



Date: May 23, 2025

To, <b>The Secretary, BSE Limited,</b> P.J. Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 539542	To, <b>The Secretary, National Stock Exchange of India Ltd.,</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandera (E), Mumbai – 400 051 Symbol: LUXIND
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Dear Sir,

**Sub: Intimation under Regulation 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulation”)**

In compliance with the requirements of Regulation 8(2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, this is to inform you that the Board of Directors of the Company has reviewed and amended “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” which will be effective from 23rd May, 2025, a copy of the same is enclosed herewith for your record.

We request you take the same on your record.

Thanking You

Yours faithfully,  
*for LUX INDUSTRIES LIMITED*

**Smita Mishra**  
*(Company Secretary & Compliance Officer)*  
M. No: A26489

*Enclosed – as stated above*

**LUX INDUSTRIES LIMITED**

# LUX INDUSTRIES LIMITED

## Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information (UPSI)

<b>Approving Authority:</b>	<b>Board of Directors of Lux Industries Limited</b>
<b>Original Issue Date:</b>	<b>11.05.2015</b>
<b>Date of Revision(s):</b>	<b>23.05.2025, 09.08.2022, 12.02.2019 and 20.01.2018</b>
<b>Version No.:</b>	<b>5.0</b>

### **1. Background:**

The Code is formulated pursuant to Regulation 8 (1) read with Schedule A to SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) covering the practices and procedures for fair disclosure of unpublished price sensitive information in relation to Lux Industries Limited (The Company).

### **2. Scope and purpose:**

The purpose of this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information (UPSI) ('Code') is to provide the procedure to be followed and matters to be ensured at the time of disclosure of events/ information in the nature of UPSI as the same could potentially impact the price of the listed securities of the Company in the market.

### **3. Applicability:**

The Code is being adopted in line with the principles set out in Schedule A of PIT regulations, as approved by the Board of Directors of the Company shall be applicable and binding on all Directors/Employees of the Company dealing with disclosures of events/ information in the nature of UPSI.

### **4. Definitions**

#### **a. Unpublished Price Sensitive Information (UPSI):**

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:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business ,award or termination of order/contracts not in the normal course of business and such other transactions;
- (v) changes in key managerial personnel [other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;];

## LUX INDUSTRIES LIMITED

- (vi) change in Rating(s) other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit (by whatever name called) by company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
- (xvii) such other matters as may be specified under the SEBI regulations or decided by the Company from time to time.

### **b. Generally available information:**

Generally available information means information relating to Company or securities that is accessible to the public on a non-discriminatory basis.

Terms not defined hereunder shall carry the same meaning as in the PIT Regulations as amended from time to time.

### **c. Legitimate Purpose:**

The term “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, 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.

# LUX INDUSTRIES LIMITED

## 5. Chief Investor Relations Officer

The Company Secretary of the Company shall serve as the ‘**Chief Investor Relations Officer**’ (CIRO) for the purposes of this Code to deal with dissemination of information and disclosure of UPSI.

## 6. Sharing of UPSI for legitimate purpose

(i) UPSI is in the nature of information relating to the Company or securities, directly or indirectly, of precise nature that can have an impact on the prices of the securities of the Company if made public.

(ii) Till the UPSI becomes a generally available information, UPSI can be shared only on a need-to-know basis and for legitimate purpose as provided hereunder and not to evade or circumvent the prohibitions of the Regulations:

- a. Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment in relation to UPSI;
- b. Sharing of relevant UPSI with intermediaries/ fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI;
- c. Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations. Whether this information is required to be shared? Why the information is required by the recipient? Response to the two queries shall be well recorded by the concerned Designated Person sharing the UPSI and shall be forwarded to the Compliance Officer.
- d. Any other disclosure specifically permitted under PIT Regulations
- e. Provided that sharing of UPSI shall not be carried out to evade or circumvent the provisions of the PIT Regulations.

(iii) Before sharing of the UPSI, the concerned Designated Person shall comply with the requirements in relation to circumstances and procedure for bringing people ‘inside’ as provided in Code to Regulate, Monitor and Report Trading by Insiders.

## 7. Principles of Fair Disclosure

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available
  - The Company shall promptly make public disclosure of UPSI once credible and concrete information is available to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

## LUX INDUSTRIES LIMITED

- To ensure equality of access to information and public dissemination of the said information on a non-discriminatory basis, the Company shall ensure uniform and universal disclosure of UPSI through the Stock exchange(s).
3. Designation of a senior officer as a CIRO to deal with dissemination of information and disclosure of unpublished price sensitive information.
    - The Company will make prompt Dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, in any forum in India or abroad, to make such information generally available. The CIRO shall be promptly informed of any such inadvertent or unintentional selective disclosure who in consultation with the Chairman & Managing Director shall take appropriate steps;
  4. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
    - All the requests/ queries received shall be documented and as far as practicable the CIRO shall request for such queries/requests in writing. The CIRO/ Compliance Officer in consultation with the Chairman & Managing Director shall respond appropriately. Where the situation so warrants.
  5. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
    - The Company shall ensure that any information shared, with analysts and/or research personnel or at any investor relation conference(s), is not an UPSI. The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion. The unanticipated questions shall be tackled carefully. "In the event of any doubt about the unpublished nature of any information, the same may be kept in abeyance until determination of the status thereof in consultation with the CIRO as well as Chairman and Managing Director.
  6. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
    - The Company will make available transcripts or records of proceedings, if any, of meetings or concall with analysts or at other investor relations conference(s) on the website of the Company to ensure official confirmation and documentation of disclosures made.
  7. Handling of all unpublished price sensitive information on a need-to-know basis.

## **LUX INDUSTRIES LIMITED**

Any information that may be potentially construed or classified as UPSI would be dealt with by the Directors and Employees of the Company only on a 'need to know' basis.

### **8. Manner of Disclosure**

Information of any UPSI intended to be made generally available shall be brought to the notice of the Managing Director & Chairman. The CISO /Compliance officer in consultation with the Chairman & Managing Director determine the content and timing of disclosure and accordingly, disclose to the stock exchanges. The UPSI disclosed to the stock exchanges and to the Press may also be supplemented by prompt updates on the Company's website.

### **9. Amendment to this Code**

The Board of Directors are authorized to make such alterations as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations. In case of any inconsistency between the provisions of the PIT Regulations and the contents of this Code due to any amendment, the provisions under the PIT Regulations shall supersede and be applicable till the actual amendment is carried out in this Code. Further, every amendment to this code shall be promptly intimated to stock exchanges where the securities are listed. This Code shall be hosted on the website of the Company.