

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Board of Directors of Bartronics India Limited (the "Company") are expected to manage their affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all the stakeholders. The Company has been committed to transparency and fairness in dealing with all the stakeholders.

1. Preface

- 1.1 SEBI on 15th January, 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 1.2 Chapter - IV of SEBI (Prohibition of Insider Trading) Regulations, 2015, Regulation 8, provides for the formulation of a "Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as "Code".)
- 1.3 The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, the Company notifies this Code.
- 1.4 This Code shall be applicable on all the Board of Directors of the Company with effect from March 28, 2023
- 1.5 Any subsequent modification and/or amendments brought about by SEBI in the aforesaid regulations shall automatically apply to this code.

2. Definitions

- 2.1 The term "legitimate purposes" shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the said Regulations.
- 2.2 'Unpublished Price Sensitive Information (UPSI)' means any information, relating to the company or its securities, directly or indirectly, that is not generally available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 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, delistings, disposals and expansion of business and such other transactions.
 - (v) changes in key managerial personnel
- 2.3 Other Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

3. Principles of Fair Disclosure:

To adhere to the principles as mentioned in Schedule A to the Regulations, Bartronics India Limited shall:

- 3.1 There shall be prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 3.2 The uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure, shall be ensured.
- 3.3 The Compliance Officer of the Company shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 3.4 There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise. It shall be ensured that such information is made generally available.
- 3.5 The Board of Directors shall ensure that appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 3.6 The Board of Directors shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- 3.7 The Board of Directors 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.
- 3.8 The Board shall ensure the handling of Unpublished price sensitive information on a need-to-know basis.
- 3.9 A structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared along with the Permanent Account Number or any other identifier authorised by law where Permanent Account Number is not available shall be maintained. Such databases shall be maintained with adequate internal controls and checks, such as time stamping and audit trail to ensure non - tampering of the database.

4. Power of Board of Directors

The Board of Directors of the company will be responsible for implementing of this Code. It reserve the right to modify this code in whole or part, at any time without assigning any reason what so ever but within the framework of the aforementioned regulation.

5. Disclosure of the Code in Public Domain

This code shall be published on the official website of the Company

Further, this code and every subsequent amendment there to, shall be promptly intimated to the stock exchange where the securities of the company are listed.