

alldigi tech

formerly allsec technologies

A digitide company

Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. PREFACE

This Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (Code) is made pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") towards achieving compliance with the Regulations, adopting minimum standards set out in the PIT Regulations.

2. OBJECTIVE

The objective of this Code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

3. PRACTICES AND PROCEDURES

The following principles of Fair Disclosure for the purpose of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" shall be strictly followed by Alldigi Tech Limited ("**Alldigi**" or "**Company**") -

- a) The Company shall promptly/in a timely manner disclose to the public "unpublished price sensitive information" (UPSI) that would impact price discovery, no sooner than such credible & concrete information comes into being.
- b) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- c) The Company shall uniformly and universally disseminate information (UPSI) and avoid selective disclosure.
- d) The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all/public.
- e) The Company shall render an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, if any.
- f) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
- g) The Company shall handle all UPSI on a need-to-know basis.

4. LEGITIMATE PURPOSE

The Unpublished price sensitive information can be shared as an exception by an Insider for Legitimate purposes as per its "Policy for determination of Legitimate Purposes" (**Annexure A**), provided it is not shared to evade or circumvent the prohibition under this Regulation.

5. LEAK/SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Board has formulated a written policy for initiating appropriate inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information (**Annexure B**).

6. RESPONDING TO MARKET RUMOURS

In case there is any query or request for verification/ clarification of market rumours by the stock exchanges, the Company Secretary/Compliance Officer shall carry out preliminary enquiry/ investigation on the rumour, actual/ potential effect on the movement of prices of the securities, and other related factors.

Further, the Company shall respond to market rumours in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), whenever applicable.

The Company may on its initiative also, confirm or deny any reported event or information to the stock exchanges.

The Promoter, Director, Key Managerial Personnel or Senior Management Personnel of the Company shall provide adequate, accurate and timely response to queries raised or explanation sought by the Company, if any, in order to ensure compliance with the requirements under Regulation 30(11) of the SEBI Listing Regulations and the Company shall disseminate the response received from such individual(s) promptly to the stock exchanges.

7. CODE OF CONDUCT

The Company shall adhere to the prescribed standards for the code of conduct to regulate, monitor and report trading by insiders, designated employees and all other applicable persons and entities.

8. CHIEF INVESTOR RELATIONS OFFICER

The Board of the Company, shall designate a senior officer as a "Chief Investor Relations Officer" ('CIRO') who would be responsible to ensure timely, adequate, uniform and universal dissemination of information and disclosure of UPSI to Analysts, Shareholders and Media pursuant to this Code so as to avoid selective disclosure.

The CIRO means Head of Investor Relations, or in his/ her absence, the Chief Executive Officer/ Chief Financial Officer shall coordinate with the Compliance Officer for dissemination of UPSI.

The CIRO shall ensure that the information shared with analysts and research personnel is not an UPSI. The CIRO shall be responsible for overseeing and coordinating disclosure of UPSI to analysts, shareholders, and media, and educating employees on disclosure policies and procedures in consultation with the Compliance Officer.

9. VIOLATION OF THIS CODE

Any violation of this Code shall be brought to the attention of the Chief Executive Officer, Chief Financial Officer, Compliance Officer and the Board of Directors. Appropriate actions shall be taken for such violation.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. PREFACE

This Policy, is a part of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI") and will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. OBJECTIVE

The objective of this policy is to identify 'Legitimate Purposes' for the performance of duties or discharge of legal obligations, which will be considered as an exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any

3. DEFINITION

a) **"Legitimate Purposes"** shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/ team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners
13. Any other person with whom UPSI is shared

- b) **"Insider"**- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "Insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

The provision of this Code of Conduct shall be applicable to the above-mentioned Insider, who has obtained UPSI in pursuance of the performance of his duties or discharging legal obligation.

UPSI as defined in this Code of Conduct shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function.

4. STRUCTURED DIGITAL DATABASE

The Board of Directors shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks, such as time stamping and audit trails to ensure non-tampering of the database.

