

## CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS IN SECURITIES OF NACL INDUSTRIES LIMITED

### PURPOSE:

The Code is formulated to regulate, monitor and report trading by Designated persons and their immediate relatives. The objective of this code is preservation of confidentiality of unpublished price sensitive information (UPSI), to prevent misuse of such information and to prohibit a Designated Person and his / her Immediate Relative from Trading in the Securities of NACL Industries Limited (“NACL”) while in possession of unpublished price sensitive information. This Code also lays down the ethical standards to be adhered to while dealing in Securities of the Company. The Code has been framed adopting the minimum standards for code of conduct to regulate, monitor and report Trading by designated persons and immediate relatives of designated persons as specified in Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

### 1. EFFECTIVE DATE:

This Revised Code shall be effective from **29<sup>th</sup> January, 2026** and shall replace and supersede the original Code of Conduct adopted on **30<sup>th</sup> May, 2015**.

### 2. DEFINITION OF CERTAIN TERMS:

- 2.1. **‘Act’** means the Securities and Exchange Board of India Act, 1992 as amended from time to time.
- 2.2. **‘Board’** or **‘Board of Directors’** shall mean the board of directors of the Company.
- 2.3. **‘Code’** shall mean this Code of Conduct to Regulate, Monitor and Report Trading by Designated Person in Securities of the Company, as amended from time to time.
- 2.4. **‘Code of Fair Disclosure’** shall mean the Code of Practices and Procedures for Fair Disclosure of UPSI.
- 2.5. **‘Company’** means NACL Industries Limited.
- 2.6. **‘Compliance Officer’** means the compliance officer appointed pursuant to clause 3.1 of this Code.
- 2.7. **‘Connected Person’** means any person who is or has during the six months prior to the concerned act been associated with the Company, in any capacity, directly or indirectly, in any capacity including by reason of:
  - frequent communication with its officers; or
  - being in any contractual, fiduciary or employment relationship; or
  - being a Director, officer or an employee of the Company; or
  - holding any position including a professional or business relationship between himself and the Company whether temporary or permanent,that allows such person(s), directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

Further, following persons shall be deemed to be Connected Persons unless the contrary is established:

- a Relative of Connected Person as specified above;
- a holding company or associate company or subsidiary company;
- bankers to the Company; or
- a concern, firm, trust, HUF, company or association of persons wherein a Director of the Company or his Relative or banker of the Company has more than 10% holding or interest; or
- a firm or its partner or its employee in which a connected person is also a partner.

2.8. **‘Designated Persons’** shall mean

- (i) Directors of the Company.
- (ii) Key Managerial Personnel
- (iii) Senior Management Personnel
- (iv) All promoters and Promoter group as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. of the Company.
- (v) Officers as defined in the Companies Act, 2013 as amended from time to time.
- (vi) All employees in the grade of DGM and above of the Company and its material subsidiaries.
- (vii) All employees of the Company and its material subsidiaries who have access to UPSI in various business divisions and functions including Finance, IT and Secretarial as may be determined by the respective business / functional heads jointly with the Compliance Officer on the basis of the role/function in addition to seniority and professional designation.
- (viii) All executive assistants/confidential secretaries to persons mentioned under (i) to (iii) supra.
- (ix) Any other Person as may be specified by the Compliance Officer / Managing Director and Chief Executive Officer of the Company from time to time.

For the purpose of this Code, material subsidiary shall mean a subsidiary, as defined under Company’s policy for determining material subsidiary.

2.9. **‘Director’** shall mean a member of the Board of Directors.

2.10. **‘ESOP’** means employee stock options granted by the Company to its employees, pursuant to Employee Stock Option Scheme/s or plans applicable from time to time.

2.11. **‘Generally Available Information’** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

**NOTE:** It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what constitutes unpublished price sensitive information. Information published on the website of a stock exchange, would ordinarily be considered generally available.

2.12. **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

2.13. **‘Insider’** means any person who is:

- a Connected Person or
- in possession of or having access to Unpublished Price Sensitive Information

- 2.14. **'Key Managerial Personnel'** shall have the meaning assigned to it under the Companies Act, 2013 and the rules issued thereunder or any modification thereof.
- 2.15. **'Promoter'** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- 2.16. **'Promoter Group'** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 2.17. **'Relative'** shall mean the following: (i) spouse of the person; (ii) parent of the person and parent of its spouse; (iii) sibling of the person and sibling of its spouse; (iv) child of the person and child of its spouse; (v) spouse of the person listed at sub-clause (iii); and (vi) spouse of the person listed at sub-clause (iv)

NOTE: It is intended that the relatives of a "connected person" to become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.

