



Date: 10th December, 2025

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

NSE Symbol: **SPEB**

Subject: Intimation pursuant to Regulations 8(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“SEBI PIT Regulation”), please find enclosed herewith the “Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (“Code”) approved and adopted by the Board of Directors of the Company under Regulation 8(1) of the SEBI PIT Regulations.

In compliance with the aforesaid regulations, the aforesaid Code is also available on the Company's website at Policies section at viz. <https://www.speb7.com/investor-relations/>

Kindly, take the same on record.

Thanking You,
Yours Sincerely,
For **SPEB Adhesives Limited**
(Formerly known as SPEB Adhesives Private Limited)

Gaurav Kirti Vithlani

DIN: 00838641

Managing Director

Address: Plot No. J 33, MIDC, Taloja,
Raigad, Panvel, Maharashtra – 410208.

SPEB ADHESIVES LIMITED

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

1. Introduction

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the '**Regulations**') mandates the listed companies to frame a Code of Practices and Procedures for fair and timely dissemination of unpublished price sensitive information. Accordingly, Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been approved and implemented by the Board of Directors of the Company.

2. Definitions

2.1. “Analyst” means analysts, research personnel, brokers, large or institutional investors.

2.2. “Applicable Law” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), or any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes as may be applicable in the matter of trading by an Insider.

2.3. “Authorized Persons” are the persons permitted to speak with the media including social media and various members of financial community including investors on behalf of the Company, nominated by the Executive Director or the Chief Financial Officer (CFO) of the Company under this policy.

2.4. “Board” means the Board of Directors of the Company.

2.5. “Chief Financial Officer” shall act as Chief Investor Relations Officer, unless the board decided otherwise. In the absence of Chief Financial Officer, Company Secretary shall act as Chief Investor Relations Officer and in the absence of Company Secretary, Executive Director of the Company shall act as Chief Investor Relations Officer. The name and designation of Chief Investor Relations Officer shall be published on the website of the Company.

2.6. “Code” means Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information, as amended from time to time

2.7. “Company” means SPEB Adhesives Limited

2.8. “Compliance Officer” means such person as designated as Compliance Officer in accordance with the Code of Conduct for Regulation, Monitoring and Reporting of Insider Trading for “Designated Employees” adopted by the Company.

2.9. “Employee” means every employee of the Company including the Directors in the employment of the Company.

2.10. “Media” includes physical and online newspapers and magazines, television, radio, billboards, telephone, the Internet, fax or any such other person that may be related to the media.

2.11. “Nodal Officer” means heads of the departments / business /functions as may be designated for the purpose of this Code.

2.12. “Unpublished Price Sensitive Information or UPSI” means such information which is defined in the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Person as adopted by the Company.

2.13. “Regulations” means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

Words and expressions used and not defined herein shall have the meanings assigned to them under the Code of Conduct for Regulating, Monitoring and Reporting trading by Designated Persons adopted by the Company, as amended from time to time, or Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI PIT Regulations**”), as amended.

3. DUTIES OF COMPLIANCE OFFICER

3.1. Compliance of policies, procedures, maintenance of records and monitoring the adherence of procedures for the preservation of UPSI;

3.2. Maintaining records of the Designated Persons and their Immediate Relatives and any changes made in the list;

3.3. Maintaining record of all the declarations/ disclosures in the appropriate form given by the Designated Persons and their Immediate Relatives for a minimum period of 5 (five) years;

3.4. Pre-clearing of trades of Designated Persons and their Immediate Relatives and ensuring related compliances;

3.5. Reviewing Trading Plans, if any, to assess whether such plans would have any potential for violating the PIT Regulations, approving and monitoring the implementation of the Plan;

3.6. Monitoring trades of Designated Persons and their Immediate Relatives;

3.7. Providing reports to the Audit Committee of the Board and to the Board of Directors on a quarterly basis on the compliance status and such other additional reports as the situation may warrant;

3.8. Monitor implementation of the Code of Conduct and other requirements under the PIT Regulations and to inform the stock exchanges where the Securities of the Bank are listed, in case of any violation of the PIT Regulations in the prescribed format and maintain a database of all such violations of the Code; and

3.9. Assisting all the employees in addressing any clarifications regarding the Regulations and this Code

4. Disclosure of Unpublished Price Sensitive Information

- a) There shall be 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 disclosure shall be made by the Chief Investor Relations Officer in consultation with the Managing Director / Chairman by intimating the same to the Stock Exchanges and posting of the said UPSI on the website of the Company and/ or otherwise making it generally available.
- b) Save and except sharing of any UPSI for Legitimate Purpose, the Authorized Person shall ensure uniform dissemination/ disclosure of UPSI, so as to avoid selective disclosure. In case UPSI gets inadvertently selectively disclosed, the Chief Investor Relations Officer shall promptly, make such UPSI generally available
- c) The Chief financial Officer of the Company is designated as Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- d) No UPSI shall be shared with any person except for legitimate purpose unless the information is made generally available i.e. only public information can be shared.
- e) The Board of Directors have authorised Managing Director and Chief Financial Officer to ensure that appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumours by regulatory authorities.
- f) The Board of Directors have authorised Managing Director and Chief Financial Officer to ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- g) The Board of Directors have authorised Managing Director and Chief Financial Officer to develop 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.
- h) Handling of all “Unpublished Price Sensitive Information” on a need to know basis

5. MECHANISM OF INTERNAL CONTROL

To ensure adequate and effective system of internal controls are in place in line with the PIT Regulations, following procedures shall be followed:

- (i) All employees who are likely to have access to UPSI of the company along with their relatives are identified
- (ii) Confidentiality of the UPSI as indicated by the Other Company and shared with the Bank, shall be maintained as per the requirements of the PIT Regulations and

this Code.

- (iii) Adequate restrictions shall be placed on communication or procurement of UPSI as required under PIT Regulations and this Code.
- (iv) List of persons with whom UPSI of any Other Company is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such Employees and persons.
- (v) All other relevant requirements specified under these Regulations shall be complied with.
- (vi) Periodic process review to evaluate the effectiveness of such internal controls will be done.
- (vii) The Audit Committee shall review compliance with the provisions of PIT Regulations and this Code at least once in a financial year and verify that the systems of internal controls are adequate and are operating effectively.

6. RESTRICTION ON TRADING BY DESIGNATED PERSONS INCLUDING THEIR IMMEDIATE RELATIVES

1. Designated Persons and their Immediate Relatives will be required to ensure compliance with the following requirements:
 - i. Unless otherwise permitted under law, Designated Persons and their Immediate Relatives shall not Trade in the Securities of the Bank when the Trading Window is closed.
 - ii. Designated Persons and their Immediate Relatives shall not Trade in the Securities of the Bank when in possession of, or having access to, UPSI and till expiry of 48 (forty-eight) hours after such UPSI becomes Generally Available Information irrespective of whether there is an official announcement of Trading Window closure or not.
 - iii. Designated Persons and their Immediate Relatives shall obtain pre-clearance for Trading in the Bank's Securities if the aggregate value of trading in a calendar quarter exceeds ₹1,00,000 (Rupees One lakhs) as per the procedure provided in clause below. [No pre-clearance is required if the aggregate value of trading in a calendar quarter is less than ₹1,00,000 (Rupees One lakhs)].
2. Designated Persons and their Immediate Relatives shall not execute contra trade (i.e., undertaking an opposite transaction in the Securities, viz., either disposal or acquisition of Securities of the Bank during the next 6 (six) months following the last acquisition or disposal transaction respectively). This restriction will not apply to Securities acquired through exercise of Employee Stock Option Plans (ESOPs). The restriction of contra trade will also not apply in respect of participation in Follow-on Public Offer (FPO); rights issue; bonus or tendering of shares in open offer; share buy-back or delisting offer, exit offers etc., so long as the initial transaction of buy / sell has been completed in accordance with the PIT Regulations. The Compliance Officer may grant relaxation from the strict applicability of contra trade restrictions for reasons recorded in writing, provided that such relaxation does not violate the Code or the SEBI Regulations.

In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such Trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by it.

7. TRADING WINDOW

After consulting with the MD & CEO, the Chief Financial Officer (CFO) and the Chief Investor Relation Officer (CIRO), the Compliance Officer shall announce closure of Trading Window for dealing in Securities of the Bank at any time for any of the following events -

- (i) Declaration of financial results,
- (ii) For any other purpose, as may be required from time to time, when any Designated Person(s) or Identified Person(s) can reasonably be expected to have possession of UPSI about the Bank.

In respect of declaration of financial results, the Trading Window shall remain closed not later than from the first day of the month following the quarter, half year or financial year, as the case may be, till 48 (forty-eight) hours from the time, the results are communicated to the stock exchanges. The gap between clearance of accounts by the Audit Committee and the Board should be as narrow as possible, so as to avoid leakage of material information.

The trading window restrictions shall not apply in respect of

(a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;

(b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer]

[or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time].

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available

When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably

capable of being rendered inaccurate.

8. CORPORATE DISCLOSURES:

- a) The Chief Investor Relations Officer shall under the guidance of Chairman/ Managing Director shall give an appropriate, fair and prompt response to the queries on news report and requests for verification of market rumors by regulatory authorities.
- b) As and when necessary, the Chief Investor Relations Officer shall under guidance of MD or CFO make appropriate public announcement with respect to market rumors.

9. SHARING OF UPSI FOR LEGITIMATE PURPOSE

- a) While deciding the 'Legitimate Purpose', the following shall be taken into consideration:
 - i. Whether the information may be categorized under Unpublished Price Sensitive Information. If so, nature of UPSI being shared.
 - ii. Person with whom the UPSI is being shared.
 - iii. Whether confidentiality clause is added while sharing the UPSI.
- b) **"Legitimate Purpose"** shall include sharing of UPSI 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 SEBI PIT Regulations.
- c) What shall constitute "legitimate purpose" and what shall not constitute "legitimate purpose" will be based on the business-related needs of the Company. In general, sharing of UPSI would be considered as Legitimate purpose in the following cases:
 - i. Arising out of contractual obligations or arrangement entered into by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking;
 - ii. Arising out of business requirement including requirement for the purposes of corporate action, promoting the business and strategies of business;
 - iii. For ensuring operational efficiency;
 - iv. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
 - v. As part of compliance with applicable laws, regulations, rules and requirements.

The abovementioned cases are illustrative in nature and not exhaustive.

10. ISSUE OF NOTICE TO THE RECIPIENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The recipient of UPSI which is communicated for any "legitimate purpose" shall be considered as an "insider" under the "Code of Conduct" adopted by the Company and such notice shall be given to the recipient of UPSI by the person making communication of UPSI in order;

- i. To make aware recipient that the information shared is or would be UPSI
- ii. To make aware to recipient the duties and responsibility attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
- iii. To instruct recipient to maintain confidentiality of such UPSI in compliance with the Code of Conduct for Prevention of Insider Trading and the other applicable laws.
- iv. To advise recipient to be in compliance with applicable provisions of SEBI PIT Regulations and the Code of Conduct for Prevention of Insider Trading adopted by the Company.

11. Responsibility of the Recipient of UPSI

- a. To maintain and keep confidential the UPSI received.
- b. To use the UPSI only for Legitimate Purpose.
- c. To disclose the UPSI to any other person strictly on a need to know basis.
- d. To safeguard the UPSI with the same degree of care so avoid unauthorized disclosure as the recipient would use to protect its own confidential information, but in no case less than reasonable care.
- e. To ensure compliance with applicable provisions of PIT Regulations.

12. AMENDMENT OF FAIR DISCLOSURE CODE

- a. Unless required under an enactment to be approved by the Board of Directors, all statutory amendments in the Companies Act 2013 or in the Regulations, shall be effective and binding even if such amendments are not incorporated in the Code. For administrative convenience, any change in the Code herein may be made by the Compliance Officer in consultation with Managing Director' and 'Chief Financial Officer subject to approval thereof by the board of directors within a period of 3 months.

- b. This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed and published on website.