

Date: May 15, 2026

To
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400051

Symbol: PROV

Dear Sir/Ma'am,

Subject: Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information- Intimation under Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

We hereby inform you that, based on the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held today i.e. May 15, 2026, have, inter-alia, approved certain amendments to the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as "Code") to align the Code with the amendments in SEBI (Prohibition of Insider Trading) Regulations, 2015.

Accordingly, in compliance with Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, the amended Code is enclosed for your records. This intimation is also being hosted on the website of the Company at: <https://www.proventusagro.com/>.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Proventus Agrocom Limited

Durga Prasad Jhawar
Managing Director and CEO
DIN: 02005091

Proventus Agrocom Limited

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

Version	Date	Notes
1.0	March 21, 2023	First version of the document
2.0	March 05, 2025	To align with amendments in SEBI PIT Regulations 2015 dated December 04, 2024.
3.0	May 15, 2026	To align with amendments in SEBI PIT Regulations 2015 dated June 10, 2025

1. This Code shall come into force from March 21, 2023.

2. Definitions:

For the purpose of this code the following terms shall have the meanings assigned to them hereunder:

i.	"Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
ii.	"Code" or "this Code" shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;
iii.	"Company" or "the Company" means Proventus Agrocom Limited;
iv.	"Generally Available Information" means information that is accessible to the public on a non-discriminatory basis, such as information published on the website of the stock exchanges. "Generally Available" with respect to information shall be construed accordingly and shall not include unverified event or information reported in print or electronic media;
v.	"Insider Trading Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
vi.	"Unpublished Price Sensitive Information" or "UPSI" means any information, relating to the 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 of the Company and shall, ordinarily include but not restricted to, information relating to the following: (a) financial results; (b) dividends; (c) change in capital structure; (d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions; (e) changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor. (f) change in rating(s), other than ESG rating(s); (g) fund raising proposed to be undertaken; (h) agreements, by whatever name called, which may impact the management or control of the company; (i) 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; (j) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions; (k) 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;

	<p>(l) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;</p> <p>(m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;</p> <p>(n) outcome of any litigation(s) or dispute(s) which may have an impact on the company;</p> <p>(o) 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;</p> <p>(p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals</p> <p>(q) such other matters as may be specified under the SEBI regulations or decided by the Compliance Officer for this purpose; from time to time.</p> <p>Explanation 1- For the purpose of sub-clause (i):</p> <p>a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.</p> <p>b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.</p>
vii.	Other terms not specifically defined here shall have the same meaning as assigned under the 'Code of Conduct for Prevention of Insider Trading in Securities of Proventus Agrocom Limited' and 'the Insider Trading Regulations'
The provisions of this Code have to be read along with the Insider Trading Regulations and if there is any inconsistency / contradiction between the two, the provisions of the Insider Trading Regulations shall prevail.	

3. Objective

The objective of the Code is to prevent Insider Trading by regulating, monitoring and reporting trading by its employees and other connected persons in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015

4. Principles of Fair Disclosure

The Company shall ensure:

- i. 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.
- ii. Uniform and universal dissemination of UPSI to avoid selective disclosure.
- iii. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- iv. Information shared with analysts and research personnel is not UPSI.
- v. Handling of all UPSI on a need-to-know basis.
- vi. Designation of a Senior Officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished price sensitive information.

5. Overseeing and co-ordinating disclosure

- i. The Company shall designate a senior officer or a Whole Time Director or a Director as a Chief Investor Relations Officer ("CIRO") to deal with dissemination and disclosure of UPSI.
- ii. The CIRO would be responsible to ensure timely, adequate, uniform and universal dissemination and disclosure of UPSI pursuant to this Code as required under the Insider Trading Regulations so as to avoid selective disclosure.
- iii. The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of UPSI to Stock Exchange(s) where the Company's Securities are listed, analysts, shareholders and media, and educating employees on disclosure policies and procedure.
- iv. Disclosure/dissemination of UPSI may normally be approved in advance by CIRO. In case of doubt, the CIRO shall consult and seek approval of the Managing Director / Executive Director(s) / the Chief Financial Officer of the Company/ 'Disclosure Committee', if any, constituted by the Board of Directors of the Company pursuant to the Listing Agreement / Regulations, before dissemination of such information.
- v. If UPSI is accidentally disclosed without prior approval of CIRO, the person responsible shall inform the CIRO immediately. The CIRO will then promptly disseminate the information so as to make such information generally available.

6. Responding to market rumours

The CIRO shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure, if required. He may consult the Managing Director or Executive Director(s) or the Chief Financial Officer of the Company or 'Disclosure Committee', if any, constituted by the Board of Directors of the Company pursuant to the Listing Agreement / Regulations in this regard and thereafter make appropriate disclosures.

7. Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Research Personnel, Institutional Investors

No person, except those authorized by the Chief Investor Relations Officer, shall disclose any information relating to the Company's Securities to analysts, research personnel and institutional investors.

All Directors and Employees of the Company should follow the guidelines given hereunder while dealing with analysts, research personnel and institutional investors: -

a) Only Public information to be provided

The Company shall provide only public information to the analyst/research personnel/large investors like institutions. The CIRO shall ensure that information shared with them is not UPSI. The information given to the analyst should be made public at the earliest.

b) Recording of discussion and Simultaneous release of Information

In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives be present at meetings with analysts, brokers or institutional investors and discussions should preferably be recorded.

When a Company organizes meetings with analysts and other investor relations conferences, the CIRO will ensure that the transcripts or records of proceedings of meetings with analysts and other investor relations conferences are posted on the official website of the Company, to ensure official confirmation and documentation of disclosures made. The Company may also consider live web casting of analyst meets.

c) Handling of unanticipated questions

The Company should be careful when dealing with Analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be noted and a considered response given later. If the answer includes price sensitive information, then it should be made generally available before responding.

8. Medium of disclosure/dissemination

- i. The Company shall ensure that disclosure to Stock Exchange(s) where the Company's Securities are listed is made promptly.
- ii. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- iii. The Company may also facilitate disclosure through the use of its official website.
- iv. The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the Company website.

The Company will also promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchanges(s) where the Company's Securities are listed, as required under the Insider Trading Regulations.