- 2.18. **'SEBI'** means the Securities and Exchange Board of India.
- 2.19. **'SEBI Insider Trading Regulations'** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- 2.20. **'SEBI LODR Regulations'** means the Securities and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- 2.21. **'Securities'** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- 2.22. **'Threshold Limit'** The following are the threshold limits fixed by the Board:
- a) Rs. 10,00,000/- or
  - b) 50,000 securities, whichever is lower
- 2.23. **'Trading' means** and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in Securities and 'trade' shall be construed accordingly.

*Explanation:* Exercise of ESOPs and sale of shares acquired under ESOP shall not be considered as Trading except for the purpose of disclosures under this Code. Further, "dealing in securities" includes pledging etc. when in possession of UPSI.

- 2.24. **'Trading Day'** means a day on which recognized stock exchanges are open for trading.
- 2.25. **'Trading Plan'** shall have the meaning assigned to it in Clause 8.
- 2.26. **'Trading Window'** refers to the period during which the Company's Securities can be Traded by the Designated Person as provided in this Code.
- 2.27. **'Unpublished Price Sensitive Information'** or **'UPSI'** means any information, relating to the 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 of the Company and shall, ordinarily include but not be restricted to, information relating to the following:

- i. financial results
- ii. dividends
- iii. change in capital structure
- iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contract not in the normal course of business and such other transactions;
- v. changes in key managerial personnel other than due to superannuation or end of term, and resignation of Statutory Auditor or Secretarial Auditor;
- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. 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;
- x. resolution plan/restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. 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;
- xii. 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;
- xiii. 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;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. 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;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals \*.

**Explanation 1- For the purpose of sub-clause (ix):**

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III**

**of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.”**

Words and expressions used and not defined in this Code but defined in SEBI Act, 1992, the SCRA Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

### **3. ROLE OF COMPLIANCE OFFICER:**

3.1 The Compliance Officer shall be designated so and be a financially literate, senior officer capable of appreciating requirements for legal and regulatory compliance. The Compliance Officer shall report to the Board of Directors. The Compliance Officer report to the Board of directors and provide reports on dealing in Securities by Designated Persons to the Chairman of the Audit Committee, on a quarterly basis. For the purpose of this Code, the Compliance Officer shall be the Company Secretary.

In the absence of the Compliance Officer for any reason, any senior officer, reporting to the Board or the Managing Director and Chief Executive Officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance, shall carry out the responsibilities of the Compliance Officer as required under this Code and the Regulations.

3.2 The Compliance Officer shall be responsible for :

- administering this Code and other requirements under the SEBI Insider Trading Regulations for compliance of the policies, procedures prescribed therein;
- setting forth policies, procedures, maintenance of records and monitoring adherence to the rules for preservation of UPSI;
- monitoring of trades and implementation of this Code under the overall supervision of the Board of Directors of the Company;
- providing disclosures to the stock exchange as required under the SEBI Insider Trading Regulations;
- pre-clearing of Trades by Designated Persons and their Immediate Relatives, in accordance with the SEBI Insider Trading Regulations and this Code;
- maintaining a list of Designated Persons and also updating changes to the list from time to time;
- maintaining a record of the opening and closing of the Trading Window;
- reviewing the Trading Plan and assessing the potential of the plan for violation of the SEBI Insider Trading Regulations, if any;
- approving and monitoring the implementation of the Trading Plan;
- notify the Trading Plan to the stock exchanges where the Securities are listed, on approval of the plan; and
- maintaining records of all declarations and disclosures received by him/ her under this Code for a minimum period of 5 years.

3.3 The Compliance Officer shall be authorized to seek such information from the Designated Persons and Connected Persons as may be required to ensure or verify compliance with this Code and the SEBI Insider Trading Regulations and to give such approvals as are specified in the Code.

3.4 The Compliance Officer shall assist Designated Persons in addressing any clarifications

regarding the SEBI Insider Trading Regulations and this Code.

#### **4. PRESERVATION, COMMUNICATION AND PROCUREMENT OF UPSI:**

- 4.1 All Insiders shall maintain confidentiality of all UPSI and shall not communicate, provide, allow access to or pass on such UPSI to any person directly or indirectly, except as permitted under Clause 5.2.
- 4.2 UPSI is to be handled within and outside the Company 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. UPSI should be disclosed only to those within the Company who need the UPSI to discharge their duty.
- 4.3 Further no person shall procure from or cause the communication by any Insider, of UPSI, relating to the Company or its Securities, either directly or indirectly except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 4.4 The Company's code for fair disclosures lays down the principles for determining legitimate purposes for this purpose of this code.
- 4.5 Any person including auditors, accountancy firms, law firms, analysts, consultant firms etc., assisting or advising the Company, (Fiduciaries for the purpose of this Code) who is expected to have access to UPSI in the course of business operations shall formulate a code of conduct to regulate, monitor and report Trading by its employees / other connected persons (as defined under the SEBI Insider Trading Regulations) towards achieving compliance of the SEBI Insider Trading Regulations, adopting the minimum standards set out in Schedule C to the SEBI Insider Trading Regulations without diluting any of its provisions. The said persons will also be subjected to the Trading Window provisions of this Code under Clause 5 and contra trades under Clause 8.7.4.
- 4.6 While dealing with or handling UPSI within the Company, the Company shall establish policies, procedures and physical arrangements designed to manage confidential information and prevent the inadvertent spread and misuse of UPSI, or the appearance thereof.

#### **4.7 Chinese Wall:**

**In order to prevent the misuse of confidential information, the Company has adopted "Chinese wall" Policy which separates those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing or other departments providing support services, considered "public areas". In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria.**

#### **5. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

- 5.1. No Designated Person or Connected Person shall:
- 5.2. either on his own behalf, or on behalf of any other person, Trade when in possession of any UPSI unless the Trade is made pursuant to a Trading Plan, in accordance with the provisions of Clause 8 of this Code, or in accordance with the SEBI Insider Trading Regulations; or

- 5.3. advise any person to Trade in the Securities while being in possession, control or knowledge of UPSI. For avoidance of any doubt it is clarified that “advice” shall mean to include recommendations, communications or counseling.
- 5.4. Further, all Designated Persons and their Immediate Relatives shall be subject to the Trading restrictions enumerated below:
- 5.5. The Company shall specify a Trading period, called “Trading Window”, for Trading in the Company’s Securities. Subject to Clause 5.9 below, the time for commencement of closing of Trading Window shall be decided by the Compliance Officer.
- 5.6. The Trading Window shall be closed, *inter alia*, during the time the information referred in Clause 2.25 is not a generally available information.
- 5.7. The timing for re-opening of the Trading Window shall be determined by Compliance Officer after taking into account various factors, including whether the UPSI has become Generally Available Information or not and is capable of being assimilated by the market, which in no event shall be earlier than 48 hours after the information becomes Generally Available Information.
- 5.8. The Trading Window shall also be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons is reasonably expected be in possession of UPSI.
- 5.9. Without prejudice to generality of the foregoing, Trading is not permitted during the following periods:
  - i). In respect of financial results, from the first day of the month following the respective calendar quarter (March / June / September / December), as the case may be until expiry of 48 hours from the time the results are communicated to the stock exchanges.
  - ii). During the period of trading window closure for designated persons in respect of events other than financial results, as determined by the Compliance Officer in consultation with the Managing Director and Chief Executive Officer.
- 5.10. All Designated Persons of the Company shall conduct all their dealings in the Securities of the Company only in a valid Trading Window, in compliance with Clause 6 and Clause 7 of this Code, and shall not deal in the Company’s Securities during the periods when Trading Window is closed or during any other period as may be specified by the Company from time to time. Further, the Trading Window shall be applicable to any person having a contractual or fiduciary relationship with the Company, including its auditors, accountancy firms, law firms, etc., assisting or advising the Company.

**Note: Trading window norms shall not be applicable for the trades carried out in accordance with an approved trading plan.**

## **6. PRE-CLEARANCE OF TRADES:**

- 6.1. All Designated Persons on their behalf and on behalf of their Immediate Relatives, who intend to deal in the Securities of the Company during the period when the Trading Window is open, should pre-clear the transaction(s) irrespective of the value as per the pre-dealing procedure as described hereunder. No Designated Persons shall apply for pre-clearance of any proposed Trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed. It is clarified that it is the responsibility of the

Designated Persons to obtain approvals in respect of Trades proposed to be conducted by them or their Immediate Relatives.

