

FAIR DISCLOSURES AND INVESTOR RELATIONS

OBJECTIVE

The policy on Fair Disclosures and Investor Relations (“Policy”) is adopted by the Company, pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) and US securities laws, to the extent applicable. The objectives of this Policy are:

- to lay down general rules for prohibition of insider trading;
- to ensure fair and prompt public disclosure of Unpublished Price Sensitive Information (UPSI) outside the Company, recognize persons authorised to speak on behalf of the Company; and
- to determine “legitimate purpose” for which UPSI may be shared by an ‘insider’ with persons outside the Company (example partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants).

BACKGROUND

(i) General rules for prohibition of insider trading:

SEBI PIT Regulations prohibit the communication of UPSI to any person except in compliance with applicable law. Further, trading (directly or indirectly through other persons) in the securities of any company when in possession UPSI is also prohibited under law. Violations of the SEBI PIT Regulations and the securities laws subject insiders to severe penalties including disgorgement of illegal profits, fines and imprisonment as per law.

(ii) Fair and prompt public disclosure of UPSI:

Selective or exclusionary disclosure of certain non-public and price sensitive information is prohibited under the SEBI PIT Regulations governing insider trading. This Policy is to ensure that such information is disseminated in an accurate, fair and timely manner to our shareholders and the financial markets; and that such information is not selectively disclosed to any one group of stakeholders, to the disadvantage of other stakeholders. Therefore, this Policy requires that, whenever the Company (or a person acting on its behalf) intentionally discloses UPSI to certain specified persons (including broker-dealers, analysts and security holders), the Company must simultaneously disseminate the information to the public.

This Policy also governs communications (including but not limited to written, oral, social media commentary) by our employees, independent contractors and directors with members of the investment community including analysts, institutional and individual stockholders, and others who are not bound to us by a duty of confidentiality and / or do not have a “need to know” the information.

If the Company learns that it (or certain persons acting on its behalf) has unintentionally published price-sensitive information, the Company must publicly disseminate the information promptly and no later than 24 hours after discovering the unintentional disclosure or at the opening of trading on the Bombay Stock Exchange Limited (“BSE”).

(iii) Legitimate Purpose:

Under the SEBI PIT Regulations, there has to be a “legitimate purpose” for which UPSI can be shared in the ordinary course of business by an insider with persons outside the Company (example: partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants).

(iv) Other relevant policies:

This Policy is in addition to the Company’s policy for Determining Materiality for Disclosures, which has been adopted pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the listing rules of the exchanges on which the Company’s shares trade. The said policy defines material events/information, and the criteria to determine the same as required under the law. When a material event or information triggers disclosure, the Company shall promptly make disclosures to the stock exchanges as per law.

AUTHORITIES UNDER THE POLICY

The Company's Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) in consultation with the Compliance Officer, shall have the authority to make determinations of matters covered under this Policy with respect to the information disclosed about the Company.

WHAT IS UNPUBLISHED PRICE SENSITIVE INFORMATION

UPSI means any information, relating to a 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 and shall, ordinarily including but not restricted to, information relating to the following:

- a) Financial results and guidance;
- b) Dividends;
- c) Change in capital structure;
- d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e) Changes to key managerial personnel as defined under the Companies Act, 2013;
- f) Such other information that the Company may decide from time to time.

Information is “non-public” or “unpublished” until it has been widely disseminated to the public (through, for example, a filing with the BSE, press conference or a release) or is accessible to the public on a non-discriminatory basis and the public has had a chance to absorb and evaluate it.



GENERAL GUIDELINES ON EXTERNAL COMMUNICATIONS AND DISCLOSURES

The Company personnel should not disclose internal information about the Company to anyone outside the Company, except as required in the performance of regular duties for the Company. When in doubt, one should assume that the information is material and non-public. If employees have any questions as to whether information should be considered “material” or “non-public”, they should consult the Managing Director & the Compliance Officer.

The only persons authorized to speak on behalf of the Company to securities analysts, broker dealers, security holders and any other finance industry professionals are the Company's CEO, CFO.

At various times, the Company's CEO, CFO, may designate others (the “Designated Officers”) to speak on behalf of the Company. While others may be designated from time to time to speak on behalf of the Company, it is essential that the Designated Officers have knowledge of the information being disseminated by those individuals to facilitate the Company's compliance with other applicable legal and regulatory requirements in its external communications.

The selective disclosure is always prohibited. If the disclosure is made to any security holder under any circumstances, then the Company must simultaneously disseminate the information to all its security holders.

PROCEDURE IN CASE OF SELECTIVE OR INADVERTANT COMMUNICATION/ DISCLOSURE

The Designated Officers should not disclose or discuss UPSI about the Company with anyone. However, in the event of an inadvertent disclosure, the Designated Officer should notify the CEO, CFO, Managing director & Compliance Officer about the disclosure. If it is determined that the information disclosed or discussed is material and non-public, the information must be disclosed through a press release or a current report or both promptly following at the same time as soon as reasonably practicable, but no later than the time specified in any laws/regulations applicable to the Company.

The public must be given adequate advance notice of any conference call and/or webcast and the means to access it.

GUIDELINES SPECIFIC TO CERTAIN TYPES OF EXTERNAL COMMUNICATIONS/ DISCLOSURES

(i) Annual Reports, Quarterly Reports and Company Literature

The Company will provide an annual report of its financial condition and related business performance in a timely manner following the fiscal year-end. Interim reporting of the Company's financial and business performance will be provided quarterly between annual reports.

(ii) Analyst Meetings, Investment Bankers and Broker Sponsored Conferences

This Policy will apply to communications of Designated Officers with persons outside the Company. Prior to the meeting, conference, the Company will disclose either through a press release or disclosure with the stock exchange.

VIOLATION OF THIS POLICY

Any violation of this Policy by an employee, director or independent, contractor of the Company or any of its subsidiaries, the Managing Director & the Compliance Officer and may constitute grounds for disciplinary action including and up to termination of services This Policy shall be periodically reviewed and updated.

LIMITATION, REVIEW AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the SEBI PIT Regulations or any other legal requirement (“Applicable Law”), the provisions of Applicable Law shall prevail over this Policy. Any subsequent amendment / modification to the Applicable Law shall automatically apply to this Policy.

The Board may review and amend this Policy from time to time, as may be deemed necessary.

DISSEMINATION

The policy shall be hosted on the website of the Company
i.e. <https://www.advancetechforge.com/>

Effective Date: November 11, 2024

Date of Approval by Board of Directors: November 11, 2024