

**Sical Logistics Ltd.**

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**SICAL**

September 03, 2024

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai –400 051

**Scrip Code: 520086**

**Symbol: SICALLOG  
Series: BE**

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

Dear Sir / Madam,

Pursuant to the provisions of Regulation 8(2) of PIT Regulations, please find enclosed herewith a copy of the Company's code of practices and procedures for fair disclosure of unpublished price sensitive information, as approved and adopted by the board of directors of Sical Logistics Limited ("Company") at its meeting held on September 03, 2024.

The aforesaid code will also be hosted on the website of the Company at [www.sical.in](http://www.sical.in)

You are hereby requested to take the above information on record.

Thanking you,

Yours faithfully,

For Sical Logistics Limited

(Vaishali Jain)  
Company Secretary and Compliance Officer  
ICSI Membership No. A58607



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UNPUBLISHED PRICE SENSITIVE INFORMATION  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

**INTRODUCTION**

The Securities and Exchange Board of India ("SEBI") has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Insider Trading Regulations**"), which requires that the board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A of the Insider Trading Regulations, without diluting the provisions of the said regulations in any manner.

This Code has been framed in accordance with Regulations 3, 8(1), and Schedule 'A' of the Insider Trading Regulations, as amended from time to time.

**OBJECTIVE**

The objective of this Code is to formulate a framework for fair disclosure of events and occurrences that could impact price discovery in the market of its securities.

**DEFINITIONS**

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

**"Board of Directors"** or **"Board"** means the board of directors of the Company.

**"Chief Investor Relations Officer"** means a senior officer as may be designated from time to time to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information

**"Code"** means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

**"Company"** means Sical Logistics Limited.

**"Compliance Officer"** means any senior officer, designated so and reporting to the Board, 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.

**"Connected Person"** means any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

- a. an immediate relative of connected persons specified above; or
- b. a holding company or associate company or subsidiary company; or
- c. an intermediary as specified in Section 12 of the SEBI Act, 1992 or an employee or director thereof; or
- d. an investment company, trustee company, asset management company or an employee or director thereof; or
- e. an official of a stock exchange or of clearing house or corporation; or
- f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h. an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
- i. a banker of the Company; or
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent of the holding or interest;

**"Designated Employee"** of the Company shall include

- i. All employees of the rank of general managers and above;
- ii. All employees in the finance & accounts department, secretarial department, taxation department and IT department, except management trainees and apprentice, who are located at the place(s) of preparation and consolidation of accounts and / or financial results;
- iii. Any employee of the Company, not falling under the above class but who has access to Unpublished Price Sensitive Information.
- iv. Any other executive which in opinion of Compliance Officer be covered under the designated employees.

**"Designated Person"** means

- i. Board of Directors and promoters & promoter group of the Company and each of its material subsidiaries;
- ii. Key managerial personnel as defined in the Companies Act, 2013;
- iii. All personal secretaries/executive assistants of the promoters, directors and key managerial personnel of the Company and each of its material subsidiaries;
- iv. All employees in accounts, finance, taxation, secretarial, legal and IT departments (irrespective of any designation and grade) who have access to sensitive information in the Company;
- v. Designated Employees of the Company;
- vi. Connected Person;
- vii. Such other Connected Persons as may be identified by the Board of Directors in consultation with the Compliance Officer and in line with the objectives of this Code; and
- viii. The above categories of person of material subsidiary of the Company.

**“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.

**“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 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 and such other transactions; and
- e) changes in key managerial personnel

Words and expressions used but not defined in herein, but defined in the Insider Trading Regulations, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder and any other applicable provisions, shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory amendment(s), modification(s) or re-enactment(s) thereto, as the case may be.

#### **CHIEF INVESTOR RELATIONS OFFICER**

The Chief Investor Relations Officer shall be responsible for, and deal with, the dissemination of information and disclosure of Unpublished Price Sensitive Information. He/ She shall be responsible for ensuring that the Company complies with the continuous disclosure requirements of the Insider Trading Regulations and this Code.

#### **PRACTICES AND PROCEDURES**

The following principles of fair disclosure shall be strictly followed by the Company;

- Unpublished Price Sensitive Information shall be disclosed to the Stock Exchange(s) and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available.
- The Company shall promptly disclose to the public UPSI that would impact price discovery, no sooner than such credible and concrete information comes into being, in order to make such information generally available.
- The Company shall ensure that information shared with analysts and research personnel is not UPSI. Only public information will be provided to analysts, research personnel and institutional investors. Alternatively, any Unpublished Price Sensitive Information given to analysts, research personnel and institutional investors should be simultaneously made public at the earliest. In order to avoid misquoting or misrepresenting it is desirable that two Company representatives be present at the meeting with analysts, research personnel and institutional investors and the discussion should be recorded and transcripts should be made and disseminated on the official website of the Company. Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response shall be furnished later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding. The Company shall develop best practices to make adequate disclosures on the official website to ensure that official confirmation and documentation of disclosures is made.

- The Company shall uniformly and universally disseminate UPSI to all stakeholders through Stock Exchange(s) and by posting the same on official website of the Company i.e., [www.sical.in](http://www.sical.in). The Company shall use its best endeavors to avoid selective disclosure of price sensitive information. However, if any information gets disclosed selectively or inadvertently or otherwise, endeavor shall be made to make generally available the above information through dissemination of the same to Stock Exchange(s) and/or by posting the same on the official website of the Company as soon as practicable, to avoid selective disclosure.
- The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all public.
- The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities, if any. Such replies shall be signed by the Compliance Officer/ any director of the Company. In case the query/request has been received from any Stock Exchange(s), a copy of such reply shall be sent to other stock exchange(s) also where equity shares of the Company are listed, if any.
- The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website in order to ensure official confirmation and documentation of disclosures made.
- The Company shall handle all UPSI on a need-to-know basis in furtherance of legitimate purpose. i.e., Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or to discharge of legal obligations, and subject to chinese walls.
- The Company shall designate a senior officer as a Chief Investor Relations Officer (the "CIRO") to deal with dissemination of information and disclosure of UPSI.
- The CIRO will ensure that the Company complies with continuous disclosure requirements. He/ She would co-ordinate disclosure of price sensitive information to Stock Exchange(s), analysts, shareholders and media which will be approved by him/her in advance.
- The CIRO shall be responsible for deciding whether a public announcement is necessary for verifying or denying any news for effectively responding to market gossips.

#### **DIGITAL DATABASE**

The Board shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 of the Insider Trading Regulations 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 and audit trail to ensure non- tampering of the database.

#### **LEGITIMATE PURPOSE**

The UPSI can be shared as an exception by an insider for legitimate purposes as per the "Policy for determination of Legitimate Purposes" (Annexure-A), provided it is not shared to evade or circumvent the prohibition under the Insider Trading Regulations. The determination of 'legitimate purposes' in relation to communication or procurement of Unpublished Price Sensitive Information under Regulation 3 of the Insider Trading Regulations, shall be made by the Board or the authorised personnel.

## **CODE OF CONDUCT**

The Company shall adhere to the prescribed standards for code of conduct framed pursuant to Regulation 9(1) read with Schedule B of the Insider Trading Regulations to regulate, monitor and report trading by insiders, Designated Persons and all other applicable persons and entities.

## **RESTRICTIONS ON COMMUNICATION**

The Board of the Company 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 UPSI.

## **RESPONDING ON MARKET RUMOURS**

Any query or request for verification of market rumors received from Stock Exchange(s), the press, the media or any other source received by a Designated Person shall ordinarily be directed to the CIRO. The CIRO shall in turn upon consultation with the relevant Designated Person, respond to the same.

If deemed necessary, the CIRO shall make a public announcement for verifying or denying the rumors and thereafter make appropriate disclosure. All request and queries for verifications of market rumors shall be documented as far as practical.

## **AMENDMENT**

The Board of the Company, subject to applicable laws, rules and regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new code. In any circumstance where the terms of this Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall prevail over this Code.

This Code and any subsequent amendment(s) thereto, shall be intimated promptly to the Stock Exchange(s), if required, under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or Insider Trading Regulations and any amendment(s), re-amendment(s) or re-enactment(s) thereto.

## ANNEXURE A

### POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

#### INTRODUCTION

This Policy, is a part of "CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION" formulated under Regulation 8 of the Insider Trading Regulations. The policy for determination of legitimate purposes ("Policy") has been framed in accordance with the amendment introduced as sub regulation 2A in Regulation 3 of Insider Trading Regulation by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

#### OBJECTIVE

The objective of this Policy is to identify legitimate purposes for performance of duties or discharge of legal obligations, which will be considered as an exception for the purpose of procuring or communicating UPSI relating to the Company.