Entry of information, not emanating from within the organisation, in a structured digital database may be done not later than 2 (two) calendar days from the receipt of such information.

The Board of Directors shall ensure that the Structured Digital Database is preserved for a period of not less than 8 (eight) years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

5. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

No insider shall communicate, provide, or allow access to any UPSI relating to a Company or securities listed or proposed to be listed to any person, including other insiders, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure UPSI or cause the communication by any Insider of such information relating to a Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

As per Section 12A Clause (e) of the SEBI Act, 1992, no person shall directly or indirectly deal in securities while in possession of material or non-public information, or communicate such material or non-public information to any other person, in a manner

which is in contravention of the provisions of this act or the rules or regulations made thereunder.

The parties will be required to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of UPSI.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "Insider" for the purpose of these regulations, and due notice shall be given to such persons (Insiders) to maintain the confidentiality of such UPSI.

The provision of this Code shall be applicable to the above-said Insider, who has obtained UPSI in pursuance of the performance of his duties or discharging legal obligations.

6. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend/substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

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.

7. VERSION HISTORY

This Code has been approved and adopted by the Board on April 01, 2019, and the latest modification to the Code has been approved and adopted by the Board at its meeting held on July 30, 2025, and is effective with immediate effect.

**POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED
PRICE
SENSITIVE INFORMATION ("UPSI")**

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. BACKGROUND

The SEBI (Prohibition of Insider Trading) Regulations, 2015 has mandated every Listed Company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the SEBI promptly of such leaks, inquiries and results of such inquiries. In this regard, the Board of Directors of Alldigi Tech Limited has laid down this policy for the procedure of inquiry in case of leak of Unpublished Price Sensitive Information ('the policy'), for adoption.

2. OBJECTIVES

- (i) To strengthen the internal control system to prevent the leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors'/financers' confidence in the company.
- (iii) To have a uniform code to curb the unethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.
- (iv) To initiate an inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("**SEBI**") promptly.
- (v) To penalize any Insider, Employee & Designated Persons who appear to have found guilty of violating this policy.

3. SCOPE

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or unknown person(s) with any un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors'/financers' confidence in the Company.

The Board of Directors acknowledges that the contours of an inquiry into any leak or suspected leak of Unpublished Price Sensitive Information would have to be customised to the facts and circumstances of each such case and that accordingly, it is not viable to prescribe a standard operating procedure that would apply while enquiring into every instance of leak/suspected leak of Unpublished Price Sensitive Information. It is important to keep the inquiry process dynamic, so as to ensure that it appropriately examines all relevant aspects that may arise in different cases.

In view of the above, the Policy sets out the broad principles that the Company will follow for the purposes of examining any case of leak or suspected leak of Unpublished Price Sensitive Information. It is clarified that while an inquiry in case of a leak, or suspected leak of Unpublished Price Sensitive Information may be undertaken through various modes, it shall adhere to the key standards set out below.

4. DEFINITIONS

- (i) **"Leak of Unpublished Price Sensitive Information"** shall mean communication of information which is/ shall be Unpublished Price Sensitive Information, by any person, other than where:
- (a) Such communication is in furtherance of Legitimate Purpose, performance of duties or discharge of legal obligations;
 - (b) Unpublished Price Sensitive Information is communicated, provided, allowed access to or procured, in connection with a transaction that would;
 - (c) entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company;
 - (d) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interest of the Company and the information that constitutes Unpublished Price Sensitive Information is disseminated to be made generally available at least two Trading Days prior to the proposed transaction being effected in such form as the Company's Board of Directors may determine.
- (ii) **Support Staff** shall include IT staff or secretarial staff who have access to unpublished price sensitive information.
- (iii) **Unpublished Price Sensitive Information ("UPSI")** shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:
- a) Periodical financial results of the Company;
 - b) Intended declaration of dividends (Interim and Final);
 - c) Change in capital structure i.e. Issue of securities, buyback of securities or any forfeiture of shares or change in market lot of the Company's shares;
 - d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
 - e) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - f) change in rating(s), other than ESG rating(s);
 - g) fund raising proposed to be undertaken;
 - h) agreements, by whatever name called, which may impact the management or control of the company;
 - i) 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;
 - j) resolution plan/ restructuring or one-time settlement in relation to