- 6.2. An application may be made in the prescribed Form attached as **Annexure-I**, to the Compliance Officer indicating the estimated number of Securities/ the value of the Securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, number of Securities held by him in physical and depository mode and such other details as may be required by the Company in this regard.
- 6.3. An undertaking attached as **Annexure-II** shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
  - i. That the Designated Person/ his or her Immediate Relative does not have any access to or has not received upto the time of signing the undertaking any "Unpublished Price Sensitive Information" which has remained unpublished and is not Generally Available in the public domain.
  - ii. That in case the Designated Person/ his or her Immediate Relative has access to or receives Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in the position and that he/she or his/her Immediate Relative would completely refrain from dealing in the Securities of the Company till the time such information becomes Generally Available.
  - iii. That he/she or his/her Immediate Relative has not contravened this Code.
  - iv. That he/she has made a full and true disclosure while applying for clearance to Trade.
  - v. The Compliance Officer shall have regard to whether the above declarations is reasonably capable of being rendered inaccurate.
- 6.4. With reference to declaration of interim dividend and other matters referred to in clause 5.6 (ii) to (v), the KMP shall, well before initiation of such activity / project form a core team of Designated Persons and / or group of persons who would work on such assignment. Such persons will execute an undertaking not to deal in Securities till the UPSI regarding the activity / project is made public or the activity / project is abandoned and the Trading Window would be regarded as closed for them for the said period.
- 6.5. Further, notwithstanding anything contained elsewhere in this Code, no pre-clearance shall be required for trades undertaken by Designated Persons where the value of the proposed trade does not exceed ₹10,00,000 (Rupees Ten Lakhs) or 50,000 (Fifty Thousand) equity shares, whichever is lower, provided that the Trading Window is open and such Designated Person is not in possession of any UPSI at the time of execution of the trade.

## 7. OTHER RESTRICTIONS:

- 7.1. All Designated Persons and their Immediate Relatives shall execute their Trade in respect of Securities of the Company within 7 trading days after the approval of pre-clearance is given, or a period of less than 7 trading days, in the event the Trading Window closes, prior to expiry of the period of 7 trading days. If the Trade is not

executed within 7 trading days (or such shorter period, as applicable) after the approval is given, the Designated Person must pre-clear the transaction again stating the reason for not completing the Trade in the prescribed form attached as *Annexure-IV*. In the event the period between the date of the approval and commencement of closure of Trading Window is less than 7 trading days then the said transaction shall be executed within such lesser period.

- 7.2. Compliance Officer shall either clear the requested deal or decline to clear the same within 7 trading days of receipt of the request in the prescribed form attached as *Annexure-III* or such shorter period in the event the trading window is due to be closed prior to 7 trading days of receipt of the request. In case of declining, the reasons for the same shall be recorded by the Compliance Officer.
- 7.3. In case the Compliance Officer or any of his / her Immediate Relative wishes to Trade in the Securities of the Company, he / she should get the Trade pre-cleared by the Board of Directors of the Company, or any committee of the Board or a specified Director to which the Board of Directors has delegated such authority under a board resolution, and all provisions of the pre-clearance as would be applicable to a Designated Person shall be applicable to the Compliance Officer.
- 7.4. Designated Persons and their Immediate Relatives shall not enter into an opposite transaction viz., sell or buy as the case may be for a period of six months following the previous transaction. Further, they shall also not take any position in derivative transactions in the Securities at any time.

Note: Restrictions of Contra Trade shall not apply in respect of trades carried out by Designated Persons in accordance with an approved trading plan, participation in buy back offers, open offers, rights issues, FPOs, bonus issues, exit offers, exercise of stock options etc., of the Company.

- 7.5. The Compliance Officer is empowered to grant relaxation from the strict application of the Contra Trade restriction after recording the reasons in writing, provided such relaxation does not violate the SEBI Insider Trading Regulations.

## **8. TRADING PLANS:**

Any Insider is entitled to formulate a Trading Plan enabling him/her to trade in Securities of the Company, in a compliant manner ("Trading Plan"). The Compliance Officer will review the Trading Plan to assess whether the plan potentially violates the SEBI Insider Trading Regulations. The Trading Plan, once approved by the Compliance Officer will be notified to the stock exchanges where the Securities of the Company are listed.

Trading Plan shall:

- not entail commencement of Trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the Trading Plan;
- not entail overlap of any period for which another Trading Plan is already in existence;
  - (i) set out following parameters for each trade to be executed:
    - a) either the value of trade to be effected or the number of securities to be traded;

- b) nature of the trade;
  - c) either specific date or time period not exceeding five consecutive trading days;
  - d) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
    - for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
    - for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
- not entail trading in securities for market abuse.

