Fabtech®
Technologies Cleanrooms Ltd.
(Formerly known as Fabtech Technologies Cleanrooms Private Limited)

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

a) Preamble

The Securities and Exchange Board of India has promulgated the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**Insider Trading Regulations**") which requires the Board of Directors ("**Board**") of every Company, whose securities are listed on a stock exchange, to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information, in order to adhere to each of the principles set out in Schedule A of the Insider Trading Regulations, without diluting the provisions of the said regulations in any manner.

Accordingly, the Board of Fabtech Technologies Cleanrooms Limited, (hereinafter referred to as the "**Company**") has approved and adopted the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("**Code**").

b) Basic Guidelines

The Code has been framed and adopted by the Company in compliance with the provisions of Regulations 3, 8(1), and Schedule 'A' of the Insider Trading Regulations, as amended from time to time.

Reference to statutory provisions or regulations shall be construed as meaning and including references to any amendment or re-enactment and any amendments to any statutory provisions or regulations or clarifications applicable to the Code shall automatically be deemed to be included in the Code, without any further amendment of the Code by the Board or relevant committee of the Board.

c) Objective

The objective of this Code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company.

This code is applicable to all disclosures of Unpublished Price Sensitive Information ("**UPSI**") by the Company, its subsidiaries, associates and the companies under the same management.

d) Definitions and Interpretation

In this Code, words and expressions shall have the meaning assigned to them below:

"***Board***"	shall mean the Board of Directors of the Company;
"***Directors***"	shall mean all the members of the Board of Directors of the Company, including the Independent Directors;

"***Company***"	shall mean Fabtech Technologies Cleanrooms Limited;
"***Compliance Officer***"	shall mean an officer designated as the Compliance Officer under the Code of Internal Procedures and Conduct for Prevention of Insider Trading of the Company;
"***Material Events***"	shall mean events that a reasonable stakeholder dealing with the Company would consider important in deciding to engage and deal with the Company, its products and services and in its securities; Provided that whether any particular information could be considered Material by a reasonable stakeholder depends on specific circumstances existing at a particular point of time;
"***Material Information***"	shall mean Material Events meeting the requirements of the Disclosure Policy.
"Unpublished Price Sensitive Information" or "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- (i) financial results; (ii) dividends; (iii) change in capital structure; (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel;

e) Practice and Procedure

The following principles of fair disclosure for the purposes of "**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**" shall be strictly followed by the Company with immediate effect:

a) The Company shall promptly disclose to the public UPSI that would impact price discovery, no sooner than such credible and concrete information comes into being, in order to make such information generally available.

b) The Company shall ensure that information shared with analysts and research personnel is not UPSI.

c) The Company shall uniformly and universally disseminate UPSI to avoid selective disclosure.

d) The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all public.

e) The Company shall respond appropriately and fairly to queries on news reports and requests for verification of market rumors by regulatory authorities. The Company will endeavor to respond promptly to such requests, if any.

f) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website in order to ensure official confirmation and documentation of disclosures made.

g) The Company shall handle all UPSI on a need-to-know basis in furtherance of legitimate purpose.

h) The Company shall designate a senior officer as an Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

f) **Uniform and universal dissemination of UPSI**

When a Material event or Material Information triggers disclosure, the Company shall promptly furnish the Material Information to all stock exchanges where its securities are listed. Information published on the website of a stock exchange, would ordinarily be considered generally available information.

The information released by the Company to the stock exchanges may also be released to the press for a wider circulation. The information released by the Company to the stock exchanges may also be hosted on the Company's' website www.fabtechcleanroom.com for wider circulation.

g) **Interactions with Analysts, Investors and Research Personnel**

In order to maintain a transparent and effective two-way communication between the Company and the financial community, the management of the Company shall interact with equity research analysts, investors and other members of the investing community from time to time.

During these interactions, the Company will ensure that no UPSI is disclosed selectively to any one or group of research analysts or investors, to the disadvantage of other stakeholders. In structured communication events, the Company may make arrangements to ensure that the interactions at such events are available to the public simultaneously. This simultaneous access may be achieved by making arrangements for simultaneous audio broadcast of such interaction/ calls over the phone or internet or suitable media with due notice of such interaction. Recording of the proceedings in suitable media will be made available on the official website for a period of 1 year.

While dealing with analysts and institutional investors, the Company shall ensure that the following guidelines are followed.

i. Handling of unanticipated questions

The Company shall promptly and carefully deal with analysts' questions that raise material issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public announcement shall be made before responding.

ii. Medium of disclosure/dissemination

Disclosure and dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination. All disclosures to the stock exchanges must be made promptly. The Company shall also disclose information through the use of its dedicated Internet website www.fabtechcleanroom.com .

iii. Company's website

The Company's website www.fabtechcleanroom.com may provide a means of giving a direct access to analyst briefing material, significant background information and questions and answers.

h) **Prompt dissemination of UPSI that is disclosed selectively**

In the event of selective disclosure of UPSI, inadvertently or otherwise, the Company shall respond promptly to ensure prompt dissemination of the UPSI in terms of the Code.