- loans/borrowings from banks/financial institutions;
- k) 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;
 - l) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report
 - m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
 - n) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
 - o) 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;
 - p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
 - q) Such other matters as may be specified under the SEBI regulations or decided by the Company from time to time.

5. CONSTITUTION OF INQUIRY COMMITTEE

The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as "Inquiry Committee". The Inquiry Committee shall consist of a minimum of 3 (three) Members which shall include the Chief Executive Officer, Chief Financial Officer and the Compliance Officer and any other officer of the Company as may be mutually decided by the members of the Committee.

6. DUTIES OF INQUIRY COMMITTEE

The Inquiry Committee shall be responsible:

- a. conduct a preliminary inquiry to ascertain the facts relating to the actual or suspected leak of Unpublished Price Sensitive Information;
- b. authorize any person to collect necessary information;
- c. consider the facts and circumstances and decide on the matter;
- d. initiate disciplinary action and submit a report thereon to the Board of Directors and SEBI.

In the event of any instances of leakage of Unpublished Price Sensitive Information by any of the aforementioned designated Inquiry Committee Members, then the Board of Directors shall nominate any Director who shall be treated as a Member of the Inquiry Committee and shall be responsible to conduct necessary inquiry proceedings along with other Committee Members.

7. DUTIES OF COMPLIANCE OFFICER

The Compliance Officer shall be responsible to:

- a. Oversee the compliance of this Policy;
- b. Promptly report the incident of actual or suspected leak of Unpublished Price Sensitive

Information to the stock exchange(s) where the securities of the Company are traded, in such form and such manner as may be specified by the SEBI from time to time

c. Ensure that a report on such actual or suspected leak of Unpublished Price Sensitive Information, comprising a preliminary inquiry thereon and results thereof shall be promptly informed to the SEBI.

8. DISCLOSURE OF VIOLATION OF CODE OF CONDUCT TO STOCK EXCHANGES:

On becoming aware of an actual or suspected leak of Unpublished Price Sensitive Information of the Company, i.e., the violation of the Code of Conduct of the Company, the Compliance Officer shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are traded in the format as set out in "Annexure C" to this policy.

9. PROCEDURE FOR INQUIRY IN CASE OF ACTUAL OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Compliance Officer after becoming aware of an actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Promoter, Director, Key Managerial Person, Insider, employee, Designated Person, support staff or any other known or unknown person shall follow the below mentioned procedure in order to inquire and/or investigate the matter to ensure:

a **Inform the instance to the Inquiry Committee**, the Compliance Officer shall immediately call an Inquiry Committee meeting after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information.

b. Take Cognizance of the matter:

In consultation with the Inquiry Committee, the Compliance Officer shall take cognizance of the matter and decide as follows:

1. If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed;
2. If it is found that the issue requires further investigation, a preliminary inquiry may be initiated.

c. Conduct of Preliminary Inquiry:

Preliminary inquiry is a fact-finding exercise which shall be conducted by the Compliance Officer. As an initial step, the Inquiry Committee shall undertake a preliminary investigation and analyze the accuracy of the allegation/ suspicion of Leak ("**Initial Assessment**") by taking the necessary steps, such as:

- (i) assessing the source and type of complaint/ allegation/ suspicion;
- (ii) assessing the nature of Leak/ suspected Leak, in order to determine the scope of investigation, the parties who had access to the UPSI and the manner in which it could have been leaked; and
- (iii) conducting interviews with the complainant, in the event his/ her identity is known, and other relevant stakeholders, in connection with the matter.

