

TRANSINDIA REAL ESTATE LIMITED

(Formerly Known as Transindia Realty & Logistics Parks Limited)

CIN: U61200MH2021PLC372756

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**Code of Practices and Procedures for Fair Disclosure of
Unpublished Price Sensitive Information**

(Under sub-regulation (1) of Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations,
2015)

(Adopted on March 31, 2023)

Words and expressions used and not defined in this Code but defined in the Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations"), the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") or the Companies Act, 2013 (the "**Act**") and Rules and Regulations made thereunder shall have the meanings respectively assigned to them thereunder.

1. The Company shall promptly disclose Unpublished Price Sensitive Information ("UPSI") to the public and ensure that such UPSI is generally available to the public without any discrimination, no sooner than credible and concrete information comes into being.
2. The Company shall disseminate all UPSI on uniform basis and in a timely manner to the Stock Exchanges where its Securities are listed and on the functional website of the Company. The Company may also consider other modes of public disclosure of UPSI so as to improve investor access to the same.
3. The Directors/Employees who are privy to UPSI, shall handle the same strictly on a "Need to Know" basis i.e. UPSI shall be disclosed only to those persons within the Company who need to know the same in furtherance of the Legitimate purposes, performance of duties or discharge of his/her legal obligations.

"Legitimate purpose" shall mean and include:

- i. Sharing or disclosing 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;
- ii. Sharing or disclosing of UPSI in relation to due diligence, evaluation of strategic business opportunities, fund raising, possible business and joint venture arrangement, corporate restructuring and stake sell by promoters;
- iii. Sharing or disclosing of UPSI where such communication is in furtherance of performance of duty(ies);
- iv. Sharing or disclosing of UPSI for discharge of legal obligation(s);
- v. Sharing or disclosing of UPSI for any other genuine or reasonable purpose as may be determined by the Chief Investor Relations Officer of the Company;
- vi. Sharing or disclosing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of the Regulations.

4. Any person in receipt of UPSI pursuant to a "Legitimate purpose" shall be considered an "Insider" for purposes of the Regulations and due notice shall be given by the Company to such persons to maintain confidentiality of UPSI shared with them, in compliance with the Regulations.
5. The Board of Directors of the Company have identified and designated Chief Financial Officer of the Company, as the Chief Investor Relations Officer, who shall be responsible to ensure timely and adequate disclosure of UPSI pursuant to this Code, as required under the Regulations.

6. All disclosure/dissemination of UPSI (save and except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval and shall be made public or published on behalf of the Company only if, the same has been approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Managing Director before dissemination of such UPSI.
7. Any dissemination of UPSI on behalf of the Company without prior approval as referred to above, inadvertently or otherwise, by any Employee or Director of the Company, shall forthwith be informed to the Chief Investor Relations Officer of the Company and the Company shall promptly disseminate the same to the public to make such UPSI generally available. Any UPSI received by any Employee, directly or indirectly, shall be immediately reported to the respective Head of the Department and the Head of the Department in turn shall immediately report such UPSI to the Chief Investor Relations Officer of the Company for prompt disclosure and dissemination to the Public.
8. The Employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from regulatory authorities, stock exchanges, press, media, or from any other source to the Chief Investor Relations Officer to enable him/her to reply/address at the earliest.
9. The Directors, Officers and Employees shall provide only generally available public information to the analysts/research personnel/large investors like institutions. In case UPSI is proposed to be provided, the same shall be done with prior consultation and approval of the Chief Investor Relations Officer of the Company.
10. Reports or post transcripts of proceedings of meetings with analysts, research personnel or investor relation conferences shall be promptly available on the functional website of the Company as soon as credible and concrete information comes into being and is available by the Company.
11. In the event of any conflict between the provisions of this Code and the Listing Regulations, the Regulations or any Act or any other statutory enactments, rules, the provisions of such Listing Regulations, the Regulations or any Act or statutory enactments, rules shall prevail over this Code.
12. Any subsequent amendment/modification in the Regulations, the Listing Regulations or the Act or any other applicable laws, direction or clarification by SEBI, provision of this Code shall be read and implemented in context of such amended/modified or clarified positions.
