal controls to ensure non-tampering of the database.

The Insider shall 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.
v. Ensure that relevant details are incorporated in structured digital database of the Company.

6. CHIEF INVESTOR RELATIONS OFFICER (CIRO)

The Compliance officer of the Company shall be the Chief Investor Relations Officer ("CIRO"), of the Company for the purpose of this Code and the SEBI (PIT) Regulations, 2015, to deal with dissemination of information and disclosure of UPSI.

The Board of Director may from time to time, appoint/ designate, any other officer of the Company as the CIRO in place of the Compliance officer.

The CIRO, shall be responsible for dissemination of information and disclosure of UPSI, in consultation with the Managing Director /Executive Director and / or Chief Executive Officer, of the Company as may be required and other senior management personnel of the Company.

7. AMENDMENTS TO THE FAIR DISCLOSURE CODE

7.1. The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.

7.2. Every amendment to this Policy shall be promptly intimated to stock exchanges where the securities are listed. This Fair Disclosure Policy (as amended from time to time) shall be hosted on the website of the Company.