The object of preliminary inquiry is to ascertain the truth or otherwise of the allegations

contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.

The Inquiry Committee, if required, in addition to Compliance Officer may also appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an inquiry to collect the relevant fact, material substances on actual or suspected leak of Unpublished Price Sensitive Information.

(a) Report of Preliminary Inquiry to the Inquiry Committee and Board of Directors:

The Compliance Officer or Person(s) appointed/authorized to inquire into the matter of actual or suspected leak of Unpublished Price Sensitive Information shall submit his/her report to the Inquiry Committee within 15 (fifteen) days from the date of such instance. The Inquiry Committee shall submit the preliminary report to the Board of Directors of the Company. Based on the report and recommendations of the Inquiry Committee, the Board of Directors shall discuss and decide if the matter requires to be investigated further.

If the Board of Directors requires the Inquiry Committee to undertake a detailed investigation, the Inquiry Committee shall conduct the Inquiry and take all requisite steps, including but not limited to, the following:

- (i) identifying the medium through which the leaked UPSI was disclosed/communicated;
- (ii) conducting a confidential investigation into the activities of the persons that typically handled, or had knowledge of the UPSI in question, in an un-intrusive manner, including by reviewing the relevant documents, audit trails, and conducting interviews, where deemed necessary;
- (iii) appointing external advisors/ professionals to assist in the conduct of Inquiry; and
- (iv) re-assessing the internal controls and measures implemented by the Company for identifying deficiencies, if any, in such controls and measures, and recommending improvements to the same.

In the conduct of Inquiry, the Inquiry Committee shall have due regard to the principles of natural justice, and will provide an opportunity of being heard and making submissions, etc., to the persons against whom allegations of Leak have been levelled. The Inquiry Committee will be required to consider the same while arriving at its conclusions.

Once the Inquiry is concluded:

- (i) the Inquiry Committee will intimate the Board of Directors of its findings, along with a summary of the process followed while conducting the investigation;
- (ii) if the Inquiry Committee is of the opinion that a Leak has occurred, and in the event the Inquiry Committee has identified the person responsible for, or involved in the Leak, it will make appropriate recommendations to the Board of Directors for the actions to be taken in that regard, including 'disciplinary action'.

(b) Disciplinary Action:

The Disciplinary action(s) shall include, wage freeze, suspension, recovery, etc., as may be decided by the Members of the Committee. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

It is clarified that any action taken by the SEBI for violation of the Regulations and any other applicable law shall not preclude the Board of Directors from taking any disciplinary action in accordance with the recommendations of the Inquiry Committee.

(c) Submission of final report to SEBI:

The Inquiry Committee shall submit the final report to the Board of Directors of the Company and SEBI within 3 months of the occurrence of such leak.

In case of any violations of the Code of conduct the Company shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the SEBI from time to time.

10. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend/substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

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.

Annexure C

Report by (Name of the listed company/ Intermediary/Fiduciary) for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.

(Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

S No.	Particulars	Details
1.	Name of the listed company/ Intermediary/ Fiduciary	
2.	Please tick appropriate checkbox Reporting in capacity of: <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3.	A. Details of Designated Person (DP)	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (Rs.) (Date- wise)	
	D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter	
	i. Date of intimation of trade(s) by concerned DP/ director/ promoter/ promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
4.	Details of violations observed under Code of Conduct	
5.	Action taken by Listed company/ Intermediary/ Fiduciary	
6.	Reasons recorded in writing for taking action stated above	
7.	Details of the previous instances of violations, if any, since last financial year	
8.	If any amount collected for Code of Conduct violation(s)	
	i. Mode of transfer to SEBI - IPEF (Online/ Demand Draft)	
	ii. Details of transfer/ payment In case of Online: In case of Demand Draft (DD):	
9.	Any other relevant information	

**Yours faithfully,
For Alldigi Tech Limited**

Date and Place

Name and Signature of Compliance Officer
PAN:
Email ID: