

SASTASUNDAR VENTURES LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(As revised, approved and adopted by the Board of Directors on 12th August, 2025)

This Code has been framed in pursuance to the regulation contained in sub-regulation (1) of Regulation 8 and the principles set out in Schedule A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, including amendments thereto (hereinafter referred to as 'PIT Regulations') and the purpose of this Code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

Sastasundar Ventures Limited ("SVL") has formulated this Code called 'SVL's Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information' to ensure timely and adequate disclosure of unpublished price sensitive information which would materially impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.

Further, the Company endeavours to preserve the confidentiality of un-published price-sensitive information and to prevent misuse of such information.

The Code is being adopted in line with the principles set out in Schedule A of PIT regulations, as approved by the Board of Directors of the Company, shall be applicable and binding on all Directors/ Employees of the Company dealing with disclosures of events/ information in the nature of UPSI.

Definitions:

'Compliance Officer' for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

'Chief Investors Relations Officer' means Compliance Officer of the Company.

"Legitimate Business Purpose" the term "legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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 these regulations.

"unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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:-

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;

SASTASUNDAR VENTURES LIMITED

- (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 name 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.

The Board of Directors of Sastasundar Ventures Limited has always thrived to conduct its business in a fair and transparent manner with a view to protect the interests of all the stakeholders in the Company. Towards achieving this objective, the Company and the members of the Board, Officers, all employees, and connected persons shall adhere to **the following principles of fair disclosure of unpublished price sensitive information** in letter as well as in spirit:

SASTASUNDAR VENTURES LIMITED

- 1.0 Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.**

Unpublished Price Sensitive Information shall be given to the Stock Exchanges and disseminated promptly on a continuous basis.

- 2.0 Uniform and Universal dissemination of unpublished price sensitive information to avoid selective disclosure.**

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

- 3.0 Overseeing and Co-coordinating disclosure - Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.**

The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information. The Compliance Officer (i.e. Company Secretary) of the Company is designated as the Chief Investor Relations Officer and he shall be responsible for ensuring that the Company complies with the continuous disclosure requirements and dissemination of information. He shall also be responsible for overseeing & co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media.

Information disclosure/dissemination may normally be approved by the Compliance Officer.

- 4.0 Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.**

Prompt disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination. The Company shall ensure that disclosure to stock exchanges is made promptly.

- 5.0 Appropriate and fair response to Queries on news reports and requests for verification of market rumours by regulatory authorities.**

5.1 Replies to all queries or requests for verification of market rumours shall be sent only after obtaining the approval of the Managing Director.

5.2 Such replies shall be signed by the Compliance Officer. In his absence, such replies shall be signed by such other officer/ person as may have been authorized.

5.3 A copy of such replies shall also be sent to the stock exchanges where shares of the Company are listed.

5.4 The Compliance Officer shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

- 6.0 Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.**

SASTASUNDAR VENTURES LIMITED

The Company should follow the guidelines given hereunder while dealing with Analysts and research personnel.

- 6.1 Only Public information to be provided:- Only Public information is to be provided to such Analysts/Research person and Institutional Investors or any information given to Analysts/Research Person should be simultaneously made public at the earliest.
- 6.2 Recording of discussion:- In order to avoid mis-quoting or mis-representing it is desired that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should preferably be recorded.
- 6.3 Handling of unanticipated questions:- Company should be careful while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response should be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.
- 6.4 Simultaneous release of Information:- Whenever the Company proposes to organize meetings with investment analysts/institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analyst meets.

7.0 Developing best practices to make transcripts or records of the proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

The Company will make available transcripts or records of proceedings, if any, of meetings or conference calls with analysts or at other investor relations conference(s) on the website of the Company to ensure official confirmation and documentation of disclosures made.

8.0 Handling of all unpublished price sensitive information on need-to-know basis.

8.1 Unpublished Price Sensitive Information (UPSI) shall be handled on a "need to know" basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of Legitimate business purpose (LBP), performance of duties or discharge of legal obligations. Any such communication or sharing of UPSI shall be in furtherance of and in the best interest of the Company.

8.2 The Company shall disseminate all Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press.

8.3 As a good corporate practice, the Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same.

8.4 The Company shall maintain a structured digital data base of all such persons containing the name, address, PAN number or any other Identifier if PAN not available, nature of UPSI, LBP for which the information or communication was shared and date and time when such UPSI was shared.

SASTASUNDAR VENTURES LIMITED

8.5 The Company shall before sharing of such information serve a notice on or sign a confidentiality/ non-disclosure agreement with, the person with whom UPSI is shared informing him/her that he/she has to ensure the compliance of PIT Regulations while in possession of UPSI.

8.6 If information/communication is shared with several persons representing a firm/entity which has been appointed or has the duty to carry out a legitimate business purpose, the notice to or Confidentiality/Non-Disclosure Agreement has to be entered into with each such person.

8.7 Where information/communication is shared with any Regulatory or statutory or Government Authority, the said Authority may be put to notice with respect to dealing with such UPSI and compliance of PIT Regulations.

8.8 The information filed by the Company with the Stock Exchanges under the Listing Agreement may also be posted on the Company's website www.sastasundarventures.com.

Manner of Disclosure:

Information of any UPSI intended to be made generally available shall be brought to the notice of the Managing Director & Chairman. The CISO /Compliance officer, in consultation with the Chairman & Managing Director, determine the content and timing of disclosure and accordingly, disclose to the stock exchanges. The UPSI disclosed to the stock exchanges and to the Press may also be supplemented by prompt updates on the Company's website.

Amendment to this Code:

The Board of Directors is authorized to make such alterations as are considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations.

Further, every amendment to this code shall be promptly intimated to stock exchanges where the securities are listed. This Code shall be hosted on the website of the Company.

Review and changes to this Policy:

The Board may amend this Policy from time to time (if required) to incorporate any subsequent amendment(s) / modification(s) brought in by SEBI with respect to matters covered under this Policy or otherwise.

Version	Date of Approval	Effective From	Remarks
1.0	12 th May, 2015	15 th May, 2015	The approving authority of this Policy is the Board of Directors of the Company
2.0	29 th March, 2019	1 st April, 2019	
3.0	12 th August, 2025	12 th August, 2025	