

LGB FORGE LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Framed under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

In consonance with the principles of fair disclosure specified in SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended), (hereinafter referred to as "Insider Trading Regulations") the Company would adhere to following practice and procedure for fair disclosure in respect of Unpublished Price Sensitive Information (UPSI) relating to the Company and/or its securities.

1. The Company shall promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being and as soon as the information or the decisions are validated by the Board of Directors of the Company to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and upload such information on the Company's official website in order to make such information generally available to investors and members of the Company.
2. The Company shall make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure by making simultaneous disclosure to NSE and BSE and also at the website of the Company.
3. The Company Secretary is designated as Chief Investor Relations Officer to take all required action for dissemination of information and disclosure of Unpublished Price Sensitive Information indiscriminately.
4. In case of selective disclosure of unpublished price sensitive information inadvertently or otherwise, the Company shall make prompt dissemination of such unpublished price sensitive information to ensure that such information is generally available.
5. Chief Investor Relations Officer shall provide appropriate assistance and fair response to queries raised by regulatory authorities on news reports and requests for verification of market rumors.
6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company shall take reasonable steps to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences, if held, are generally available by uploading such transcripts and records available to the Company on the official website to ensure official confirmation and documentation of disclosures made.

8. 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 who need the information by virtue of statutory requirement, contractual obligation to discharge their duties/obligations, etc. in the interest of the Company.

DETERMINATION OF “LEGITIMATE PURPOSES”

1. Legitimate Purposes shall mean, sharing of Unpublished Price Sensitive Information (UPSI) in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, professionals, or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
2. Unpublished Price Sensitive Information 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 of the Company and shall, ordinarily include but not restricted to, information relating to the following:
 - a. Periodic Financial Results (quarterly, half-yearly and annual)
 - b. Proposals for declaration of dividends (interim or final)
 - c. Proposals for change in capital structure
 - d. Proposals for merger, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions
 - e. Changes in Key Managerial Personnel
3. In compliance with Regulation 3(2A) of the SEBI (PIT) Regulations, 2015, the following shall be construed as Legitimate Purpose for sharing of unpublished price sensitive information in the ordinary course of business:
 - a. Sharing of information by an insider with the business partners, collaborators, lenders including Banks and financial institutions, customers and suppliers.
 - b. Sharing of information on need to know basis with Merchant Bankers, Legal Advisors, Auditors, Insolvency Professionals or other Advisors and Consultants.
 - c. Sharing of Information by an Insider with any other person in the organization as well as to an outsider shall also be covered while determining the Legitimate Purpose.
 - d. All the UPSI with outsider shall be shared only upon prior approval by the Chief Investor Relations Officer.
 - e. The sharing of information shall not be in contravention of or to evade or circumvent the prohibitions of the SEBI (PIT) Regulations, 2015.
4. Any person who is in receipt of the UPSI pursuant to a “legitimate purpose” shall be considered as an “insider” for the purpose of the SEBI (PIT) Regulations, 2015 and Chief Investor Relations Officer / Compliance Officer shall give due notice to such person to maintain confidentiality of

such UPSI in compliance with the SEBI (PIT) Regulations, 2015. Any person who receives UPSI shall be deemed to have received notice from the Company that he shall keep information so received confidential and use them.

5. A structured digital database shall be maintained containing the nature of UPSI and the names of such persons or entities, as the case may be, with whom UPSI is shared under the 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 and audit trails to ensure non-tampering of the database.
6. Such structured digital database should be preserved for a period of not less than eight years after completion of the relevant transaction and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant structured digital database shall be preserved till the completion of such proceedings.
7. Once in every year, an undertaking has to be submitted by every Designated Employee for affirming to comply with the Code. The aforesaid consent or undertaking shall be in line with “**Annexure A**” attached herewith. Annual consent / undertaking must be provided by the Designated Employees within 15 days from the end of the financial year.

(The amendments to this Code has been approved by the Board of Directors, at their meeting held on May 22, 2024 and the same has been made effective from that date).

Declaration of Compliance with Code of Conduct

To

The Compliance Officer
LGB Forge Limited
6/16/13, Krishnarayapuram Road,
Ganapathy Post,
Coimbatore – 641 006.

Sub: Declaration of Compliance with Code of Conduct of the Company.

Dear Sir / Madam,

I, _____, being the Designated Employee of the Company, hereby confirm the compliance with Code of Conduct adopted by the Board of Directors of the Company and the Code of Practices and Procedures for fair disclosure of unpublished price sensitive information for the financial year _____.

Signature :

Name :

Designation :

Place:

Date: