

# **LINCOLN INDUSTRIES LIMITED**

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

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**Approved By: Board of Directors**  
**Date: 30<sup>th</sup> May, 2022**



# LINCOLN INDUSTRIES LIMITED

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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The Code as enumerated below seeks to ensure timely and adequate disclosure of UPSI to the Stock Exchanges wherever the equity shares of the Company are listed and also on the official website of the Company from time to time.

### 1. Prompt public disclosure of UPSI

All UPSI, as envisaged in the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be disclosed promptly in order to make such information generally available to the public.

### 2. Uniform and Universal Dissemination of UPSI

The Company shall endeavor to disseminate the UPSI on uniform, continuous and universal manner to all the stakeholders by posting the same on the official website of the Company as well as to the Stock Exchanges, wherever the Company is listed.

### 3. "Legitimate Purposes" :

- 3.1 "Legitimate Purpose" shall include, but not limited to, 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 prohibition of these regulations. The Company Secretary & Compliance Officer of the Company may determine the other entities with whom UPSI may be shared for Legitimate Purpose.
- 3.2 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.
- 3.3 No person shall procure from or cause the communication by any insider of UPSI, 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.
- 3.4 Any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered an "insider" for purposes of these Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations.



- 3.5 All information shall be handled within the organizations on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations. The Code of Conduct shall contain norms for appropriate Chinese Walls Procedures, and processes for permitting any designated person to “cross the wall”.
- 3.6 The Company Secretary & Compliance Officer of the Company shall review the UPSI shared for Legitimate Purposes and may frame further strictures for sharing of such UPSI, like signing of Non-Disclosure Agreements/Confidentiality Agreement, to ensure use of UPSI only for legitimate purposes.

**4. Chief Investor Relations Officer to deal with disclosure of UPSI**

The Company Secretary of the Company shall act as the “Chief Investor Relations Officer” and shall be responsible to deal with dissemination of information and disclosure of UPSI to the Stock Exchanges, wherever the Company is listed and also upload the same on the official website of the Company within the stipulated time.

**5. Prompt dissemination of UPSI in respect of improper disclosure or otherwise**

The Company shall avoid selective disclosure of UPSI. In any event, if due to oversight or inadvertence the same information is not uniformly and universally made available to all the stakeholders, necessary steps shall promptly be taken to make such information generally available on a non-discriminatory basis.

**6. Response to queries on news reports and requests for verification of market rumours**

The Chief Investor Relations Officer shall also ensure the appropriate fair and prompt response to all queries received from the Stock Exchanges including queries on news reports, if any. Such response from the Company shall be sent to all the Stock Exchanges, wherever the equity shares of the Company are listed even if the query has been received from any one of them. Such response from the Company shall be submitted to the Stock Exchanges under the signature of the Company Secretary and in his absence under the signature of the Finance Director or Chief Financial Officer of the Company.

**7. Sharing of information with analyst and research personnel**

Only information which is publicly available shall be shared with the analyst, research personnel, prospective investors, etc. The Board of Directors shall identify the Directors/ Executives of the Company, who shall be authorized to speak to and / or participate at the meetings with the analysts, research personnel, prospective investors, etc. The authorized representatives of the Company shall avoid making any forward looking statements in respect of its financial performances and also shall not share any UPSI with the analysts, research personnel, prospective investors, etc. In case any UPSI is shared with them, disclosure thereof shall be made to the Stock Exchanges simultaneously.



**8. Documentation of disclosure made to the analyst or at investor relation conferences**

The proceedings of the meeting with the analysts and other investor relations conferences shall be recorded and preserved. As a good practice, transcript thereof may be uploaded on the official website of the Company, which will ensure that the information is generally available.

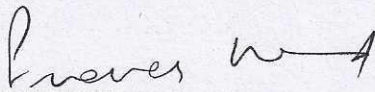
**9. Handling of all UPSI on need-to-know basis**

All UPSI shall be handled by the employees on a need-to-know basis, i.e., the UPSI shall be disclosed only to those within the Company who need the information for legitimate purposes under legal obligation, to discharge the performance or duties and used only for the purpose for which it is meant for.

**10. Disclosure**

The Company Secretary shall be responsible to ensure that the initial and continual disclosures are obtained from all the "Designated Persons" in compliance the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the same be intimated to the Stock Exchanges. Such disclosure must be in the prescribed format as per the said Regulations and/or as mentioned in the Code of Conduct to Regulate, Monitor and Report Insider Trading within the stipulated time. The Company Secretary shall also preserve the disclosures made to the Stock Exchanges in terms of the Listing Agreements and SEBI Regulations and shall also ensure availability of the information disseminated in the past on the official website of the Company in an archive, which can be generally accessible.

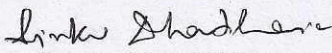
The above Code may be amended with the approval of the Board of Directors from time to time to adopt the best practices in the industry and also to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as may be applicable for the time being in force. Any amendment to the aforesaid Code shall be promptly intimated to the Stock Exchanges, wherever the Company is listed and shall be uploaded on the official website of the Company.



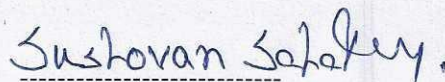
PRAVEEN CHAND DHANDHANIA



ANUPAM GHOSH



RINKU DHANDHANIA



SUSHOVAN SAHARROY

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