CONTINENTAL CONTROLS LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

❖ INTRODUCTION

To put in place a framework for Prohibition of Insider Trading in securities and to strengthen the legal framework relating thereto, the Securities and Exchange Board of India ("SEBI") has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations"). to protect the interests of stakeholders and to avoid the misuse of the Unpublished Price Sensitive Information in the day to day business affairs.

In terms of Regulation 8(1) of Insider Trading Regulations, the Board of Directors of listed companies are required to formulate and publish on their official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to the Insider Trading Regulations.

The Board of Directors of Continental Controls Limited has formulated the Fair Disclosure Code and approved the same at its meeting held on April 12, 2025

❖ EFFECTIVE DATE

The Policy shall come into force with effect from April 12, 2025.

❖ DEFINITIONS

"Board" shall mean the Board of Directors of the Company.

"Company", "This shall mean Continental Controls Limited

"**Chief Investors Relations Officer**" means Company Secretary and Compliance Officer of the company

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for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified under the Insider Trading Regulations under the overall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

"**Generally available Information**" means information that is accessible to the public on a non-discriminatory basis.

"Insider Trading Regulations" means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

"**Legitimate Purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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."

"Stock Exchange" shall mean a Recognised Stock Exchange on which the securities of the company are listed.

"Unpublished Price Sensitive Information" or "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:

a) Periodical financial results of the Company;

b) Intended declaration of dividends (both interim and final);

c) Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;

d) Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement, Takeovers, or such other transaction;

e) Disposal, spin off or selling division of whole or substantially whole of the undertaking;

f) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;

g) Changes in Key Managerial Personnel; &

h) Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

All terms used but not defined herein shall have the meaning ascribed to such term under the Insider Trading Regulations. In case of any discrepancy between the Insider Trading Regulations and the terms defined herein, the meaning as ascribed under the Insider Trading Regulations, shall prevail.

❖ OBJECTIVE

Continental Controls Limited, endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information.

Accordingly, this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("this Code") has been formulated with a view to maintain uniformity, transparency and fairness in dealing with all stakeholders and to ensure timely, fair and adequate disclosure of unpublished price sensitive information to the investors community by the Company to enable them to take informed investment decisions with regard to the Company's securities.

❖ Scope

1. The company endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the Regulations, company has adopted this Fair Disclosure Code.
2. This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
3. The company is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

❖ PRINCIPLES OF FAIR DISCLOSURE

To adhere to the principles as mentioned in Schedule A to the Regulations, Continental Controls Limited shall

1. 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.

2. (a) Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website,
(b) Disclose press releases 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,
(c) Put on Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public

3. 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

4. Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available
5. Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, etc

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

6. Ensure that information shared with analysts and research personnel is not UPSI
7. 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 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 analysts are based on generally available information that is accessible to the public on a non-discriminative basis. Details relating to quarterly performance and financial results are disseminated to the shareholders through the press releases and uploaded on the Company's website.
8. 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. The "Policy for determination of "legitimate purposes" is as below:

   For determining legitimate purposes, the below mentioned policy shall be adhered to:
   a) UPSI can be shared only on a need-to-know basis and for legitimate purposes and not to evade or circumvent the prohibitions of the Regulations.
   b) UPSI can be shared in the ordinary course of business only if the same is necessary to be shared in order to complete any task/activity/ deal including any other assignment for furtherance of the business interests of the company
   c) Subject to conditions prescribed in (a) and (b) above, UPSI can be shared with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc in respect of proposed assignment or in order to avail professional services from them or other business purposes, as the case may be UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal obligations.

   Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the Regulations.

9. The Board of Directors of Continental Controls Limited has appointed a CIRO who will be reporting to the CFO of the Company to deal with dissemination of information and disclosure of UPSI. The CIRO may be contacted by e-mail at: compliance@continentalcontrol.in
10. The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.

❖ DISCLOSURES

This Code and any amendment thereof will be published on the Company's official website and formulation and publication of the same shall be confirmed to the Stock Exchange(s) where the securities of the Company are listed.

❖ POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and

regulatory authorities are not consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

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