

STCI FINANCE LIMITED

Code of practices and procedure for fair disclosures of Unpublished Price Sensitive Information

(applicable when the Company issues listed securities)

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STCI FINANCE LIMITED

CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(applicable as and when the Company issues listed securities)

As per Regulation 8 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time the Board of Directors of every company, whose securities are listed on a stock exchange, is required to formulate and publish on its official website, a code of practices and procedures for fair disclosure of UPSI that it would follow in order to adhere to each of the principles set out in Schedule A to the said Regulations.

Principles of Fair, timely and adequate Disclosure of UPSI

In compliance with the aforesaid Regulation, the Company lays down the following principles based on Schedule A of the Regulations to ensure fair, timely and adequate disclosure of UPSI:

1. The Company shall ensure prompt public disclosures 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.
2. The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Compliance officer shall act as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI. The Chief Investor relations officer shall report to the Managing Director & CEO with respect to this Code.
4. The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
7. The Company shall handle all UPSI on a need-to-know basis.
8. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if any, on the official website to ensure official confirmation and documentation of disclosures made.



The Board of Directors may stipulate further guidelines and procedures in order to ensure fair disclosure of UPSI.

Policy for determination of “legitimate purposes”

“Legitimate Purpose” shall include sharing of UPSI in the ordinary course of business 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.

The sharing of UPSI shall be deemed to be for “Legitimate Purpose” if it satisfied the following criteria:

- (i) Sharing of UPSI in the ordinary course of business by any employee or any authorised person with existing or proposed partners, lenders, customers, suppliers etc.
- (ii) Sharing of relevant UPSI with consultants, advisors, intermediaries, merchant bankers, auditors and other parties engaged in relation to the subject matter of the proposed deal/ assignment in relation to UPSI;
- (iii) Sharing of relevant UPSI where such sharing is mandatory for performance of duties or discharge of legal obligations and such mandate/obligation is recorded by the provider of such UPSI and informed to the Compliance Officer of the Company.
- (iv) Where the intent behind sharing is not to evade or circumvent the prohibitions of the Regulations.

Any person with whom the UPSI is shared for “legitimate purpose” shall be considered an “insider” and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

The agreements entered into involve sharing of UPSI should have a “confidentiality clause” or else a separate Non-Disclosure Agreement shall be executed with parties to safeguard the disclosure of UPSI.

The Code shall be published on the official website of the Company. The Code and every amendment thereto shall be intimated to every stock exchange where the company’s securities are listed.

The code shall be applicable as and when the Company issues Non-Convertible Debentures listed on the Stock Exchange or the date of approval by the Board whichever is later.