The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek express undertakings as may be necessary to enable such assessment and monitor the implementation of the plan, provided that:

- (i) pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan; and
- (ii) Trading Window norms shall not be applicable for trades carried out in accordance with an approved Trading Plan.

The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

Once approved, the Trading Plan will be irrevocable and the Insider will be required to mandatorily implement the Trading Plan without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Implementation of an approved Trading Plan shall not commence if any UPSI in possession of the Insider at the time of formulation of the Trading Plan is not Generally Available at the time of commencement of the implementation of the Trading Plan.

Further, if the insider has set a price limit for a trade under clause iii(d) above, the insider shall execute the trade only if the execution price of the security is within such limit. If the price of the security is outside the price limit set by the insider, the trade shall not be executed.

## **9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

The following disclosures are required to be made by the designated persons, their Immediate Relatives and by any other person for whom such person is taking Trading decisions.

The disclosures of Trading in Securities shall also include Trading in derivatives of Securities and the Traded value of the derivatives shall be taken into account for purposes of Clause 9, provided that Trading in derivatives of Securities is permitted by any law for the time being in force.

## 10. Initial Disclosure

Every person on appointment as a Key Managerial Personnel or as a Director of the Company or upon becoming a Promoter, member of the Promoter Group shall disclose his/her holding of Securities of the Company as on date of the appointment or becoming a Promoter, to the Company / Compliance Officer within seven (7) days of such appointment or becoming a Promoter in Form B. Designated Persons are also required to make the initial disclosure within the said period of seven (7) days of their appointment/ designation as a designated person of the Company in Form B.

In the event a new Immediate Relative comes into being or any existing Immediate Relative ceasing to be dependent, the concerned Designated Person shall forthwith give a notice in writing of such changes to the Compliance Officer.

Designated persons are required to disclose, the names of educational institutions from which they have graduated and names of their past employers.

The above timelines are also subject to the timelines prescribed by SEBI for system driven disclosures from time to time.

### 10.1. Continual Disclosures

Disclosure of Securities of the Company acquired or disposed of by a Promoter, member of the Promoter Group, Designated person and Director of the Company, will be made, in case the value of Securities so Traded, whether in one transaction or a series of transactions over a calendar quarter, aggregates to a Traded value in excess of Rs.10 lakhs (Rupees Ten lakhs) or such other value as may be specified, within two (2) Trading Days of such transaction in Form C. Particulars of such Trading shall be reported by the Company to the stock exchanges on which Securities are listed within two (2) Trading Days of receipt of the disclosure or becoming aware of such information.

It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this Clause, shall be made when the transactions effected after the prior disclosure given in a calendar quarter cross the threshold specified above.

The Company may, at its discretion require any other Connected Persons or a class of Connected Persons to make disclosures of holdings and Trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with these Regulations in Form D.

The Compliance Officer shall maintain records of all the declarations received in the prescribed forms for a minimum period of five years.

The Compliance Officer shall place before the Board of the Company, on a quarterly basis, all the details of the dealing in the Company's Securities by Designated Persons. The above report will also include reporting of pre-clearances not granted, decisions taken not to Trade after securing pre-clearances.

**Designated persons are required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes;**

- a) Immediate relatives;
- b) Persons with whom such designated person(s) shares a material financial relationship; and
- c) Phone, mobile and cell numbers which are used by them.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

Any off-market inter-se trades between insiders shall be reported by the insiders to the Company within two working days (Threshold of Rs. 10 Lakhs shall not be applicable for off-market inter-se transfers i.e., all off-market transfers shall be reported to the Company within 2 trading days.)

#### **11. CODE OF FAIR DISCLOSURE AND CONDUCT:**

The code of practices and procedures for fair disclosure of UPSI to be followed in the Company is provided in the link below.

<https://naclind.com/wp-content/uploads/2026/02/Code-of-Practices-Procedures-for-fair-disclosure-of-UPSI.pdf>

#### **12. POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAKAGE OF UPSI:**

The Policy and procedure for inquiry in case of leakage of UPSI or suspected leakage of UPSI is provided in Annexure V below.

#### **13. PENALTY FOR CONTRAVENTION OF THE CODE:**

13.1 Any Designated Person who Trades in the Company's Securities or communicates any information for Trading in Securities, in contravention of this Code or the SEBI Insider Trading Regulations, may be penalised and appropriate action may be taken by the Company. The Company shall inform Stock Exchanges promptly in the event that there is any violation of the SEBI Insider Trading Regulations by any person who is subject to this Code.

