

**NITYAS GEMS AND JEWELLERY LIMITED**  
**CIN NO: U36996GJ2022PLC131404**

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FAIR DISCLOSURE OF UNPUBLISHED PRICE  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

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## 1. INTRODUCTION

### Code of Fair Disclosure

Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, or as amended from time to time (hereinafter referred to as "PIT Regulations", The board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles as set out in Schedule A to these regulations, without diluting the provisions of these regulations in any manner. Accordingly, **NITYAS GEMS AND JEWELLERY LIMITED** has framed the Code of practices and procedures for fair disclosure of UPSI (hereinafter referred to as "Code").

## 2. OBJECTIVE

The objective of this Code is to disseminate and disclose unpublished price sensitive information which may have an impact on the price of the securities of the Company, as and when it becomes due for dissemination or disclosure and to maintain uniformity and fairness in dealing with all stakeholders. This Code and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed to promote transparency amongst the investors.

The Audit Committee of a listed company or other analogous body shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

The board of directors or such other analogous authority shall in consultation with the compliance officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:-

- (i) Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
- (ii) Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
- (iii) All promoters of listed companies and promoters who are individuals or investment companies for intermediaries or fiduciaries;
- (iv) Chief Executive Officer and employees upto two levels below Chief Executive Officer of such listed company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;

- (v) Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

### **3. DEFINITIONS**

The terms utilized in this policy shall carry the same meanings as those defined under the Prohibition of Insider Trading Regulations, 2015.

### **4. PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

- 1) Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2) Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- 3) Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 4) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 5) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 6) Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- 7) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- 8) Handling of all unpublished price sensitive information on a need-to-know basis.

### **5. DETERMINATION OF LEGITIMATE PURPOSE**

The term 'legitimate purpose' include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibition of this Code or the PIT Regulations.

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Board of Directors of the Company, subject to applicable laws, is entitled to amend, suspend or rescind this Policy at any time in line with the Listing Regulations.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an “Insider” for purposes of this regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this regulation.

**Illustrations of legitimate purpose:**

- (a) Statutory or Government Requirement
- (b) Legal Requirement
- (c) Contractual Requirement
- (d) Auditing Purpose
- (e) Corporate restructuring

**6. DISCLOSURES**

This Code and every amendment thereto shall be promptly intimated to the stock exchanges where our securities are listed or proposed to be listed and shall be published on our official website.

**7. REVIEW**

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The Board of Directors of the Company, subject to applicable laws, is entitled to amend, suspend or rescind this Policy at any time in line with the Listing Regulations. In case of any conflict between this policy and Act, Rules or Regulations or any other law as may be applicable such law shall prevail.

The updated policy shall be continuously hosted on the website of the company.

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