

**QGO FINANCE LIMITED**

**CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**



**Version Control:**

<b>Sl. No.</b>	<b>Name of Policy</b>	<b>Version</b>	<b>Board approval date</b>	<b>Remarks</b>
1.	Code of Fair Disclosure of Unpublished Price Sensitive Information	V1.0	March 29, 2019	Policy document approved via circular resolution.
2.	Code of Fair Disclosure of Unpublished Price Sensitive Information	V2.0	February 10, 2025	Policy document revised.

## **CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

### **1) OBJECTIVE**

The Board of Directors of QGO Finance Limited (“the Company”) has laid down this policy for Fair Disclosure and Conduct.

### **2) DEFINITION**

Words and expressions used and not defined herein but defined in Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons and immediate relatives of Designated Persons in the securities of QGO Finance Limited, as amended from time to time shall have the meanings respectively assigned to them in those legislation.

### **3) DISCLOSURE OF PRICE SENSITIVE INFORMATION**

- a. To promptly make public disclosure of Unpublished Price Sensitive Information (the “UPSI”) that would impact price discovery. Such disclosure would be made promptly when credible and concrete information comes into being in order to make such information generally available. The Stock Exchanges shall be promptly intimated about the disclosure of any Unpublished Price Sensitive Information.
- b. The Company shall endeavour to make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosures.
- c. Disclosure / dissemination of any Unpublished Price Sensitive Information (‘UPSI’) shall be done promptly by Compliance Officer, by intimating to the Stock Exchanges and posting of the said information on the website of the Company and/ or otherwise making it generally available.
- d. The Compliance Officer shall ensure uniform dissemination / disclosure of UPSI, so as to avoid selective disclosure (except legitimate purpose).
- e. No UPSI shall be shared with any person except for legitimate purpose unless the information is made Generally Available i.e. only public information can be shared.
- f. To handle all Unpublished Price Sensitive Information on a need-to-know basis.

#### 4) PROCEDURE FOR RESPONDING TO ANY QUERIES/REQUESTS FOR VERIFICATION OF MARKET RUMOURS BY STOCK EXCHANGES

The Compliance Officer shall under guidance of Managing Director or Chief Executive Officer shall give an appropriate, fair and prompt response to the queries, rumours or requests by regulatory authorities.

As and when necessary, the Compliance Officer shall under guidance of Managing Director or Chief Executive Officer shall make appropriate public announcement with respect to market rumours.

The Compliance Officer shall make a prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information Generally Available.

#### 5) SHARING OF UPSI FOR LEGITIMATE PURPOSE

a. Notwithstanding anything contained in this Code, the UPSI may be shared by Compliance Officer or any appropriate authority of the Company in this behalf, only for legitimate purpose (s) which shall include the following:

- i. Sharing of UPSI in the ordinary course of business by an Insider, Designated Person, Nodal Officer or by any Authorised Person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
  - Sharing of UPSI where such communication is for performance of duties.
  - Sharing of UPSI towards discharge of legal obligations.
  - Sharing of UPSI for any other purpose as may be prescribed under the applicable law for the time being in force.

Provided that such sharing should not be carried out to evade or circumvent the prohibition of SEBI (Prohibition of Insider Trading) Regulations, 2015.

b. What shall constitute “**legitimate purpose**” and what shall not constitute “legitimate purpose” will be based on the business-related needs of the Company. In general, Legitimate purpose shall, inter-alia, include the following purposes:

- i. Contractual Obligation
- ii. Business Strategy and Corporate Action

- iii. Operational efficiency
  - iv. Regulatory Obligation
  - v. Need based specific purposes
- c. Whether sharing of Unpublished Price Sensitive Information for a particular instance tantamount to 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case. While sharing the Unpublished Price Sensitive Information, the following broad factors shall be considered:
- i. whether sharing of such Unpublished Price Sensitive Information is in the ordinary course of business of the Company;
  - ii. whether sharing of such Unpublished Price Sensitive Information is in the interests of the Company or in furtherance of a genuine commercial purpose; and
  - iii. whether the nature of Unpublished Price Sensitive Information being shared is commensurate to the purpose for which access is sought to be provided to the recipient of Unpublished Price Sensitive Information.
- d. Any person in receipt of Unpublished Price Sensitive Information pursuant to a legitimate purpose shall be considered an “insider” for purposes of this Code and the PIT Regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations.

**6) ISSUE OF NOTICE TO THE RECIPIENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

- a. The recipient of UPSI which is communicated for any “legitimate purpose” shall be considered as an “insider” under the “Code of Conduct for Prevention of Inside Trading” adopted by the Company and such notice shall be given to the recipient of UPSI by the person making communication of UPSI in order;
- i. To make aware recipient that the information shared is or would be UPSI.
  - ii. To make aware to recipient the duties and responsibility attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
  - iii. To instruct recipient to maintain confidentiality of such UPSI in compliance with the Code of Conduct for Prevention of Insider Trading and the other applicable laws.
  - iv. To advise recipient to be in compliance with applicable provisions of PIT Regulations.

**7) RESPONSIBILITY OF THE RECEIPIENT 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 to any other person strictly on a need to know basis; and
- d. To safeguard the UPSI with the same degree of care to avoid unauthorised disclosure as the receiving party uses to protect its own confidential information, but in no case less than reasonable care.
- e. To ensure compliance with applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.