13.2 Designated Persons who violate this Code shall also be subject to disciplinary action by the Company, which would be determined by the Managing Director and Chief Executive Officer. The penalty may include warning, wage freeze, suspension, recovery, clawback, termination, ineligibility for future participation in employee stock option plans, etc.

13.3 Any buy, sell, trade or dealing in securities of the Company in contravention to this code, inadvertently or otherwise, in violation of the restriction imposed in this Code, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to Investor Protection and Education Fund administered by SEBI under the Act.

13.4 The action by the Company shall not preclude Stock Exchanges from taking any action in case of violation of the Regulations.

#### **14. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:**

In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations, by any Designated Person, Stock Exchanges will be informed by the Company.

#### **15. COMMUNICATION:**

This Code will be uploaded in the Intranet of the Company. The Code of Fair Disclosure will be uploaded in the website of the Company. This Code will be disseminated to all Designated Persons who shall abide by the same. The responsibility for complying with the provisions of the Regulations shall vest with each Designated Person including any violation by their Immediate Relatives.

Every amendment to the Code of Fair Disclosure shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.

The Compliance Officer can be contacted for any clarification/ assistance in relation to this Code.

#### **16. INTERPRETATION OR CLARIFICATION**

In case any difficulty or doubt arises in the interpretation of this Code, the matter shall be referred to any two Directors and their decision shall be final and binding. If the issue involves any act or matter involving the Managing Director and Chief Executive Officer, the Chairman of the Audit Committee shall decide upon such issue.

#### **17. DISCLAIMER**

This Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be Insiders of the Company for the purposes of the SEBI Insider Trading Regulations, from Trading while in possession of UPSI. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of the SEBI Insider Trading Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of the SEBI Insider Trading Regulations or other related laws.

#### **18. REVIEW**

**The Compliance with the provisions of these SEBI Insider Trading regulations shall be reviewed periodically by the internal auditors of the Company. The Audit Committee shall also review compliance with the provisions of these SEBI Insider Trading regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.**

#### **19. OTHERS**

19.1 The Managing Director and Chief Executive Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. Any major modification to the Code will require authorization by the Board.

19.2 Where the Company engages a service provider who is a Connected Person, the head of the department at the Company which engages such Connected Person is responsible for communicating the requirements of this Code to such Connected

Person and verify whether such Connected Person has a similar code of conduct applicable to its employees to prevent such persons from misusing UPSI of the Company, as well as the efficacy of implementation of such code by those Connected Persons.

**20. GENERAL:**

Pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company is required to formulate a Code of Conduct to regulate, monitor and report trading by Designated Persons and their immediate relatives.

The Code provides for closure of the trading window during periods when Unpublished Price Sensitive Information is in existence and prescribes the conditions for opening of the trading window. It lays down the framework for pre-clearance of trades, reporting of trades, and implementation of trading plans by the Compliance Officer. The policy seeks to restrict and regulate trading by insiders to prevent misuse of UPSI and ensure compliance with the regulatory framework.

\*\*\*\*\*

**ANNEXURE I**  
**SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**  
**(To be given in duplicate)**

**Date:**

To,  
The Compliance Officer,  
**NACL Industries Limited**  
Hyderabad

**Dear Sir/Madam,**

**Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale / subscription of \_\_\_\_\_ Equity Shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of Securities held as on date	
4.	Folio No. / DP ID/ Client ID No	
5.	The Proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID/ Client ID No. where the Securities will be credited/debited	

I enclosed herewith the form of Undertaking signed by me.

Yours faithfully,

\_\_\_\_\_  
(Signature of Employee)

## ANNEXURE II

### FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE UNDERTAKING

To,  
**NACL Industries Limited**  
Hyderabad

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_ \* Shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I, further declare that neither I nor any of my Immediate Relatives are in possession of, or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) upto the time of signing this Undertaking.

In the event that I nor any of my Immediate Relatives have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I hereby declare that I and my Immediate Relatives have not contravened the provisions of the provisions of the Insider Regulations and this Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: \_\_\_\_\_

\* Indicate number of shares.

