

# ANDREW YULE & COMPANY LIMITED

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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### 1. INTRODUCTION

In terms Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”), the Board of Directors (the “Board”) of Andrew Yule & Company Limited (the “Company”) has framed the following ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information’ (the “Code”).

The code aims to set out the procedures involved in inter-alia public disclosure of unpublished price sensitive information, dissemination of unpublished price sensitive information, addressing queries on news reports, sharing of information with analysts etc.

### 2. CODE DEFINING PRINCIPLES OF FAIR DISCLOSURE

- i. The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price of its shares. The same shall be made publicly available as soon as credible and concrete information thereof becomes available to the Company.
- ii. The Company shall follow uniform and universal dissemination of UPSI to avoid selective disclosure.
- iii. The Company Secretary shall be deemed to be the Chief Investor Relations Officer (CIRO) in relation to dealing in/dissemination of information and disclosure of price sensitive information.
- iv. In the event of any UPSI getting disclosed selectively either inadvertently or otherwise, the Company shall promptly disseminate such information to any public domain wherefrom the concerned information will be generally available.
- v. The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- vi. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- vii. The Company shall develop best practices to make transcripts or record of proceedings of meetings with analysts and conference calls with investors/analysts on the official website of the Company to ensure official confirmation and documentation of disclosures made.
- viii. The Company shall handle all UPSI on a need-to-know basis.
- ix. Disclosure of the Code on Public Domain:  
The Code shall be published on the official website of the Company.

Terms used in this Code shall carry the same meaning as stated under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other regulation, act, statute or otherwise framed and promulgated from time to time.

### **3. AMENDMENTS**

The Board of Directors reserves the right to amend or modify the Code in whole or in part, at any time without assigning any reason whatsoever and to establish further rules and procedures, from time to time, to give effect to the intent of the Code.

The decision of the Board of Directors of the Company with regard to any or all matters relating to the Code shall be final and binding on all concerned.

Any amendment(s) to the Code, duly approved by the Board of Directors of the Company, shall be promptly intimated to the Stock Exchanges and shall also be updated on the official website of the Company.