

SQUARE FOUR PROJECTS INDIA LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Introduction

In terms of Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”), Square Four Projects India Limited (“the Company”) has formulated and adopted a “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code of Fair Disclosure”) and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information (UPSI).

Objective of the Code of Fair Disclosures

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

Definitions

‘**Compliance Officer**’ for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary, the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

‘**Chief Investors Relations Officer**’ means Compliance Officer of the Company.

“**Unpublished Price Sensitive Information** ” shall have the meaning assigned to it under section 2(n) of the Regulations or any modification thereof.

1. The company will adhere to the following so as to ensure fair disclosure of events, occurrence and Unpublished price sensitive information that could impact price of its securities in the market:

Prompt public disclosure of Unpublished price sensitive information

Unpublished Price Sensitive Information shall be given to the Stock Exchanges and disseminated promptly on a continuous basis.

2.Uniform and Universal dissemination of unpublished price sensitive information

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

3.Legitimate Purposes

- 3.1 “Legitimate Purpose” shall include, but not limited to, 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 prohibition of these regulations. The Company Secretary & Compliance Officer of the Company may determine the other entities with whom UPSI may be shared for Legitimate Purpose.
- 3.2 No insider shall communicate, provide, or allow access to any UPSI, relating to a Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.3 No person shall procure from or cause the communication by any insider of UPSI, relating to a Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.4 Any person in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered an “insider” for purposes of these Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations.
- 3.5 All information shall be handled within the organizations on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations. The Code of Conduct shall contain norms for appropriate Chinese Walls Procedures, and processes for permitting any designated person to “cross the wall”.
- 3.6 The Company Secretary & Compliance Officer of the Company shall review the UPSI shared for Legitimate Purposes and may frame further strictures for sharing of such UPSI, like signing of Non-Disclosure Agreements/Confidentiality Agreement, to ensure use of UPSI only for legitimate purposes.

4. Overseeing and Co-ordinating disclosure

- 4.1 The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information. The Compliance Officer (i.e., Company Secretary) of the Company is designated as the Chief Investor Relations Officer and he shall be responsible for ensuring that the Company complies with the continuous disclosure requirements and dissemination of information. He shall also be responsible for overseeing & co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media.
- 4.2 Information disclosure/ dissemination may normally be approved by the Compliance Officer.
- 4.3 If information is accidentally disclosed without the prior approval of Compliance Officer, the person responsible shall inform the Compliance Officer immediately.

5. Process of disseminating information in order to make the unpublished price sensitive information generally available

Prompt disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination. The Company shall ensure that disclosure to stock exchanges is made promptly.

6. Procedures for Appropriate and fair responding to any Query on news reports and requests for verification of Market rumours by regulatory authorities

- 6.1 Replies to all queries or requests for verification of market rumours shall be sent only after obtaining the approval of the Managing Director.
- 6.2 Such replies shall be signed by the Compliance Officer. In his absence, such replies shall be signed by such other officer/ person as may have been authorized.
- 6.3 A copy of such replies shall also be sent to other stock exchanges where shares of the Company are listed.
- 6.4 The Compliance Officer shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

7. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information

The Company should follow the guidelines given hereunder while dealing with Analysts and research personnel.

- 7.1 Only Public information is to be provided to such Analysts/ Research person and Institutional Investors or any information given to Analysts/Research Person should be simultaneously made public at the earliest.
- 7.2 In order to avoid mis-quoting or mis-representing it is desired that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should preferably be recorded.
- 7.3 Company should be careful while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response should be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.
- 7.4 Whenever the Company proposes to organise meetings with investment analysts/ institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analyst meets.

8. Unpublished price sensitive information on Need-to- Know basis

- 8.1 Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e., unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 8.2 The Company shall disseminate all Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press.
- 8.3 As a good corporate practice, the Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the

Company's web-site. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same.

- 8.4 The information filed by the Company with the Stock Exchanges under the Listing Agreement may also be posted on the Company's website.

2. Timely reporting of Shareholdings/ Ownership and changes in Ownership

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchange Listing Agreements and/ or any rules/ regulations made under the Securities and Exchange Board of India Act, 1992 are made in a timely and adequate manner. The Compliance Officer shall also preserve the disclosures made to the Stock Exchanges in terms of the Listing Agreements and SEBI Regulations and shall also ensure availability of the information disseminated in the past on the official website of the Company in an archive, which can be generally accessible.

The above Code may be amended with the approval of the Board of Directors from time to time to adopt the best practices in the industry and also to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as may be applicable for the time being in force. Any amendment to the aforesaid Code shall be promptly intimated to the Stock Exchanges, wherever the Company is listed and shall be uploaded on the official website of the Company.

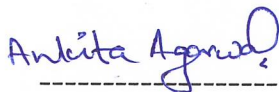
Note : Adopted by the Board vide its meeting held on August 5, 2025 superseding the earlier policy adopted on May 30, 2022.



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