



PARADEEPTM
PARIVAHAN
LIMITED

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DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

Of

PARADEEP PARIVAHAN LIMITED

[CIN No. L52241OR2000PLC006379]

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(Approved by the Board at its Meeting held on May 22, 2026.)

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Pursuant to Securities Exchange Board of India, (Prohibition of Insider Trading) Regulations, 2015)

INTRODUCTION:

In terms of Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), the Board of Directors of Paradeep Parivahan Limited (“the Company”) has formulated this Code of Fair Disclosure (“Code”).

The Company endeavors to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. This Code aims to ensure timely and adequate disclosure of UPSI which may impact the price of its securities and to maintain uniformity, transparency, and fairness in dealing with all stakeholders.

DEFINITIONS:

- a) **“Act”** means the Securities & Exchange Board of India Act, 1992 as may be amended from time to time.
- b) **“Board”** shall mean the Board of Directors of the Company.
- c) **“Company”** means Paradeep Parivahan Limited.
- d) **“Code”** means this Code of Fair Disclosure of UPSI.
- e) **“Connected Person”** shall have the meaning assigned under Regulation 2(1)(d) of PIT Regulations.
- f) **“Employee”** means every employee of the Company.
- g) **“Insider”** means a person who is: a connected person; or in possession of or having access to unpublished price sensitive information
- h) **“Trading”** means subscribing, buying, selling, dealing, or agreeing to deal in securities
- i) **“Securities”** shall have the meaning assigned under the Securities Contracts (Regulation) Act, 1956.
- j) **“Trading day”** means a day on which the recognized stock exchanges are open for trading;
- k) **“Trading Window”** means the period during which, trading in the Company’s shares by insiders shall be permissible.
- l) **“Unpublished Price Sensitive Information”** shall have the meaning assigned under Regulation 2(1)(n) of PIT Regulations.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the Companies Act, 2013, SEBI PIT Regulations or any other applicable law or regulation to the extent applicable to the Company.

PRINCIPLES OF FAIR DISCLOSURE OF UPSI:

In order to adhere to the principles as mentioned in Schedule A to the SEBI PIT Regulations, the Company shall:

- 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.
- 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.
- 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.
- Put on the Company's website financial results and all investor presentations pertaining to such financial results for reference of the general public.
- Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Ensure that appropriate and fair response is provided to queries on news reports and requests for verification of market rumors by regulatory authorities such as stock exchanges, etc. (Note: The Company shall not comment on every market rumor unless it is required to do so in terms of the SEBI Regulations).
- Ensure that information shared with analysts and research personnel is not UPSI.
- 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.
- 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 annexed as **Annexure-1**

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI PIT Regulations, 2015.

CHIEF INVESTOR RELATION OFFICER (CIRO):

- The Board of Directors of the Company shall appoint a CIRO, who may be the CFO or any senior officer designated by the Board and shall report to the Managing Director or the Board of Directors, as may be decided by the Board, to deal with dissemination of information and disclosure of UPSI.
- The CIRO may be contacted by e-mail at: cfo@paradeeparivahan.com.
- The CIRO shall be responsible for compliance of this Fair Disclosure Code.
- Employees of the Company shall not respond under any circumstances to enquiries from the stock exchanges, the media or others unless authorised to do so by the CIRO or by the Managing Director of the Company.

WEBSITE DISCLOSURE:

This Code shall be published on the official website of the Company.

SYSTEM AUDIT:

The Company shall conduct a periodic audit, at least once in a financial year, to ensure the integrity of the system and data maintained.

REVIEW OF THIS POLICY:

This policy is framed based on the provisions of the requirements of the SEBI PIT Regulations. In the event of any conflict between the provisions of this Policy and of the SEBI PIT Regulations or any other statutory enactments, rules, the provisions of such SEBI PIT Regulations or statutory enactments, rules shall prevail over this Policy.

Any subsequent amendment / modification in the SEBI PIT Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy. Any changes or modification on the Policy would be approved by the Board of Directors.

COMMUNICATION OF THIS POLICY:

This Policy will be communicated to all Directors, KMPs and Members of the Management Committee and other concerned persons of the Company. This Policy shall also be posted on the website of the Company.

EFFECTIVE DATE:

The Policy on Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is effective from 22nd May 2026.

ANNEXURE-1

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES OF SHARING UNPUBLISHED PRICE SENSITIVE INFORMATION

INTRODUCTION:

The Company shares data or information with various stakeholders like organizations, agencies, institutions, intermediaries, establishments, persons, etc., during the course of its business operations. Such unpublished data or information, if made publicly available may materially impact the market price of the listed securities of the Company. If such persons trade on the basis of unpublished price sensitive information ('UPSI'), it could result in an undue advantage to such persons. The trading in the securities of the Company by an insider is governed by and subject to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') as amended from time to time.

DEFINITIONS:

Words and expressions used in this Annexure and not defined herein shall have the same meaning as assigned to them under the Code of Fair Disclosure of Unpublished Price Sensitive Information of the Company and the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Companies Act, 2013 and other applicable laws, as amended from time to time.

LEGITIMATE PURPOSE:

"Legitimate Purpose" shall mean sharing of UPSI in the ordinary course of business or on a need to- know basis. The Company may share the UPSI if required in the interest of the Company.

Legitimate Purpose shall inter-alia include sharing of UPSI on need-to-know basis 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. (Regulation 3(2A) and 3(2B)).

In following cases, which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

- i. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;

Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.
- ii. Under any proceedings or pursuant to any order of courts or tribunals;

Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.
- iii. As part of compliance with applicable laws, regulations, rules and requirements;

Example: Company Law, Securities Law, Income Tax Law, Banking Law, etc
- iv. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking.

Example: Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.
- v. Arising out of business requirement including requirement for the purposes of promoting the business and Strategies of business. Which may require sharing of information with Promoters and their advisors, consultants, intermediaries or fiduciaries

Example: Some of the examples which are illustrative in nature are as mentioned below;

- Sharing the relevant UPSI by Company or Promoters for advice, consultation, valuation, fund raising or other intermediation and approvals in relation to the subject matter of a proposed deal/assignment/tie-up/venture/fund raising;
- Sharing the relevant UPSI by Company or Promoters with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them;
- Sharing the relevant UPSI by Company or Promoters for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation improvement, technology and similar domains;
- Sharing the relevant UPSI by Company or Promoters with business partners essential to fulfill the terms and conditions of a business contract with a client, vendor, collaborator or lender;
- Sharing the relevant UPSI by Company or Promoters for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business;
- Sharing the relevant UPSI by Company or Promoters for statutory consolidation requirements or related customary disclosure obligations;
- Sharing the relevant UPSI by Company or Promoters with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and shall comply with the Code.

PROCESS OF SHARING UPSI:

The insider may 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 or verbal exchange.
- v. Maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non tampering of the database. This database shall be kept confidential.
