

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE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

1. Introduction:

- i. The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) on January 15, 2015, which is effective from May 15, 2015.
- ii. Pursuant to Regulation 8 of the Regulations, Onward Technologies Limited (the “Company” or “OTL”) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”).
- iii. Accordingly the Board of Directors of OTL has formulated the Fair Disclosure Code.
- iv. The Fair Disclosure Code shall come in to force with immediate effect.

2. Scope:

- i. The Company endeavors to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, OTL has adopted this Fair Disclosure Code.
- ii. 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.
- iii. The Company is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. Terms and Definition:

Words and expressions used in the Fair Disclosure Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or 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 the rules and regulations made thereunder, as the case may be or in any amendment thereto.

4. Principles of Fair Disclosure:

(As envisaged under Regulation 8(1) read with Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

To adhere to the principles as mentioned in Schedule A to the Regulations, the Company shall ensure the following:

1. The Company shall endeavor to make prompt public disclosure of all unpublished price sensitive information(s) that may impact price discovery, as soon as credible and concrete information comes into being, in order to make such information generally available.
2. The Company shall endeavor to make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company shall designate a senior officer to act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall endeavor to make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. No communication shall be made by the Company to any analyst or investor of any Unpublished Price Sensitive Information or a part thereof at any such meetings with analysts or investor conferences. All information communicated at such meetings will be only such information that is available in public domain or otherwise disclosed on the website of the company or in transcripts or recordings of quarterly results call disclosed on the website of the company.
8. The Company shall endeavor to put in place a system to ensure handling of all unpublished price sensitive information on a need-to-know basis.