The compliance officer and or chief investor relations officer shall respond promptly and fairly upon learning of the selective disclosure. In this context, rumors or media speculation (including quotes of unnamed persons) shall not be considered as selective disclosure.

i) Issue of Notice to the recipient of UPSI

Any person in receipt of UPSI 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.
(ii) 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.

j) Overseeing and coordinating disclosure

The prime responsibility for overseeing any disclosure in the Company shall be on the Compliance Officer.

a) The Compliance Officer shall be responsible for:

   a) ensuring conformity with the regulatory provisions applicable to the Company in letter and spirit;
   b) co-ordination with and reporting to the Board, recognized stock exchange(s) and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time;

   c) ensuring that the correct procedures have been followed that would result in the correctness, authenticity and comprehensiveness of the information, statements and reports filed by the Company under these regulations; and

   d) monitoring email address of grievance redressal division as designated by the Company for the purpose of registering complaints by investors.

b) The Compliance Officer shall approve the disclosure of the information in advance.

c) The Compliance Officer is designated to deal with dissemination of information and disclosure of UPSI.

k) Responding to market rumors

All the stock exchanges where the securities of the Company are listed are required to be informed well in advance of the name and address of the Compliance Officer to whom the exchanges may refer any market rumors for verification.

Such a communication to the stock exchanges may include fax number, telephone number and email id of the Compliance Officer.

On receipt of requests from any of the stock exchanges for verification of market rumors, the Compliance Officer shall ascertain the factual position and thereafter appropriately and fairly respond to such queries or requests.

At the time of making such response, the Compliance Officer may decide as to whether a public announcement is necessary for verifying or denying rumors and then make the disclosure.

If deemed necessary, the chief officer for investor relations of the Company shall make a public announcement for verifying or denying the rumors and thereafter make appropriate disclosure.

All request and queries for verifications of market rumors shall be documented as far as practical. In this

regard, the chief officer for investor relations of the Company shall request for all queries and requests be made in writing.

l) Handling of all unpublished price-sensitive information

The Company will handle all UPSI with internal personnel on a need-to-know basis and no UPSI shall be communicated to any person except for internal personnel's legitimate purposes, performance of duties or discharge of his or her legal obligations. The Company may formulate an internal guideline which shall contain appropriate procedures and processes to be followed while sharing the UPSI on a need-to-know basis.

The information filed by the Company with stock exchanges under a continuous disclosure requirement may be made available on the Company's website.

m) Digital database

The Board shall ensure that a structured digital database is maintained containing nature of UPSI and the names of such persons or entities, as the case may be, who have shared UPSI and with whom UPSI is shared under Regulation 3 of the Insider Trading Regulations along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks such as time stamping, audit trails, etc. to ensure non-tampering of the database.

n) Legitimate purpose

The UPSI can be shared as an exception by an insider for legitimate purposes as per the "Policy for determination of Legitimate Purposes" ("**Annexure A**"), provided it is not shared to evade or circumvent the prohibition under the Insider Trading Regulations.

To illustrate, procuring /sharing of information in the ordinary course of business for the purpose of consolidation of accounts would be considered as Legitimate Purpose.

o) Code of Conduct

The Company shall adhere to the prescribed standards for code of conduct framed pursuant to Regulation 9(1) and (2) read with Schedule B of the Insider Trading Regulations to regulate, monitor and report trading by insiders, designated persons and all other applicable persons and entities.

p) Restrictions on communication and trading by insiders

The Board shall require the parties to execute agreements to impose confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the Company when in possession of UPSI.

q) **Amendment**

The Board, subject to applicable laws, rules and regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new policy.

In any circumstance where the terms of this Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Code.

This Code and any subsequent amendment(s) thereto, shall be intimated promptly to the Stock Exchanges, if required, under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and / or Insider Trading Regulations and any amendment(s), re- amendment(s) or re-enactment(s) thereto.

r) General

Words and expressions used but not defined in herein, but defined in the Insider Trading Regulations, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder and any other applicable provisions, shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory amendment(s), modification(s) or re-enactment(s) thereto, as the case may be.

s) Approved and adopted

This Policy has been approved and adopted by the Board vide resolution dated July 25, 2024.

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ANNEXURE A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[*Pursuant to Regulation 3(2) and 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2019*]

A. Preface

This Policy, as a part of "**Code of Fair Disclosure**" formulated under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations 2015 ("**Insider Trading Regulations**"), will be known as "Policy for Determination of Legitimate Purposes" ("**Policy**").

This Policy is prepared in accordance with the amendment introduced by Regulation 3(2)(a) of the Insider Trading Regulations (Amendment), 2018.

B. OBJECTIVE

The objective of this Policy is to identify legitimate purposes for performance of duties or discharge of legal obligations, which will be considered as an exception for the purpose of procuring or communicating unpublished price sensitive information ("**UPSI**") relating to Fabtech Technologies Cleanrooms Limited, (hereinafter referred to as the "**Company**") or its listed securities or securities proposed to be listed, if any.

C. DEFINITIONS

"***Legitimate Purposes***"	Shall mean sharing of UPSI in the ordinary course of business by an Insider as defined in the Regulations with: 1. partner; 2. collaborators; 3. lenders; 4. customers; 5. suppliers; 6. merchant bankers; 7. legal advisors; 8. auditors; 9. insolvency Professionals; or 10. any other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations:

The information shall be shared with any person on 'need to know' basis.

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

D. Amendment

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be intimated promptly to the Stock Exchanges, if required, under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and / or Insider Trading Regulations and any amendment(s), re- amendment(s) or re-enactment(s) thereto.

E. Approved and adopted

This Policy has been approved and adopted by the Board vide resolution dated July 25, 2024.