

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED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

*(In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,
2015)*

1. Short title, Applicability and Commencement

Shankara Buildpro Limited (the "Company"), adopts this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure") as amended and approved by the Board of Directors' at its meeting held on September 12, 2025, in compliance with the requirement under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations").

This Code of Fair Disclosure shall apply to disclosure of UPSI by the Company.

2. Purpose

The Regulations require every listed company to formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information, and maintain minimum standards set out in the Regulations.

Accordingly, the Company has formulated this Code of Fair Disclosure as a framework to ensure timely and adequate disclosure of Unpublished Price Sensitive Information as defined in Regulation 2(n) of the Regulations ("Unpublished Price Sensitive Information" or "UPSI").

3. Definitions

Capitalized terms used but not defined herein shall have the same meaning as assigned thereto in the SEBI Insider Regulations, 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 rules and regulations made thereunder or any other applicable laws or regulations, as the case may be.

"**Act**" means the Securities Exchange Board of India Act, 1992 (15 of 1992).

"**Board**" means Board of Directors of the Company.

"**CFO**" means Chief Financial Officer as defined in Section 2(19) of the Companies Act, 2013.

"**Company Secretary**" means the company secretary of the Company appointed in terms of the Resolution passed by the Board of the Company in compliance of the provisions of the Companies Act, 2013.

"**Company**" shall mean Shankara Buildpro Limited

"**Compliance Officer**" means Company Secretary of the Company or any other senior officer, designated so from time to time and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in Regulations under the overall supervision of the Board of the Company.

"**Managing Director**" means managing director as defined in Section 2(54) of the Companies Act, 2013.

"Officer" includes any director, manager or key managerial personnel or any person in accordance with whose direction or instructions the board of director or anyone or more of the directors is/are accustomed to act.

"Regulations" shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

"SEBI" means the Securities and Exchange Board of India.

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof, except units of a mutual fund.

4. OVERSEEING AND CO-COORDINATING DISCLOSURE

4.1 The Compliance Officer will oversee the corporate disclosures and is designated by the Board for the dissemination and disclosure of Unpublished Price Sensitive Information to the stock exchanges on which the securities of the Company are listed.

4.2 The responsibilities of the Compliance Officer shall include overseeing and co-ordinating the disclosure of price sensitive information to stock exchanges, analysts, shareholders and the media. Routine disclosures to the stock exchanges shall continue to be made by designated officers who have responsibility for making such disclosures.

4.3 Any disclosure / dissemination of Unpublished Price Sensitive Information (unless mandated by the Regulations or the Code of Conduct) on behalf of the Company shall be first approved by the Compliance Officer. In the case of doubt as to whether any information is Unpublished Price Sensitive Information or not, the same shall be referred to Compliance Officer.

4.5 In the event of disclosure / dissemination of Unpublished Price Sensitive Information by a Designated Person without the approval of the Chief Investor Relations Officer, such Designated Person shall inform the Compliance Officer about such disclosure / dissemination as soon as possible.

4.6 All Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within and outside the Company who need to know such Unpublished Price Sensitive Information to discharge their duty and whose possession of such unpublished price sensitive information will not give rise to a conflict of interest or appearance of misuse thereof.

5. RESPONDING TO MARKET RUMOURS

5.1 Any query or request for verification of market rumours received from stock exchanges, the press, the media or any other source received by a Designated Person shall ordinarily be directed to the Compliance Officer. The Compliance Officer shall in turn upon consultation with the Compliance Officer and the relevant Designated Person, respond to the same. In the event that a Chief Investor Relations Officer has not been appointed the Compliance Officer shall consult with the Board in this regard.

1.1 If deemed necessary by the Compliance Officer, the Chief Investor Relations Officer shall make a public announcement for verifying or denying the rumours and thereafter make appropriate disclosures.

1.2 All requests and queries for verifications of market rumours shall be documented as far as practicable. In this regard, the Chief Investor Relations Officer shall request for all queries and requests be made in writing.

2. DISCLOSURE/DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS

2.1 The Chief Investor Relations Officer shall to the extent possible, be invited to the meetings and conferences with analysts and institutional investors, organized by the Company .

2.2 All Designated Persons shall adhere to the following guidelines while dealing with analysts and institutional investors:

2.2.1 **Sharing of non-public information:** Investors and analysts should only be given access to generally available information. Designated Persons shall ensure that no Unpublished Price Sensitive Information is shared with analysts and research personnel. However, in the event that any information that is not generally available is provided to an institutional investor, analyst or researcher then the Company shall ensure that such information is simultaneously made available to the public as well. In any event, disclosure of any information that is not generally available information (irrespective whether such information is price sensitive or not) shall only be made with the prior approval of the Chief Investor Relations Officer.

2.2.2 **Handling of unanticipated questions:** Designated Persons shall take extra care and caution while dealing with unanticipated questions during meetings with analysts, brokers, researchers and / or institutional investors. Unanticipated questions should be noted and only be given considered responses (which have been approved by the Compliance Officer). If responding to such unanticipated questions requires dissemination of Unpublished Price Sensitive Information, then the Chief Investor Relations Officer shall first disseminate such Unpublished Price Sensitive Information to the public and only subsequently respond to such unanticipated question.

2.2.3 **Simultaneous release of information:** In the event that the Company proposes to organise meetings with analysts, brokers, researchers and / or institutional investors, the Chief Investor Relations Officer shall to the extent possible ensure that all such meetings are webcasted on the website of the Company . In the event that webcasting of meetings referred to above is not possible, the Chief Investor Relations Officer shall ensure that the Company makes a press release, post relevant information on the website of the Company , or release relevant information or through any other effective medium.

3. MEDIUM OF DISCLOSURE / DISSEMINATION

3.1 All material disclosures made by the Company to stock exchanges shall be updated and maintained on its website i.e., www.shankarabuildpro.com.

Date: September 25, 2025