

NORTHERN SPIRITS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

Preamble:

In terms of Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”), Northern Spirits Limited (“the Company”) has formulated and adopted a “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code of Fair Disclosure”).

The aforesaid Code of fair Disclosure is required to be amended pursuant to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“the Regulations”). Accordingly, the Board of Directors of the Company amended the existing code of Fair Disclosure.

This Code of Fair Disclosure shall come into effect from April 1, 2019.

Terms and definitions:

(a) “Unpublished Price Sensitive Information (UPSI)” shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally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:

- financial results;
- dividends;
- change in capital structure;
- Mergers, de-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
- Changes in key managerial personnel.

(b) "Legitimate Purpose" shall mean 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 these regulations.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the Regulations or 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.

Principles of fair Disclosure

To adhere to the principles as mentioned in Schedule A to the Regulations, the Company shall ensure the following:

Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.

Uniformly and universally disseminate in a timely manner the UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website (if required);

(Note: Under certain circumstances, the Company may keep material information as stipulated under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 confidential for a limited period because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third party confidentiality restrictions or uncertainty of event. The CEO / CFO of the Company shall determine when to disclose such material information).

Disclose press releases (only if applicable to Company) issued by it from time to time which are considered to be important for the general public besides putting the same on Company's website (if required);

Put on Company's website (if required) financial results and all investor presentations pertaining to such financial results for reference of the general public.

Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the Chief Investor Relations Officer (CIRO) or by the Chief Financial Officer (CFO) of the Company.

Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

Provide appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities such as Stock Exchanges, etc.

Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

(Note: The Company shall not comment on every market rumor. If Stock Exchange requests, the Company shall submit its response to the market rumor.)

Ensure that information shared with analysts and research personnel is not UPSI.

The Company communicates with its Institutional shareholders through meetings with analysts and discussions between fund managers and Management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminative basis. Details relating to performance and financial results are disseminated to the shareholders and uploaded on the Company's website (if required).

Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purpose, performance of duties or discharge of legal obligations in relation to the Company.

The Company Secretary / Compliance Officer of the Company shall act as the "Chief Investor Relation Officer (CIRO)" to deal with dissemination of information and disclosure of UPSI. The CIRO may be contacted by e-mail at: info@northernspirit.in

Policy for determination of legitimate purpose:

The "Policy for determination of Legitimate Purpose" is enclosed herewith as Annexure.

Amendment:

Any subsequent modification / amendment to the Regulations shall automatically apply to this Code.

Annexure

Policy for determination of legitimate purpose

[Pursuant to Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

Preamble:

The Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“PIT Amendment Regulations”) has mandated every listed Company to formulate "Policy for Determination of Legitimate Purpose" hereinafter referred to as the "Policy", as a part of Fair Disclosure Code.

Objective:

The objective of this policy is to identify ‘Legitimate Purpose’ for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring UPSI relating to the Company.

Sharing of upsi for legitimate purpose:

UPSI shall be provided only when needed for legitimate purpose, performance of duties or discharge of legal obligations. All insiders shall adhere to the conditions of strict confidentiality and shall not share any UPSI except for the aforesaid purpose.

Digital database of recipient of upsi:

A structured digital database shall be maintained, containing the names of such persons or entities as the case may be with whom information 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.

Amendment:

Any subsequent modification / amendment to the Regulations shall automatically apply to this Policy.