#### SCOPE

This Policy shall cover sharing of any unpublished price sensitive information ("UPSI") in ordinary course of business with existing or proposed partners, collaborators, lenders, distributors, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants engaged or appointed by the Company or for any other genuine or reasonable or bona fide purpose with any person (including the promoter).

The chief financial officer (in case of statutory auditor), the company secretary (in case of secretarial auditor), head of internal audit function (in case of internal audit) or any other person authorised by such officials shall be responsible to maintain the details of persons to whom information would be shared in the digital database created for the purpose.

The process shall also not be applicable where UPSI is sought to be shared with the stock exchanges where the securities of the Company are listed, any judicial, quasi-judicial or regulatory authority in India or any department of the Government of India, Government of any State or Union Territory of India or of any other nation where the Company operates. The exemption shall also extend to any specific agency appointed by such authorities or the Government.

#### DEFINITIONS

Words and expressions used in this Policy shall have the meanings assigned to them in 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of Sical Logistics Limited' or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, 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 (each as amended).

"Legitimate Purpose" shall mean sharing of UPSI in the ordinary course of business by an insider as defined in the Insider Trading Regulations with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Insider Trading Regulations:

1.	Promoters and / or member(s) of promoter group(s) of the Company	8.	Bankers
2.	Auditors (statutory, internal, branch, cost, secretarial, GST and any other auditor as applicable)	9.	Legal advisors
3.	Staff members of the Audit firm/team conducting the audit	10.	Consultants
4.	Collaborators	11.	Any other advisors/consultants/partners

5.	Lenders	12.	Any other person, including directors and key managerial personnel of the Company with whom UPSI is shared in the ordinary course of business
6.	Customers		
7.	Suppliers		

#### DETERMINATION OF LEGITIMATE PURPOSE

'Legitimate Purpose' shall be determined on case-to-case basis by the Compliance Officer or any other officer authorised by any director of the Company in this behalf ("Authorised Officer") on a request from any employee ("Requesting Employee") for sharing UPSI on the basis of below mentioned principles.

- Nature and extent of UPSI: What is the nature and extent of the UPSI which is being sought.
- Purpose: For what purpose is the data being sought (including, for instance, towards any genuine corporate purpose or to discharge a fiduciary duty or in the interest of a body of public shareholders or stakeholders in the Company or transactions in the public interest or transactions undertaken without an intent to make profit or to gain unlawfully or without a view to misuse information, or the like).
- Necessity: Is the data requested of utmost necessity for the purpose it is being sought.
- Interest: Is it in the best interests of the Company and its shareholders, to protect the interest of the Company and its shareholders or is it in public interest and without any intention to make profits / gains or avoid losses unlawfully.
- External circumstances: the purpose to be evaluated in context of (i) the circumstances which are effecting the Company at that time, and (ii) any information that is generally available about the Company, at that time.

In addition to the above, the Authorised Officer may keep in mind the following factors:

- information intended to be available only for a legitimate purposes and not for the personal benefit of any one.
- if there are two purposes further to which the UPSI is being shared i.e. one being legitimate purpose, and the other being illegal or merely for the purpose of personal benefit of any one, the existence of the legitimate purpose would not 'sanitize' the illegitimate ones.
- the concept of legitimate purpose is best referenced in the negative i.e., where it is not for an illegitimate purpose (such as the misuse of such information for personal gain or illegal profit).
- in the event the Authorised Officer is contemplating multiple purposes for selective sharing of UPSI, each purpose will be evaluated on its own merits, in line with the principles set out herein.

An indicative list of purpose which may be considered as Legitimate Purpose is provided herein below:

- Sharing of UPSI in the ordinary course of business with existing or proposed partners, collaborators, lenders, distributors, customers, suppliers, merchant bankers, legal advisors, insolvency professionals or other advisors or consultants engaged or appointed by the Company.
- Sharing of UPSI in furtherance of performance of duties (including any corporate or fiduciary duties) and obligations of a person in their capacity as an employee or director of the Company as per the terms of his / her employment or appointment and/or the applicable laws.

