

# GOVINDAH NUTRITION LIMITED

(Previously known as Govindah Nutrition Private Limited)

CIN: U15110MP2017PLC044463

Reg. Ofc: EB 258 Scheme No. 94, Nr. Bombay Hospital, Indore,  
Madhya Pradesh, India, 452010

Email Id: [vishaljaiswal1973@gmail.com](mailto:vishaljaiswal1973@gmail.com), Contact No: 9741455466

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## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) OF GOVINDAH NUTRITION LIMITED (Formerly Govindah Nutrition Private Limited)**

Regulation (8) of the newly introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 requires a listed company to formulate and publish on its official website a “Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information” in adherence to the principles set out in Schedule A to the said Regulations.

Accordingly, in supersession of the previous Code, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) is hereby framed as under:-

1. The company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information ‘generally available’, i.e. to make the information accessible to the public on a non-discriminatory basis.
2. The company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information ‘generally available’.
4. The company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. The company shall ensure that information shared with analysts and research personnel is not UPSI.

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6. The company shall develop 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.

7. The company shall ensure the handling of all UPSI on a need-to-know basis.

8. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.

## **1. PRINCIPLES OF FAIR DISCLOSURE & PRESERVATION OF UPSI**

All UPSI is to be preserved and maintained in utmost confidentiality by everyone including those who are recipients of any UPSI.

The following principles shall always be followed in relation to fair disclosure of UPSI, in accordance with the Fair Disclosure Code and pursuant to Applicable Law:

### **i. Prompt public disclosure of UPSI**

The Company shall ensure dissemination of UPSI that would impact price discovery in a prompt and timely manner once a definitive decision has been taken to disclose such information.

a. Company to take reasonable steps to ensure the accuracy of information before dissemination.

b. Disclosure of UPSI shall be in accordance with this Code/applicable laws and other Company procedures if any, and no sooner than credible and concrete information comes into being, in order to make such information generally available.

### **ii. Uniform and universal dissemination of UPSI to avoid selective disclosure**

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- a. UPSI will be disseminated uniformly and universally to all stakeholders through Stock Exchanges. Additionally, the same may also be posted on the official website of the Company as per Applicable Law.
- b. In case any information is disclosed selectively, whether by inadvertence or otherwise, the Company shall take the necessary corrective action, including informing the Stock Exchanges, to make the information publicly available. This will be decided by the Compliance Officer/CIRO in conjunction with the Managing Director or Chief Executive Officer and the Chief Financial Officer.
- c. It is clarified that information to be termed UPSI should be specific and intended to be generally made available at a point of time to ensure it does not lead to creation of a false market in securities. For the purpose of disclosure, the CIRO may consult such officials within the Company to ensure the correctness and credibility of the UPSI.
- d. The CIRO should authorise disclosure or dissemination of UPSI (i) by way of intimation to the stock exchanges, such that further disclosure can be made from the stock exchange websites; (ii) on the official website to ensure official confirmation and documentation; and (iii) in any other manner as may be decided by the CIRO to facilitate uniform and universal dissemination of UPSI.
- e. All communications of UPSI with the stock exchange shall be approved by the CIRO and communicated through appropriate personnel under his direction.
- f. The CIRO shall also be responsible for overseeing the contents of UPSI to be posted on the website of the Company for the purposes of this code and shall give appropriate directions for the publication of the same. No other person shall be authorised to post any UPSI in the absence of any directions from the CIRO.
- g. Disclosures must be complete in all material respects and should not be misleading.

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h. To facilitate timely disclosure of UPSI, all employees, designated persons or insiders will be required to communicate any UPSI to the CIRO as soon as credible and concrete information comes into being.

i. Disclosure must be corrected immediately if the Company is subsequently made aware that its earlier disclosure contained a material error or omission at the time it was given.

### **iii. Need to know**

a. Disclosure of UPSI to be made only if it is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

b. Subject to applicable laws, PIT Code, Fair Disclosure Code and other codes and policies and any procedures framed by the Company, UPSI shall be shared only on a need to know basis, post executing the Non-Disclosure/ Confidentiality Agreement or on serving notices of confidentiality.

