ORIENT TECHNOLOGIES LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure Code") has been framed based on the principles of fair disclosure outlined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("SEBI PIT Regulations"), specifically under Regulation 8 read with Schedule A of the SEBI PIT Regulations.

SEBI PIT Regulations requires the Board of Directors of every listed company to formulate and publish on its official website, a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (events and occurrences) that could impact price discovery in the market for its securities.

The Board of Directors of Orient Technologies Limited ("the Company") formulated the Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information ("Code") effective from October 16, 2023 and subsequently approved the amendments to the Code on October 19, 2026, further amended code would come into effect from October 19, 2026

2. Objective

The Code intends to formulate a defined framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations. The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information.

3. Definitions

For the purpose of this code the following terms shall have the meanings assigned to them hereunder:

a. "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

b. "Code" or "this Code" shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;

c. "Company" or "the Company" or "Orient" means Orient Technologies Limited;

d. "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis, such as information published on the website of the stock exchanges. "Generally Available" with respect to information shall be construed accordingly;

e. "Unpublished Price Sensitive Information" or "UPSI" means any information, relating to the Company or its securities, directly or indirectly, that is not generally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 of the Company and shall, ordinarily include 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 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 misstatement 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 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.

f. "Mainstream Media" shall include print or electronic mode of the following:

i. Newspapers registered with the Registrar of Newspapers for India;
ii. News channels permitted by Ministry of Information and Broadcasting under Government of India;
iii. Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
iv. Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India.

g. Other terms not specifically defined here shall have the same meaning as assigned under the 'Code of Conduct for Prevention of Insider Trading in Securities of Orient Technologies Limited.

The provisions of this Code have to be read along with the Insider Trading Regulations and if there is any inconsistency / contradiction between the two, the provisions of the Insider Trading Regulations shall prevail.

4. Principles of Fair Disclosure

The Company shall adhere to the following principles to ensure timely and fair disclosure of UPSI:

(i) Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available
(ii) Uniform and universal dissemination of UPSI to avoid selective disclosure.
(iii) Designation of a Company Secretary or a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
(iv) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
(v) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities
(vi) Ensuring that information shared with analysts and research personnel is not UPSI.
(vii) The Company shall be careful while answering to the queries of analysts. Unanticipated questions shall be taken on notice and a considered response shall be given later.
(viii) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made.
(ix) Handling of all UPSI on a need-to-know basis.
(x) UPSI shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

5. Chief Investor Relations Officer

The Board of Directors of the Company has designated the Company Secretary as the Chief Financial Officer as the Chief Investor Relations Officer (CIRO) of the Company to deal with dissemination of information and disclosure of UPSI.

The CIRO is responsible for dissemination of information and disclosure of UPSI. The CIRO is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPSI to the stock exchanges, shareholders, analysts and media and for educating the Company's employees on disclosure policies and procedure.

All UPSI is to be handled on "need to know basis", i.e., UPSI should be disclosed only to those who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the CIRO.

Other than information which is price sensitive in accordance with the SEBI PIT Regulations or any other applicable law for the time being in force, the CIRO in consultation with the Chairman/Managing Director shall decide whether an information is price sensitive or not.

All information disclosure/dissemination may normally be approved in advance by the CIRO. In case information is accidentally disclosed without prior approval of CIRO, the person responsible shall immediately inform the CIRO.

The CIRO shall ensure that no UPSI is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders.

If UPSI is accidentally disclosed without prior approval of CIRO, the person responsible shall inform the CIRO immediately. The CIRO will then promptly disseminate the information so as to make such information generally available.

6. Prompt disclosure of UPSI

The Company will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the SEBI PIT Regulations.
To ensure that the information is disseminated in an uniform manner, the Company will transmit the information to all the stock exchanges where the securities of the Company are listed, at the same time and shall also publish the same on the website of the Company viz https://www.orientindia.in/

7. Disclosures to Analysts/Media and Research Personnel

The Company will provide only public information to the analyst/media and research personnel. Whenever group meetings or earnings calls are organised, the Company will intimate the stock exchanges and host the details of the same on the Company's website.

All UPSI shall be first communicated to the stock exchanges before the same is shared with Analysts/Media and Research personnel. Transcript of the earnings calls with Analysts shall be furnished to the stock exchanges and hosted on Company's website as per the timelines prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations').

8. Responding to market rumours (Whenever Applicable)*

The Company shall generally not respond to market rumors, speculative reports or media comments unless such response is required under applicable law or is considered necessary to prevent the establishment of a false market in the Company's securities.