- Sharing the information with intermediaries and fiduciaries such as auditors, merchant bankers, management consultants, partners, collaborators or other advisors or consultants.
- For the purpose of legal, financial or any other professional advice to be obtained or for accounting or audit or for defense to be prepared for court cases.
- Sharing of UPSI relating to the Company with its promoter, subject to there being a legitimate purpose as determined by the Company and there having been no unfair advantage gained in this respect or misuse of information by the communicator or the recipients, and the same not being in conflict with the interests of promoter or the Company.
- Sharing of UPSI pursuant to any contractual obligations entered by the Company set forth in any contract, agreement, arrangement, settlement or undertaking.
- Sharing information with statutory auditors, secretarial auditors, internal auditors or cost auditors while obtaining any certificate required for placing any transaction for approval before the Board.
- Sharing financial information for preparation of consolidated financial statements of holding company or any other company (if so required) in accordance with applicable law.
- Sharing of UPSI arising out of business requirement including requirement for the purposes of promoting business of the Company, strategies of business, statutory consolidation requirements or related customary disclosure obligations which may require sharing of UPSI with any outsider or promoter, who in turn may share it with its promoter(s) as well as with their advisors, consultants, intermediaries, fiduciaries.
- Sharing of UPSI for any other genuine or reasonable or bona fide purpose as may be determined by the Authorised Officer or the Board.
- In compliance with applicable laws, regulations, rules and requirements.

Provided that sharing of UPSI shall be on a need-to-know basis and should not be carried out to evade or circumvent the provisions of the Insider Trading Regulations.

#### **REQUEST FOR DETERMINATION OF LEGITIMATE PURPOSE AND SHARING OF UPSI**

The request for determination of Legitimate Purpose and sharing of UPSI shall clearly specify the following:

- Brief particulars of assignment for which UPSI is sought to be shared.
- Nature and brief details of UPSI sought to be shared.
- Rationale for sharing of UPSI.

The above request should also be accompanied with following details of all persons, whether natural or legal, with whom the information is intended to be shared:

- Name of the natural / legal person or entity.
- In case of legal person or entity, names of natural persons with whom information will be shared.
- Correspondence address of entity and natural persons.
- E-mail addresses of entity and natural persons.
- Permanent Account Number ("PAN") of entity and natural persons, in absence of PAN, Aadhaar Number
- Contact numbers including mobile (mandatory) and landline (mandatory, for legal person) of entity and natural persons.
- Power of attorney / authority document authorising a natural person to act on behalf of the relevant legal person.

- Such other documents / information as may be deemed necessary, by the Authorised Officer.

The Requesting Employee shall be responsible to ascertain the veracity of above details provided and also to update / refresh the list from time to time.

In case the Requesting Employee is the Authorised Officer, determination of legitimate purpose and sharing of UPSI shall be approved by any of the executive directors and/or chief executive officer.

#### **SERVING OF NOTICE AND EXECUTION OF NON-DISCLOSURE AGREEMENTS ("NDA")**

A due notice shall be served to every person with whom UPSI is shared in the format prescribed in Annexure I-A prior to sharing of information making them aware of nature of the information and liabilities attached in case of misuse or unauthorised disclosure / leakage of that information.

The Authorised Officer may in exceptional circumstances require execution of NDA with any person with whom UPSI is being shared as Legitimate Purpose before sharing of such information. In case of a legal person or an entity, NDA is required to be executed only with such legal person / entity which should explicitly mention that such legal person / entity shall be responsible to keep the information confidential till the time it is made generally available by the Company or any judicial, quasi-judicial or regulatory authority.

The NDA should also state that the legal person / entity shall be liable to indemnify the Company for any loss suffered due to leakage of information shared by its employees, consultants, affiliates, associates or any other person associated with the legal person / entity in any manner whatsoever and shall also be liable for punitive damages.

#### **SHARING OF INFORMATION**

Upon Legitimate Purpose determined and sharing of information approved, the information requested shall be shared only on a specific drive created for the purpose which will be accessible only by persons enlisted in the request submitted to the Authorised Officer.

In case the information in question is to be shared with external persons where creation of a separate drive is not possible, such information may be shared over e-mail subject to the following controls:

- Data files should be shared only on official e-mail addresses mentioned in the request given to Authorised Officer.
- Data files should be password protected.
- Passwords to the data files should be sent either via a separate e-mail or through SMS to a registered mobile number.
- Data files along with passwords shall be made available to the Authorised Officer whenever required.
- Names of data files should follow a standard naming convention in a manner that purpose should be identifiable in the file name.

In exceptional circumstances, the Authorised Officer may require creation of a virtual data rooms ("VDR") for sharing of UPSI.

#### **CREATION OF VIRTUAL DATA ROOM ("VDR")**

VDR may be created in certain exceptional cases as may be decided by the Authorised Officer.