### **iv. Procedures for Disclosure/dissemination of Information with reference to analysts, Institutional Investors, research personnel**

a. Only generally available information will be provided to analysts, research personnel and institutional investors. In case there is any unintentional disclosure of UPSI to analysts, research personnel or institutional investors, the same should also be made generally available information at the earliest. All unpublished price sensitive information shall be first communicated to the stock exchanges before the same is shared with analyst & research personnel.

b. To bring in uniformity of information dispersal, it is desirable that more than one Company representative (including a representative of the Investor Relations team) be present at the meeting with analysts, research personnel and institutional investors; wherever possible.

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c. Transcript of the meetings/conference calls with analysts shall be furnished to the stock exchanges and then posted on <https://milkmaster.govinmilk.com/> website. The CIRO shall ensure that the Audio/video recordings and transcripts of quarterly earnings calls or other interactions with analysts/ investors shall be posted on the company's website within such time frame as may be decided, within a given statutory time limit, if any.

d. The Company should be cautious while dealing with analysts, research personnel and Institutional investors that raise questions beyond the intended scope of discussions. Unanticipated questions may be taken on record and a careful response may be provided later.

e. If any UPSI is shared in any meetings with analysts/research personnel/investor meet (attended by persons representing the Company, whether one on one or group meet), it shall tantamount to 'selective disclosure'. Hence the Company will be required to disclose audio recordings or transcripts of all such information where USPI is shared irrespective of whether the meeting was organised by the Company or any other entity.

## **v. Procedures for responding to any queries on news reports and/or requests for verification of market rumours by regulatory authorities**

a. The Company shall maintain a practice of not commenting on market rumours except when requested by Regulatory Authorities to verify such rumours. The CIRO shall ensure that appropriate and fair responses are provided to queries on news reports and requests for verification of market rumours by Regulatory Authorities. Company may ignore speculative reports that appear in the press or in the electronic media. However, if the situation so demands, Public Relations, Compliance Officer or any other person authorised by the Company may respond to queries on news reports and/or market rumours, in consultation with the MD/ CEO/ CFO / CIRO, and disseminate it to the Stock Exchanges and external agencies, as required.

## **2. CLARIFICATIONS**

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The Compliance Officer may be contacted for any queries concerning this Fair Disclosure Code.

### 3. ENFORCEMENT

In case of any violation of the Fair Disclosure Code by the Designated Person, penal action may be taken against such person by the Company pursuant to the Applicable Law. Additionally such person may also be subjected to disciplinary action including termination of employment, suspension, wage freeze, non-participation in future employee stock option or any other appropriate action as may be decided by the Audit Committee / Inquiry Committee.

Action taken by the Company for violation of this Fair Disclosure Code against any Designated Person will not preclude SEBI from initiating any action for violation of the Regulations or any other applicable laws, rules, directions, etc. Accordingly, in addition to the action taken by the Company, the person violating this Fair Disclosure Code and Regulations will also be subject to action by SEBI including but not limited to monetary penalties or imprisonment as per Applicable Law.

### 4. MEDIUM OF DISCLOSURE/DISSEMINATION

The Company shall disseminate all credible and concrete UPSI on a continuous and in a timely manner to stock exchanges where its securities are listed in accordance with the requirements of applicable law and thereafter to the press. As a good corporate practice, the UPSI disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosures of UPSI so as to improve investor access to the same.

### 5. POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"

In line with clause 2A of regulation 3 of the PIT Regulations, Policy for determination of legitimate purposes is provided under Schedule A of this Code.

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## 6. REVIEW AND AMENDMENT

The Board reserves the authority to review and modify this Fair Disclosure Code from time to time. All provisions of this Fair Disclosure Code would be subject to amendment / change in accordance with appropriate laws as may be issued by relevant Statutory, Governmental, and Regulatory Authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder. Every amendment thereto shall be promptly intimated to the Stock Exchanges where the Shares of the Company are listed.

Note: Words not define herein shall have the meaning as per the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015.