The CIRO shall decide whether a public announcement is necessary for verifying or denying rumours and then making the disclosure, if required. He may consult the Managing Director or Executive Director(s) or the Chief Financial Officer or Such Other Officer/Employees of the Company or 'Disclosure Committee' constituted by the Board of Directors of the Company pursuant to the Listing Regulations in this regard and thereafter makes appropriate disclosures.

Where the Stock Exchange seeks clarification or verification of a market rumour or where disclosure is required under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law, the Company shall make appropriate disclosure or clarification to the Stock Exchanges promptly.

The Company Secretary shall carry out such preliminary enquiries as may be necessary to ascertain the source, nature and potential impact of the market rumour or news report and shall submit an internal report to the CIRO, as applicable, to facilitate an informed decision regarding the Company's response.

Upon the trigger of material price movement as specified by the Stock Exchanges or as determine by the CIRO as per the Regulation 30(11), the CIRO shall be responsible for deciding whether there is any reported event or information in the mainstream media, which is not general in nature and whether it indicates that rumours of an impending specific event or information is circulating amongst the investing public.

Any disclosure or clarification made by the Company shall be disseminated in a prompt, fair, uniform and non-discriminatory manner through the Stock Exchanges and, wherever considered appropriate, through the Company's website or other authorised communication channels.

Note*: The requirement to verify the market rumours under Regulation 30 (11) of the above regulations shall be applicable to the top 100 listed entities with effect from June 01, 2024 and to the top 250 listed entities (i.e. next top 150 entities) with effect from December 01, 2024 as specified by SEBI circular dated January 25, 2024 or any further amendments or changes, as may be implemented by the SEBI, from time to time. Further, the Comply shall comply with the requirement accordingly to applicability for such compliances.

9. Policy for sharing of UPSI for legitimate purpose

"Legitimate purpose" includes sharing of UPSI in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.

The UPSI should be shared where such communication is in furtherance of performance of duty(ies) and for discharge of legal obligation(s). It will be for any other genuine or reasonable purpose as may be determined by the CIRO of the Company.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "Insider" for purposes of this Code and due notice shall be given to such persons to make aware such person that the information shared is or would be UPSI and requiring them to maintain confidentiality of the UPSI in compliance with the Code and the SEBI PIT Regulations.

i. Responsibilities of the recipient of UPSI

a. To maintain and keep secret and confidential the information received;
b. To use the confidential information only for the legitimate purpose;
c. To disclose the confidential information with any other person strictly on a need-to-know basis;
d. To safeguard the UPSI with the same degree of care to avoid unauthorized disclosure as the receiving party uses to protect its own confidential information, but in no case less than reasonable care; and
e. To ensure compliance with applicable provisions of PIT Regulations

The Heads of the departments / functions and / or Designated Persons who share UPSI for legitimate purposes will be responsible for reporting the aforementioned details as per Insider Trading Regulations from time to time, in the Digital Database to the CIRO.

Such Heads of the departments / functions and / or Designated Persons shall ensure that the Company has signed a non – disclosure agreement with, or a due notice of maintaining confidentiality was given to recipient of the UPSI.

ii. Maintenance of Digital Database

The Company shall maintain a structured digital database of the persons with whom UPSI is shared, as required under the Insider Trading Regulations. The database shall inter alia contain the names of the persons or entities with whom the information is shared under the Insider Trading Regulations along with the Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available.

Further, the Board of Directors shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

The details of the UPSI being shared, needs to be necessarily captured in the Structured Digital Database, in line with the framework stipulated in the Code of Conduct to regulate, monitor and report trading by Designated Persons and the Guidelines with respect to maintenance of Structured Digital Database.

iii. Penalties and Fines applicable in case of violation of the Policy

Any sharing of UPSI, other than in compliance with 'The Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Conduct for Prevention of Insider Trading in Securities of Orient Technologies Limited would be construed as a violation. The onus lies on the insider to prove to the contrary.

In case of any violation of this Policy, disciplinary action would be taken by the Company. Company shall take appropriate disciplinary action and report violations to SEBI and Stock Exchanges, wherever required under applicable law.

iv. Policy Adherence Responsibility

The responsibility for adherence to this Policy vests entirely with the person who is sharing the UPSI as well as the recipient of the UPSI.

10. Amendment

The Board of Directors of the Company from time to time, may amend the Code as per applicable laws, rules and regulations. The Code and any subsequent amendment(s) thereto, will be intimated to the Stock Exchanges and will also be hosted on the Company's website at https://www.orientindia.in/