



# **HIMALAYAN BIO ORGANIC FOODS LIMITED**

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

**Version: 1.0**  
**Effective Date: 14<sup>th</sup> February 2026**

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

### **A. Background**

Himalayan Bio Organic Foods Limited (the Company) follows the highest standards of transparency and fair disclosure, and ensures that all material updates / information are shared with the stakeholders - including investors, market analysts, media and other third parties - in a timely, orderly, consistent and credible manner.

As per practice, all material updates, including unpublished price sensitive information (UPSI), which are intended to be made public or require public disclosure under any law, are submitted to the stock exchanges, uploaded on the company's web-site, and if deemed necessary, informed to media by way of press release / media statement. Such material updates / UPSI are also intimated through email to those who register their email id, on the Company's web-site, in the Investor Relations Section.

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('Code') is adopted by Himalayan Bio Organic Foods Limited (the 'Company'). This Code is in compliance with Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') read with Schedule A of the Regulations. The Code also includes Policy for determination of 'legitimate purpose' in compliance with Regulation 3(2A) of the Regulations.

### **B. DEFINITIONS AND INTERPRETATIONS**

- a. **Applicable Laws:** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, or any statute, law, regulations including any modifications, and amendments thereto, listing agreement, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.
- b. **Board or Board of Directors:** Board or Board of Directors means the board of directors of the Company;
- c. **Company:** Company means **Himalayan Bio Organic Foods Limited**
- d. **"Chief Investor Relations Officer" or "CIRO"** for the purpose of this Code shall mean the Company Secretary & Compliance Officer of the Company who shall be responsible for dissemination of information and disclosure of UPSI and maintenance of necessary records.
- e. **Leak of UPSI:** Leak of UPSI shall refer to such act / circumstance(s) by virtue of which a UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in the public domain and which shall also include any purported attempt thereof.

Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

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- f. **Legitimate Purpose:** the term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Insider Trading Regulations.

Words and expressions used in this code but not defined above, shall have the same meaning as ascribed to them under applicable laws

### **C. Principles of Fair Disclosure:**

Under this Code, the Company will ensure the following Principles, in disclosing UPSI:

- a) Prompt public disclosure of all UPSI (intended to be made public, or are required to be made public as per law) that may impact price discovery, as soon as credible and concrete information comes into being, so that such information is generally available.
- b) Uniform and universal dissemination of UPSI, to avoid selective disclosure.
- c) Prompt dissemination of UPSI that gets disclosed selectively, whether inadvertently or otherwise, in the manner stated above. Rumors and media speculation (including quotes by unnamed persons) will not be considered as selective disclosure.
- d) Appropriate and fair response to queries on news reports and requests for verification of market rumors, by regulatory authorities.
- e) No UPSI is shared with Analysts, Institutional Investors, and Research Personnel.
- f) Prompt dissemination of transcriptions or recordings of proceedings of earnings calls, or similar events hosted by the Company, on its website.
- g) Handling of all UPSI on need-to-know basis and shall not be communicated by any insider to any person except for ‘legitimate purposes’.
- h) The Head-Investor Relations of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of UPSI in relation to the Company.

### **C. Legitimate Purposes:**

For the purpose of this Code, the expression ‘legitimate purpose’ shall include (but not limited to) the sharing of information by an insider in following manner:

- a) in 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 (“Relevant Persons”), provided that such sharing of UPSI has not been carried out to evade or circumvent the provisions of the PIT Regulations.
- b) during the course of performance of official duties.
- c) pursuant to a legal or regulatory obligation owed to a third party; and
- d) in compliance with the provisions of PIT Regulations or any other law for the time being in force applicable on sharing of information by an insider to any third person.

In addition to above, the Compliance Officer shall, on case to case basis, allow the sharing of information after considering the following: a) reasons for sharing of such information; b) person sharing the information does not have any ‘illegitimate’ purpose behind sharing of such information; and c) on such terms and conditions as the

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Compliance Officer deems fit.

Every Designated Person sharing the information for 'legitimate purposes' pursuant of the provisions of this Code shall also observe the provisions of the Insider Trade Code with respect to the sharing of such information for 'legitimate purposes'.

**D. Website:**

The Company will maintain a functional and updated website containing complete details, including information about its various businesses, products and services, financial information, quarterly and annual results, annual reports, management and ownership structure, investor presentations, press releases, stock exchanges submissions, shareholders communications, contact details, etc., for universal disclosure of UPSI.

**E. Amendment:**

The Code can be modified at any time by the Board of Directors of the Company, or by the Company Secretary to reflect any changes / amendments / clarifications notified by SEBI, subject to ratification of such amendment by the Board, in its next meeting.

Any change in the governing laws affecting the change in period of preservation of documents & records shall prevail over this Policy.

**F. Disclosure:**

The Code will be published on the website of the Company. Further, this Code and any subsequent amendment or modification made thereto shall be promptly intimated to the stock exchange where the securities of the Company are listed