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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

I. Introduction

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations 2015") on January 15th 2015, which were made effective from May 15th, 2015.

In adherence to the principles of fair disclosure as enumerated under Schedule A to Regulation 8 (1) of the SEBI PIT Regulations 2015, Indo Amines Limited, ("*the Company*") is required to formulate a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ("Code of Fair Disclosure of UPSI"). Further, pursuant to the SEBI PIT (Amendment) Regulations, 2018 (effective from 01st April, 2019), the "Code of Fair Disclosure of UPSI", is also required to include "Policy for determination of Legitimate Purposes", as introduced by Regulation 3 (2A) of Chapter III of SEBI PIT (Amendment) Regulations 2018.

Accordingly, the Board of Directors of the Company has formulated and amended the Code of Fair Disclosure of UPSI including policy "Policy for determination of Legitimate Purposes" as Annexure A.

II. Objectives

Indo Amines Limited ("*the Company*") has formulated this "Code of Fair Disclosures of Unpublished Price Sensitive Information" to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain uniformity, transparency and fairness in dealing with all the stakeholders and in ensuring adherence to applicable laws and regulations.

Further, the Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

III. Terms and Definitions

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.



IV. Principles for fair disclosure

To adhere to the principles as mentioned in Schedule A to the Regulations, the Company shall:

1. Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.
2. (a) Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website;

(b) Disclose press releases issued by it from time to time which are considered to be important for the general public besides putting the same on Company's website;

(c) Put on Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.
3. Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the following: -
 - a. Chief Investor Relations Officer (the Compliance Officer of the Company designated by the Board of Directors as such or
 - b. Chief Financial Officer ("CFO") or
 - c. Managing Director of the Company.
4. Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities including the Stock Exchanges, SEBI.

(Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).

5. Ensure that information shared with analysts and research personnel is not UPSI.



6. The Company communicates with its Institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminative basis. Details relating to quarterly performance and financial results are disseminated to the shareholders through the press releases and uploaded on the Company's website.
7. Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

V. Amendment

This policy has been adopted by the Board of Directors of the Company at its meeting held on 12th August, 2025 and the same is also available on the website of the Company on the link www.indoaminesltd.investors

In the events of inconsistency of this Policy with any legal provisions, the provisions of law shall override this, Policy.

Further, the Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend or modify in whole or in part as and when necessary, to stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information and to meet any amendments introduced in the laws applicable to the Company and including the SEBI PIT Regulations 2015.



Annexure A

POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSE” FOR SHARING UNPUBLISHED PRICE SENSITIVE INFORMATION

I. Introduction

This “Policy for Determination of Legitimate Purpose for sharing Unpublished Price Sensitive Information” (this “Policy”) is prepared in compliance with the provisions of Regulation 3(2A) read with Regulation 8(1) of Chapter IV of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (including any statutory amendment(s), modification(s) or reenactment(s) thereof, for the time being in force) (the “SEBI (PIT Regulations)”) and adopted by the Board of Directors (the “Board of Directors”) of Indo Amines Limited (the “Company”) in order to establish a mechanism for sharing of Unpublished Price Sensitive Information (as defined hereinafter) in the ordinary course of business by an Insider (as defined hereinafter) of the Company.

Further, this Policy shall form an integral part of the Code of Fair Disclosure of Unpublished Price Sensitive Information of the Company and shall be applicable to all Insiders. It shall be the responsibility of Insiders of the Company to ensure compliance with the SEBI (PIT) Regulations, guidelines and other related statutes fully.

II. Sharing of UPSI for legitimate purpose

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CS or CFO of the Company in this behalf, only in furtherance of legitimate purpose(s) on ‘need-to-know basis’.

The meaning of the said term is as explained hereunder

“Unpublished Price Sensitive Information shall be handled on a “need to know” basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.”

This shall include the following;

(i) Sharing of UPSI in the ordinary course of business by any Insider, Employee,



Designated Person or by any authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors or consultants, insolvency professionals or other advisors or consultants.

(ii) The information shall be shared with any person on "need to know" basis.

(iii) Sharing of UPSI where such communication is in furtherance of performance of duty (ies) and in discharge of legal obligation(s);

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of the SEBI Insider Trading Regulations.

III. Notice to recipient of UPSI:

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 due notice shall be given to such persons;

(i) To make such person aware that the information shared is or would be UPSI.

(i) To make such person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI.

(iii) To instruct such person to maintain confidentiality of such UPSI in compliance with these regulations.

IV. Responsibility of the Recipient of UPSI:

The recipient of UPSI shall undertake:

1. To maintain confidentiality of the information received;
2. To use the confidential information only for legitimate purpose;
3. To disclose confidential information to any other person strictly on a need-to-know basis and after consulting and obtaining approval of the Compliance Officer of the Company;
4. To safeguard the UPSI with the same degree of care as the receiving party uses to protect its own confidential information, but in no case less than reasonable care, to avoid unauthorized disclosure; and



5. To comply with applicable provisions of the SEBI PIT Regulations 2015.

V. Structured Digital Database of recipient of UPSI

1. The CIRO is required to make an entry in the structured digital database of the Company (“Digital Database”) w.r.t consisting of such information which includes the nature of UPSI, the name and permanent account number (PAN) or such other identifier authorized by the law where permanent account number is not available, of such persons or entities with whom UPSI is shared OR Insider may inform (in writing) to the Compliance Officer to record the same in the Digital Database;
2. The Digital Database shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails etc. to ensure non-tampering of the Digital Database;
3. The Compliance Officer shall ensure that the Digital Database is preserved for a period of not less than 8 years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or proceedings, the relevant information in the Digital Database shall be preserved till the completion of such proceedings.

VI. Penalties and Fines:

1. Any sharing of UPSI, other than in compliance with this Policy and the SEBI (PIT) Regulations, shall be construed as a violation. The onus lies on the Insider to prove to the contrary.
2. In case of any violation of this Policy, disciplinary action shall be taken by the Company.
3. The Company shall also inform SEBI about the violation.

VI. Amendment

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