
**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED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

(Regulation 8(1) and 3(2A) of Securities & Exchange Board of India (Prohibition of Insider Trading Regulations), 2015)

A. INTRODUCTION

The Securities and Exchange Board of India had promulgated the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “**SEBI PIT Regulations**”) on January 15, 2015. As per Regulation 8 read with Schedule A of the SEBI PIT Regulations, every listed company is required to frame a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the “**Code**”) in order to make ‘Unpublished Price Sensitive Information’ (hereinafter referred to as “**UPSI**”) generally available.

The objective of this Code is to lay down the principles and practices to be followed by Sai Infinium Limited (the “**Company**”) pertaining to disclosure of UPSI.

The following Code was adopted by the Board of Directors (“**Board**”) of the Company, at its meeting held on April 04,2026 and the code is effective from April 04,2026.

B. APPLICABILITY

This Code shall apply in relation to disclosure of UPSI as given under Annexure I by the Company. The scope, exception as given in SEBI PIT Regulations shall be applicable for the purpose of this Code as well.

C. DEFINITIONS

“**Chief Investor Relations Officer**” or “**CIRO**” means such senior officer of the Company appointed by the Board to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner.

“**Insider**” means any person who is

- a. a Connected Person; or
- b. in possession of or having access to unpublished price sensitive information;

“**Unpublished Price Sensitive Information**” (UPSI) means any information, relating to a company or its securities, directly or indirectly, that is not generally available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, acquisitions, delisting, disposals, and expansion of business and such other transactions; and
 - Changes in key managerial personnel.
- It is clarified that UPSI is not restricted to information regarding the events mentioned above and may include direct or indirect information relating to the Company or its securities.

“**Generally Available Information**” means information that is accessible to the public on a non-discriminatory basis. Information relating to the Company published on the website of stock exchanges or the Company’s website shall ordinarily be considered as Generally Available Information.

"Compliance Officer" means any senior officer designated by Board of Directors for ensuring compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015. Unless the Board designates any personnel as compliance officer, the chief financial officer shall be deemed to be the Compliance Officer.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable regulations.

D. SHARING OF UPSI FOR LEGITIMATE PURPOSE (refer the Policy for determining Legitimate purpose as given in **Annexure I**)

E. UNPUBLISHED PRICE SENSITIVE INFORMATION

- a. The Company shall promptly disclose UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b. The UPSI shall be uniform and universally disseminated and due care will be taken to avoid selective disclosure.
- c. In case if the UPSI that gets disclosed selectively, inadvertently or otherwise, prompt steps shall be taken to make such information generally available. Further, if any employee becomes aware that there has been any inadvertent disclosure of UPSI, he or she should immediately contact the Company Secretary/Compliance Officer of the Company, who shall immediately take appropriate steps.

F. FUNCTIONS OF CHIEF INVESTORS RELATIONS OFFICER

The Company has appointed the Chief Investor Relations Officer (“**CIRO**”), who shall be responsible for, and deal with, the dissemination of information and disclosure of UPSI.

The Chief Investor Relations Officer shall be responsible for dissemination of information to the stock exchange(s) and on the website of the Company when it becomes concrete and credible in such format as may be prescribed by SEBI under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) or SEBI PIT Regulations or any other regulations from time to time.

During the calls with analysts or institutional investors, if any information which is in the nature of UPSI gets leaked, then to make disclosure of such UPSI to the stock exchange(s) where the securities of the Company are listed promptly.

G. DISCLOSURE POLICY

The Company shall ensure:

- a. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b. Uniform and universal dissemination of UPSI to avoid selective disclosure.

- c. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of UPSI.
- d. If an insider 'selectively' discloses any UPSI to any person including the selected group of persons then prompt disclosure of such information shall have to be made by the Chief Investor Relations Officers to the public. Such disclosure must be made not later than 48 hours after the Chief Investor Relations Officer learns that communication of such UPSI has taken place.
- e. That information shared with analysts and research personnel is not UPSI.
- f. To develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conference on the official website to ensure official confirmation and documentation of disclosures made.
- g. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- h. Handling of all UPSI on a need-to-know basis.

H. THIRD PARTY DEALINGS

The Company shall ensure that any information shared with analysts and research personnel is not UPSI and is generally available.

In order to avoid misrepresentation or misquoting, an endeavour shall be made that at least two representatives of the Company are present in the meetings or conference calls with analysts, brokers or institutional investors.

The presentation and audio/video recordings shall be promptly made available on the website and also be disseminated to the stock exchange(s) and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier.

The transcript of such calls shall be made available on the website and also be disseminated to the stock exchange(s) within five working days of the conclusion of such calls.

The Company shall ensure due care while dealing with analysts' questions that raises issues outside the intended scope of discussion. Unanticipated questions should be taken on notice and a considered response shall be given later. If the answer includes price sensitive information, information should be disclosed only after consulting the CIRO and taking necessary action, if any, in compliance with SEBI PIT Regulations.

I. RESPONSE TO MARKET RUMOURS AND QUERIES

The CIRO shall provide an appropriate and fair response to queries in relation to UPSI, including any news reports. Provisions of SEBI LODR Regulations, 2015 shall be followed on market rumours. In case a query/request has been received from any stock exchange, a copy of such reply shall be sent to other stock exchange(s) also, where securities of the Company are listed, if any. The CIRO shall also be responsible for deciding, in consultation with the Chairman and Managing Director, if deemed necessary, as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures.

J. NEED TO KNOW HANDLING OF UPSI

The Company shall handle UPSI only on a need-to-know basis. UPSI shall be provided only when needed for legitimate purposes, performance of duties, or discharge of legal obligations.

K. DISSEMINATION

- a. The CIRO, with approval of the Chairman and Managing Director, shall disseminate all UPSI on a continuous and in timely manner to stock exchanges where securities of the Company are listed and thereafter to the press.
- b. As a good corporate practice, the UPSI disclosed to the stock exchanges and to the press may also be supplemented by prompt updates on the Company's website by the CIRO. The Company may also consider other modes of public disclosure of UPSI so as to improve investor access to the same.
- c. The CIRO shall mark a copy of the press release to the corporate coordination division simultaneously for supplementing the same on the Company's website viz **www.bandhanglobal.com**

L. AMENDMENT

Any amendment to this Code shall be approved by the Board of the Company.

Approved in the meeting dated April 04,2026

ANNEXURE 1

POLICY FOR DETERMINING LEGITIMATE PURPOSE (Regulation 3(2A) of SEBI (Prohibition of Insider Trading Regulations), 2015)

A. INTRODUCTION

This “Policy for determining Legitimate purpose” is framed under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 (“**SEBI PIT Regulations**”) and approved by the Board of Sai Infinium Limited (the “**Company**”), effective from April 04,2026

B. LEGITIMATE PURPOSE

“**Legitimate Purpose**” shall include sharing Unpublished Price Sensitive Information (“**UPSI**”) in the ordinary course of business on a need to know basis, with Company’s partners, collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals, practicing company secretaries, registered valuers or other advisors, service providers or consultants, provided that such sharing has not been carried out in view to evade or circumvent the prohibitions of the SEBI PIT Regulations.

Whether the sharing of UPSI for a particular instance tantamount to ‘*legitimate purpose*’ would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing the UPSI:

- a. whether the sharing of such UPSI is in the ordinary course of business of the company;
- b. whether sharing of such UPSI is in the interests of the Company or in furtherance of a genuine commercial purpose, and
- c. whether the nature of UPSI being shared is commensurate with the purpose for which access is sought to be provided to the recipient.
- d. Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- e. Sharing of UPSI where such communication is in furtherance of performance of duty(ies).
- f. Sharing of UPSI for discharge of legal obligation(s).
- g. Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CIO of the Company.
- h. Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an insider for the purpose of the SEBI PIT Regulations and due notice shall be given to such person which would inter-alia include the following:

- a. The Information shared is in the nature of UPSI; confidentiality of such UPSI must be maintained, and such UPSI must not be disclosed by the recipient in any manner except in compliance with the SEBI PIT Regulations.
- b. The recipient must not trade in securities of the Company while in possession of UPSI.

C. DIGITAL DATABASE

(i) The Board of Directors or head of the organization shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons or entities, who have shared the information and the name with whom UPSI is shared 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, audit trails, etc. to ensure non-tampering of the database.

(ii) The board of directors or head(s) of the organization of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

D. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an insider and due notice shall be given to such person which would inter alia include the following: -

a) The information shared is in the nature of unpublished price sensitive information, confidentiality of such unpublished price sensitive information must be maintained, and such unpublished price sensitive information must not be disclosed by the recipient in any manner except in compliance with the SEBI (Prohibition of Insider Trading), Regulations, 2015.

b) The Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties

shall keep information so received confidential and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

c) An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan and in compliance with Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

E. CODE OF CONDUCT

The compliance officer shall follow the minimum code of conduct as provided in Schedule B of the said regulations to regulate, monitor and report trading by designated persons.

F. LEAKAGE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

If it is found/suspected that the unpublished price sensitive information has been leaked by any insider or becoming aware of leak/suspected leak or actual content of unpublished price sensitive information through any source, the Company shall set up an inquiry in the matter.

The Compliance Officer shall promptly bring it to the notice of Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors of the Company about the leakage/suspected leakage/becoming aware of unpublished price sensitive information.

The Company may seek assistance of external consultant/investigator to enquire into the matter. Upon the outcome of the enquiry, the Compliance Officer shall inform the Board of Directors promptly the results of such inquiries and the Company may take appropriate action as directed by the Audit Committee/Board of Directors.

Simultaneously, the Compliance Officer shall inform to stock exchange where the securities are listed promptly of such leaks, relevant inquiries and results of such inquiries.

G. DISCLOSURES

a) The disclosures to be made by any person under Chapter III of SEBI (Prohibition of Insider Trading) Regulations, 2015 shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

b) Initial Disclosures- Every person on appointment as key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

c) Continual Disclosures- Every promoter member of the promoter group designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.

d) The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

e) Disclosures by other connected person- Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with the regulations.

M. AMENDMENT

Any amendment to this Code shall be approved by the Board of the Company.

*Approved in the meeting dated **April 04,2026***