

## **Code of Practices and Procedures to be followed for Fair Disclosure of Unpublished Price Sensitive Information**

### **1. Objective**

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent misuse of such information.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 maintaining transparency and fairness in dealing with all its stakeholders and in ensuring adherence to applicable laws and regulations.

### **2. Definitions**

- (i) **“Insider”** means insider as defined under the Company’s “Code of Conduct to regulate, monitor and report trading by designated Persons”.
- (ii) **“Legitimate Purposes”** shall mean and include sharing of Unpublished Price Sensitive information in the ordinary course of business by Designated Person/ Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, accounting firms, law firms, analysts, insolvency professional entities, banks or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the said Regulations.
- (iii) **“Regulations”** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations) Regulations, 2015 and any amendment thereto.
- (iv) **“Unpublished Price Sensitive Information”** means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available information 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, guidance.
  - 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.
  - v. Changes in key managerial personnel (KMP) as defined under the Companies Act, 2013, 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, impacting the management and 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/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 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, reinforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity.

xiv. Outcome of any litigation(s) or dispute(s) which may have an impact on the listed entity.

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.

xvii. Such other matters as may be specified under the SEBI regulations or decided by the Company from time to time.

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 ("Listing regulations").

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 Listing regulations 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 Listing Regulations shall be applicable.

Information is 'non-public' or 'unpublished' until it has been widely disseminated to the public (through, for example, a filing with the National Stock Exchange of India, Bombay Stock Exchange Limited, a press conference or a release) or is accessible to the public on a non-discriminatory basis.

Other Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, (Regulations) the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013), the Rules and Regulations made thereunder as amended from time to time and the Company's Code of Conduct to regulate, monitor and report trading by designated Persons shall have the meanings respectively assigned to them in those legislations, rules, regulations and the code.

### **3. Principles of Fair Disclosure**

The Company shall adhere to the following principles to ensure timely and fair disclosure of Unpublished Price Sensitive Information:

- To make prompt public disclosure of Unpublished Price Sensitive Information that would impact the price no sooner than credible and concrete information comes into being to make such information generally available in public domain.
- To make, uniform and universal dissemination of Unpublished Price Sensitive Information, with intent to avoid selective disclosures.
- The Compliance Officer of the Company will be the Chief Investor Relations Officer to deal with dissemination of information and disclosures of Unpublished Price Sensitive Information.
- To ensure prompt dissemination of Unpublished Price Sensitive information that gets disclosed selectively, inadvertently, or otherwise to make such information generally available.
- To provide appropriate and fair response to queries on news reports and requests for verification on market rumours by regulatory authorities.
- The Company will ensure that, information if any, shared with analysts and research personnel is not Unpublished Price Sensitive Information.
- The Company will constantly endeavour to develop best practices to make transcripts and records of proceedings of meetings with analysts and other investor relations, conferences on the official website ([www.nesco.in](http://www.nesco.in)) to ensure an official confirmation and documentation of disclosures made.
- To handle all Unpublished Price Sensitive information on a need-to-know basis.

### **4. Policy for Legitimate Purpose**

UPSI can be shared by an Insider/Designated Person on need-to-know basis only to partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, accounting firms, law firms, analysts, insolvency professional entities, banks or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the said Regulations for the following purposes:

- In normal and ordinary course of business.
- For availing professional services.
- In relation to a proposed deal or assignment.
- For mandatory performance of duties or discharge of legal obligations.
- For any other genuine or reasonable purpose as may be determined by the Chief Investor Relations Officer.
- For any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, on this behalf, as may be amended from time to time.

However, other provisions/restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

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 by the Compliance Officer.

Before sharing the UPSI to any recipient, the Designated Person/Insider shall :

- make aware such recipient that the information shared is or would be confidential.
- instruct such recipient to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the said Regulations.
- Enter Non-Disclosure Agreements/Memorandum of Understanding wherever required.

**5. Guidelines for dealing or disclosing/disseminating of information with analysts and institutional investors**

- Only public information to be provided.
- Unanticipated questions may be taken into notice and a considered response can be given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of any UPSI after every such meet.
- Whenever Company organizes meetings or calls with analysts, it will post relevant information on its web site after every such meet. It will also develop best practices to make transcripts or records of proceedings of meetings or calls with analysts available on its website promptly as per the procedures mentioned on the Listing Regulations.
- No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

The Chief Investor Relations Officer shall be responsible to maintain a structured digital database of such persons or entities with whom the UPSI is shared under the required Regulations which shall contain the following information:

- Name of such recipient of UPSI
- Name of the organization or entity to whom the recipient represents

- Postal Address and e-mail ID of such recipient
- Mobile or contact number
- Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The Chief Investor Relations Officer shall also be responsible for ensuring that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

## **6. Review and Amendment**

The Board of Directors may review and amend this code from time to time as it may deem fit.

## **7. Disclosure of this Policy**

This policy shall be disclosed on the website of the company at [www.nesco.in](http://www.nesco.in).

3rd version of this Policy reviewed and approved by the Board of Directors at its meeting held on 16 May 2025.