Access to the VDR, if created, must be given to only such natural persons mentioned in the list provided by the Requesting Employee, subject to following:

- Each such natural person shall have a unique login-id and password.
- Only view rights to be provided to all persons.
- Download and print rights may be allowed to not more than three persons per entity.
- Data files in VDR shall follow standard naming convention in a manner that purpose should be identifiable in the file name.
- Data files placed in VDR shall be deleted within a period of two months from completion of purpose for which it was created. The Requesting Employee shall be responsible to ensure deletion of data files.
- In any scenario, data files shall be placed in a VDR for a maximum period of one year from initiation of purpose.

#### **MAINTENANCE OF DIGITAL DATABASE**

A digital database of all persons with whom UPSI is shared shall be maintained in such manner to ensure time-stamping and audit trails with adequate internal controls and checks which should contain the information mentioned in paragraph entitled "Request for Determination of Legitimate Purpose and sharing of UPSI" above and date of sharing of the UPSI.

The Requesting Employee shall be responsible to update the above details in IT system deployed for the purpose. Till the time the system is not deployed, the above information must be shared with the Compliance Officer or an Authorised Officer on real-time basis through e-mail.

#### **DEVIATIONS TO THE PROCESS**

The Authorised Officer shall be responsible to ensure compliance with the Policy. In case any deviations are observed, those shall be reported to the audit committee.

#### **EXCEPTIONS**

Any exceptions to this Policy shall be approved by the Board.

#### **REVIEW**

The audit committee may review this Policy from time from time.

#### **AMENDMENT**

The Board of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulations etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be intimated promptly to the stock exchanges, if required, under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or Insider Trading Regulations and any amendment(s), re- amendment(s) or re-enactment(s) thereto.

Annexure I-A

**Format of Notice to be served to persons with whom UPSI is shared as a Legitimate Purpose**

**TO WHOMSOEVER IT MAY CONCERN**

The recipient of the information enclosed herewith understands and acknowledges the following:

- (a). that the information is in the nature of unpublished price sensitive information ("UPSI");
- (b). that the information is highly sensitive and confidential in nature;
- (c). that the information is being shared with the recipient in furtherance of a legitimate purpose for which such recipient has been engaged with, or appointed by, the Company;
- (d). that the Company shall retain exclusive ownership of the UPSI, and the recipient shall not have any right or interest whatsoever in any of the UPSI of the Company;
- (e). that if either party informs the other party in writing that it will not proceed with the engagement or the appointment, the recipient promptly shall (a) return all tangible UPSI of the Company specifically requested by the Company, and (b) destroy all other tangible UPSI of the Company and confirm in writing that the recipient has completed such destruction in accordance with this notice;
- (f). that upon receipt of UPSI, the recipient would be deemed to be a designated person and would be required to comply with all applicable provisions of the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' of the Company and the 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons';
- (g). that the recipient may use the UPSI only for the approved purposes for which it was disclosed; and
- (h). that the Company makes no representation, undertaking, warranty or guaranty whatsoever with respect to any of the UPSI, including, without limitation, the accuracy, completeness or financial feasibility of any such UPSI, and the Company shall have no liability for the recipient's use of or reliance on any such UPSI of the Company, except as expressly set forth in any definitive transaction documents (if any) entered into between the parties.

The recipient agrees and undertakes to keep the information confidential at all times until and unless it has been made generally available by the Company or by any judicial, quasi-judicial or regulatory authority or any department of the Government of India or the Government of any State or Union Territory of India. Speculative news or mention of the information in question in media, whether print or digital, does not construe the information to be generally available.

The recipient agrees and undertakes to indemnify and keep indemnified the Company, its directors, promoter, promoter group, officers, employees or affiliates, from and against all costs, expenses, actions, losses, damages, claims and liabilities relating to, resulting from or in any way arising out of any breach of any term of this notice including leakage or disclosure of the UPSI in question to any third party by the recipient or its directors, promoter, promoter group, officers, employees, affiliates, persons in control of it, persons who control it, agent or advisors, except where the party in question is a judicial, quasi-judicial or regulatory authority. The recipient agrees that the indemnification obligations shall be in addition to any and all rights and remedies available to the Company under any applicable law or under equity, and that the recipient shall also be liable to be sued for punitive damages and such other remedies which may be available under applicable laws or under equity.

This notice shall survive for a period of two years after the date of this notice. This notice shall be governed by and construed in accordance with the laws of the India. Any litigation or other court proceedings with respect to any matter arising from or in connection with this notice shall be subject to the non-exclusive jurisdiction of the courts in Chennai, India.

**For Sical Logistics Limited**

**Sd/-**

**Authorised Officer**