**ANNEXURE III**  
**FORMAT FOR PRE-CLEARANCE ORDER**

To,  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Place: \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_(no's) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

In case you do not execute the approved transaction / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

**Yours faithfully,**

**For NACL Industries Limited**

**Compliance Officer**

Date: \_\_\_\_\_

Encl: Format for submission of details of transaction

**ANNEXURE IV**

**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

*(To be submitted within 2 days of transaction / dealing in securities of the Company)*

To,  
The Compliance Officer,  
**NACL Industries Limited**  
Hyderabad

I hereby inform that I

- Have not bought / sold / subscribed any securities of the Company
- Have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ (date)

Name of holder	No. of securities dealt with	Bought/Sold/Subscribed	DP ID/Client ID/Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to / from brokers.
3. Extract of bank passbook / statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (Applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code and / or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Name:

Designation:

## ANNEXURE V

### POLICY GOVERNING THE PROCEDURE OF INQUIRY IN CASE OF ACTUAL OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”) OF NACL INDUSTRIES LIMITED (“NACL”)

#### 1. PURPOSE

The Policy is framed to lay down the procedure for inquiry in case of any leak, actual or suspected, of the Unpublished Price Sensitive Information (“UPSI”) of NACL, in pursuance of Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended by the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 for initiating appropriate action on becoming aware of such leak and for informing the Securities and Exchange Board of India promptly of such leaks, inquiries and results of such inquiries.

#### 2. EFFECTIVE DATE

This Policy shall be effective from 29<sup>th</sup> January, 2026.

#### 3. DEFINITION OF CERTAIN TERMS

- 3.1. ‘Leak of UPSI’ shall refer to such act/circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person other than person(s) authorized by the Board or Chief Investor Relations Officer after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto before its official publication or announcement or formal circulation in public domain including a purported attempt thereof –.
- 3.2. ‘All terms used here shall have the same meaning as defined under the Company’s Code of Conduct to regulate, monitor and report trading by insiders in securities.
- 3.3. ‘Chief Investor Relations Officer is an Officer as defined under Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”)

#### 4. OBJECTIVES:

The objectives of the Policy are:

- (a) To strengthen the internal control system to prevent leak of UPSI;
- (b) To restrict and prohibit sharing of UPSI, with an unauthorized person, which originates from within the Company and which affects the market price of the Company’s securities as well as loss of reputation and investors’/ stakeholders’ confidence in the Company;
- (c) To have a uniform code to curb unethical practice of sharing UPSI by Insiders, Employees and Designated Persons with any person, firm, company or body corporate;
- (d) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to Stock Exchanges promptly; &
- (e) To take disciplinary action, if deemed fit against any Insiders, Employees &

Designated Persons found guilty of violating the Policy apart from any other action, as appropriate, that Stock Exchanges may initiate/take against the Insiders, Employees & Designated Persons.

## **5. RESPONSIBILITY OF CHIEF INVESTOR RELATIONS OFFICER**

- 5.1. The Chief Investor Relations Officer shall be responsible to (i) Oversee the compliance of this Policy; (ii) Report any incidents of actual or suspected leak of UPSI to the Enquiry Committee; (iii) Instruct and facilitate the Compliance Officer in reporting incidents of actual or suspected leak of UPSI to Stock Exchanges; (iii) Instruct and facilitate the Compliance Officer in communicating incidents of actual or suspected leak of UPSI to the Stock Exchanges; & (iv) Perform such other responsibilities and actions as the Board may require him to do, from time to time, under this Policy or the Code of Practices for Fair Disclosure of the Company.
- 5.2. The Chief Investor Relations Officer shall be authorized to seek such information from the Insiders, Employees and Designated Persons as may be required to ensure or verify compliance with this Policy and the SEBI Insider Trading Regulations and to give such permissions or approvals as are specified in this Policy.

## **6. RESPONSIBILITY OF COMPLIANCE OFFICER**

- 6.1 The Compliance Officer shall be responsible to (i) Facilitate the Chief Investor Relations Officer in ensuring the compliance of this Policy; (ii) Report the incidence of actual or suspected leak of UPSI to Stock Exchanges; (iii) Communicate the incidents of actual or suspected leak of UPSI to the Stock Exchanges; (iv) Co-ordinate with the Chief Investor Relations Officer in facilitating disclosure of the relevant facts of the incidence of actual or suspected leak of UPSI to the Enquiry Committee; & (v) Perform such other responsibilities and actions as the Board may require him to do, from time to time, under this Policy or the Code of Practices for Fair Disclosure of the Company.
- 6.2 The Compliance Officer shall assist the Insiders, Employees and Designated Persons in addressing any clarifications regarding the SEBI Insider Trading Regulations and this Policy.
- 6.3 In the absence of the Compliance Officer for any reason, any senior officer, reporting to the Board or the Managing Director and Chief Executive Officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance, shall carry out the responsibilities of the Compliance Officer as required under this Policy and the Regulations.

