



# PRITI

**Priti International Limited**

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## **PRITI INTERNATIONAL LIMITED**

### **CODE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

#### **PRITI INTERNATIONAL LIMITED**

**Registered Office:** PLOT NO. F-43, BASNI 1<sup>ST</sup> PHASE  
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## **1. INTRODUCTION:**

Pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, **(hereinafter referred to as “Insider Trading Regulations”)** the Board of Directors of the Company in its meeting held on **March 25, 2023** approved the “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”, in supersession of all the previous policies of the Company in this regard. The objective of the Code is to formulate a standard and stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. The Code is based on the principles of equality of access to information and the publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts and the publication of transcripts of such calls and meetings.

This Code shall be called the **“PRITI INTERNATIONAL LIMITED CODE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION”**. In order to find tune, in line with the amendments as is prescribed by SEBI in the Insider Trading Regulations, the Code of Conduct will be reviewed from time to time.

This Code shall be effective from the date of its approval by the Board, that is, from March 25, 2023.

All the words and expressions used in this Policy, shall have the same meaning as respectively assigned to them in Code for Prevention of Insider Trading of the Company or the Companies Act, 2013, SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder.

## **2. THE PRINCIPLES AND OBLIGATION:**

The Company endeavors to preserve the confidentiality of unpublished price sensitive information (“UPSI”) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Promoter, Director and Employee who deals with unpublished price sensitive information has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. There shall be no selective disclosure of information, and the Company, and every employee of the Company shall endeavor to ensure equal accessibility of information to all the stakeholders associated with the company.

## **3. APPLICABILITY:**

This Code shall be applicable to Promoters/ Directors/ Employees / other connected persons of the Company.

## **4. POLICY:**

- i The Company shall make prompt public disclosure of unpublished price sensitive information that would impact price discovery as soon as credible and concrete information comes into being and will make the same information generally available.

- ii. The Company shall ensure that unpublished price sensitive information is disseminated uniformly and universally and shall avoid selective disclosure.
- iii. The Company has designated **Ms. Rashi Shrimal (Company Secretary and Compliance Officer)** as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information. She shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of price sensitive information to stock exchanges, analysts, shareholders and media and educating employees of the Company on disclosure policies and procedure.
- iv. If any price sensitive information is disclosed selectively, inadvertently or otherwise without prior approval, the Chief Investor Relations Officer on having knowledge of such partial dissemination shall upload the information on the website of the Company and if required intimate the Stock Exchanges to ensure that the unpublished price sensitive information is generally available.
- v. The Company shall lay down procedures for responding to any queries on news reports and requests for verification of market rumors by regulatory authorities. The response to these queries shall be prompt, appropriate and fair.

The company is not under an obligation to respond to market rumors or speculations. However if the media reports carry such information which is largely accurate, or the information underlying the speculation or rumour or press report is based on insider information, which has been leaked. The company would therefore be under obligation to respond to the same and make the insider information generally available.

If the market information or press report is false or inaccurate, the company is not under an obligation to make any announcement / negative disclosures. However, if the stock exchange were to make a query to clarify the position, the company must make a formal announcement to the stock exchange and shall not selectively disclose any information / make a negative disclosure.

- vi. The company shall provide only information that is generally available with the analysts/ research persons / large investors.

The company shall ensure that no inside information is given when answering an analyst's questions or reviewing an analyst's draft report. It is inappropriate for a question to be answered, or draft report to be corrected, if doing so involves providing inside information. When analysts visit the company, care shall be taken to ensure they do not obtain inside information. No analyst, investor or journalist should receive any selective release of inside information.

- vii. The company shall strive to develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made. In order to avoid misquoting or misrepresentation, at least two company representatives shall be present at meetings with analysts / research personnel / large investors and discussion shall preferably be recorded. The company shall notice of unanticipated questions and give a considered response later. If the answer includes unpublished price sensitive information, the same shall be released to the public as the transcripts shall be uploaded on the website of the Company.
- viii. The company shall disclose / disseminate information through various media so as to achieve maximum reach and quick dissemination. The Company shall facilitate disclosure through the use of its dedicated Internet website. The Company websites shall provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and

answers. The information filed by the Company with the stock exchanges under continuous disclosure requirement shall also be made available on the company website.

- ix. All unpublished price sensitive information shall be handled only on a “Need-to-Know” basis.

## **5. DETERMINATION OF LEGITIMATE PURPOSE**

For the purpose of this Code, the expression “legitimate purpose” shall include, but shall not be limited to, the sharing of information by an insider in following manner:

- 1) Sharing of UPSI in the ordinary course of business with Strategic Investor(s), collaborator(s), lender(s), analyst(s), bank(s), consultant(s), customer(s), supplier(s), merchant banker(s), lawyer(s), legal advisor(s), auditor(s), insolvency professional(s) or other advisor(s) or consultant(s) or any intermediary(s) or fiduciary(s) in order to perform duty or discharge of legal obligation.
- 2) Sharing of relevant UPSI with persons, who have expressly agreed in writing to keep the information confidential, and not to transact in the Company’s Shares on the basis of such information.
- 3) Sharing of UPSI for the purpose of obtaining licenses or regulatory/statutory approval(s) after ensuring that by reason of such sharing of information, there is no leak of insider information.
- 4) Sharing information with legal advisors or consultants in relation to any litigations, representations or registering of any intellectual property rights or in relation to obtaining any opinion or advisory services.
- 5) Sharing for a genuine, reasonable or a bona fide business determined by the Compliance officer in conjunction with the Managing Director or Chief Financial Officer of the Company.
- 6) Sharing of UPSI in furtherance of performance of duties (including any corporate or fiduciary duties) and obligations of a person in their capacity as an Employee or Director or KMP of the Company as per the terms of his / her employment or appointment and/or the applicable laws.
- 7) Sharing of UPSI out of business requirement including requirement for the purposes of promoting the business and strategies of organization
- 8) Sharing of UPSI for any other purpose as may be prescribed under the applicable laws for the time being in force.

Provided that, such sharing of Unpublished Price Sensitive Information as aforesaid shall not be carried out to evade or circumvent the prohibitions laid down under the Insider Trading Regulations.

In addition to above, the Compliance Officer shall, on case-to-case basis, allow the sharing of information after considering the following:

- a) reasons for sharing of such information; and
- b) person sharing the information does not have any ‘illegitimate’ purpose behind sharing of such information.

**6. AMENDMENT:**

The Board (including its duly constituted committees, wherever permissible), shall have the power to amend any of the provisions of this Code, substitute any of the provisions with a new provision or replace this Code entirely with a new Code.

Any subsequent amendment / modification in the Act and the SEBI Regulations and / or any other laws in this regard shall automatically apply to this Code.

**7. REVIEW:**

This Code shall be subject to review/ changes as may be deemed necessary and in accordance with regulatory amendments from time to time.

**8. Communication:**

This Code shall be uploaded on the website of the Company.

Any questions and clarifications relating to this Code should be addressed to the Company Secretary at [cs.pritiinternationaltd@gmail.com](mailto:cs.pritiinternationaltd@gmail.com)

**9. DISCLAIMER:**

This Code is subordinate to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) or other applicable statutory provisions including Companies Act, 2013 (“Act”), as amended, and in the event of disparity between this Code and the SEBI Listing Regulations and the Act, the provisions of the SEBI Listing Regulations and/ or the Act will prevail and there would not be any necessity to amend this Code to that extent.