Prataap Snacks Limited

Code of practices and procedures for fair disclosure of unpublished price sensitive information

PRATAAP SNACKS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preface

This Code has been framed pursuant to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the Regulations).

The Regulations as amended by the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 provides inter-alia that the Board of Directors of every listed company shall make a policy for determination of legitimate purposes as a part of Code of Fair Disclosure and Conduct.

In compliance of the above, the Board of Directors of Prataap Snacks Limited has amended this Code.

This Code will be effective from 5th May, 2025.

Objective

Prataap Snacks Limited (hereinafter referred to as the 'Company') is committed to fair disclosure of information about the Company and its securities without advantage to any select group. The Company maintains an active and open dialogue with various stakeholders and provides information which is reasonably and lawfully required by them to make an informed decision on dealing with or investment in the Company. As a policy, the Company prohibits the selective disclosure of non-public information about the Company and its securities.

Definitions

"Board" means Board of Directors of the Company.

"Chief Investors Relation Officer" (CIRO) means the Company Secretary and Compliance Officer of the Company.

"Company" means Prataap Snacks Limited.

"Code" means Code of practices and procedures for fair disclosure of unpublished price sensitive information or Code of Fair Disclosure and Conduct.

"Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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, delistings, disposals and expansion of business, award 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.

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the Companies Act, 2013, shall have the same meanings respectively assigned to them in those legislations or any amendment or re-enactment thereto.

Principles of Disclosure of UPSI

The Company will adhere to the following principles so as to ensure fair disclosure of unpublished price sensitive information of the Company and its securities.

1. Prompt public disclosure of UPSI by the Company by way of informing to the stock exchanges and uploading on the Company's website (www.yellowdiamond.in).

2. Uniform and universal dissemination of UPSI to avoid selective disclosure.

3. The CIRO shall oversee disclosures and deal with dissemination of information and disclosure of UPSI. In absence of CIRO, any Key Managerial Personnel (KMP) of the Company shall oversee disclosures and deal with dissemination of information and disclosure of UPSI. The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements and for overseeing and coordinating disclosure of UPSI to stock exchanges and on the website of the Company.

4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available. However, if such UPSI gets disclosed selectively (whether inadvertently or otherwise), the concerned officer of the Company shall immediately consult the CIRO or any KMP of the Company, who shall arrange to make such information generally available.

5. The CIRO or KMP shall appropriately and in fair manner response to queries on news reports and requests for verification of market rumours by regulatory authorities.

6. Ensure that information shared with analysts/research personnel/ investors is not unpublished price sensitive information. In order to avoid misquoting or misrepresentation, it is desirable that at least two Company's representatives be present at the meetings with analysts, research personnel, investors.

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

8. All unpublished price sensitive information (UPSI) pertaining to the Company and its securities shall be handled on a need-to-know basis.

Policy for determination of Legitimate Purposes

No UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

'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 the regulations.

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

The UPSI should be protected, as far as reasonably possible, from deliberate or accidental misuse or disclosure, both within the Company and outside, i.e. to third parties.

Disclosure of Code

This Code and any amendment, shall be informed to stock exchanges and uploaded on the Company website www.yellowdiamond.in

Amendment/Modification

The Board of Directors may review and amend/modify this Code, in whole or in part, from time to time, in writing, as per the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law, rules or regulations, as may be applicable.