## **7. CONSTITUTION OF ENQUIRY COMMITTEE**

- 7.1 The Company shall constitute a Committee called the “Enquiry Committee” to look into and handle allegation of actual or suspected leak of UPSI.  
  
The Enquiry Committee shall consist of at least 3 (three) Members viz., the Chief Investor Relations Officer, the Compliance Officer and the Chief Executive Officer.
- 7.2 In case of any allegation against any of the members of the Enquiry Committee, the matter shall be referred to the Audit Committee for investigation.
- 7.3 The Enquiry Committee shall be responsible:
  - (a) To conduct a preliminary enquiry to ascertain the truth contained in the

- information or complaint pertaining to actual or suspected leak of UPSI, if any;
- (b) To authorize any person, if required, to collect necessary support material;
  - (c) To consider the facts and circumstances and decide / direct on the matter;
  - (d) To decide on the disciplinary action thereon; &
  - (e) To consider such other matter(s) as may be required by the Board.

## **8. PROCEDURE FOR ENQUIRY INTO ACTUAL OR SUSPECTED LEAK OF UPSI**

8.1 The Enquiry Committee shall follow the below procedure in enquiring or investigating any actual or suspected leak of UPSI, on becoming aware of an actual or suspected leak of UPSI, on its own or otherwise, by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person or any other person:

### **(a) Take cognizance of the matter**

Within a period of 7 (seven) working days of becoming aware of an incident of actual or suspected leak of UPSI, the Enquiry Committee shall meet to take cognizance of the matter and decide on the following:

- i) If it finds the allegation to be frivolous or not maintainable or not within the scope, then to dismiss the same, or
- ii) If it finds the matter requires further investigation, to initiate a preliminary enquiry thereon.

### **(b) Conduct a preliminary enquiry**

The purpose of conducting a preliminary enquiry 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 action as may be warranted.

In order to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI, the Enquiry Committee may, if required, appoint/authorise the Chief Investor Relations Officer or any other person(s), as it may deem appropriate, to initiate/conduct an enquiry to collect the relevant facts, material substances on the actual or suspected leak of UPSI. Within 5 working days of becoming aware of the incident or allegation and based on the merit of the case, the Committee shall write to the complainee intimating the details of the complaint requesting him or her to give a written representation within 4 working days of the receipt of the letter.

On receipt of the written representation, the Committee shall proceed to investigate the matter and for such purpose may consult such persons, whether internal or otherwise, as they may feel expedient in this regard.

During the course of the investigation, the Committee may call for additional information as they may deem fit.

If no representation is received from the complainee within the stipulated time, the Committee shall issue notice to the complainee asking him to show cause as to why the company should not initiate disciplinary proceedings as applicable against him/her.

### **(c) Action**

On the basis of the investigation report the Enquiry Committee shall decide on appropriate disciplinary action against the persons(s) found to be guilty in the matter. The action of the Committee may include but not be limited to warning, wage freeze, suspension, ineligibility for future participation in ESOP, recovery and termination.

## **9. INTERPRETATION OR CLARIFICATION**

In case any difficulty or doubt arises in the interpretation of this Policy, the matter shall be referred to the Chief Investor Relations Officer and his/her decision shall be final and binding.

## **10. DISCLAIMER**

This Policy is the internal policy of the Company to provide for the procedure for inquiry in case of any actual or suspected leak of UPSI. It is however the responsibility of each Insiders, Employees & Designated Persons to ensure compliance with the provisions of the SEBI Insider Trading Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any of the Insiders, Employees & Designated Persons of the SEBI Insider Trading Regulations and other related laws.

## **11. OTHERS**

- 11.1. The Managing Director and Chief Executive Officer is authorized to make minor modifications to this Policy which would remove ambiguities, enhance clarity on the provisions etc. Any major modifications to the Policy, however, will require prior authorization by the Board.
- 11.2. Where the Company engages a service provider who is a Connected Person, the head of the department at the Company, which engages such Connected Person is responsible for communicating the requirements of this Policy to such Connected Person and verify whether such Connected Person has a similar Policy applicable to its employees to prevent such persons from misusing UPSI of the Company, as well as the efficacy of implementation of such Policy by those Connected Persons.

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