NEXA DEFENCE (I) LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI

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Registered Office: Plot No. 118, Sector 1(S), CIDCO, Industrial Area, New Panvel East, Raigad - 410206, Maharashtra, India.

NEXA DEFENCE (I) LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI

CHAPTER–I
PRELIMINARY

1. Introduction

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is framed as per Model Code prescribed under Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. Definitions

(a) **“Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

(b) **“Board”** or **“Board of Directors**” means the board of directors of Nexa Defence (I) Limited.

(c) **“Company”** means Nexa Defence (I) Limited.

(d) **“Compliance Officer**” means any senior officer, designated so and reporting to the Board of Directors or head of the organization, in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors of the Company or the head of an organization, as the case may be;

The term **“financially literate”** shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

(e) **“Connected Person”** means any person who is or has during the six months prior to the concerned act, been associated with a 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(f) **“Deemed to be a Connected Person”**: means the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- An immediate relative of Connected Persons specified in clause (2.e); or
- A holding company or associate company or subsidiary company; or
- An intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- An investment company, trustee company, asset management company or an employee or director thereof; or
- An official of a stock exchange or of clearing house or corporation; or
- 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

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- 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, as amended (“Companies Act, 2013”); or
- An official and/or employee of a self-regulatory organization recognized or authorized by the Board;
- A banker of the Company; or
- 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.

(g) **“Designated Persons”** will mean and include:

- All the Directors of the Company;
- Promoters and members of Promoter Group;
- All employees of the Company coming under the Grade 1, 2 and 3 (as per the policy of the Company) and its material subsidiaries.
- Key Managerial Personnel (as defined in accordance with the Companies Act, 2013 and applicable accounting standards) of the Company;
- All employees of the ‘Finance’, ‘Accounts’, ‘Audit’, ‘Taxation’, ‘Legal and Secretarial’, ‘Corporate Communication’ functions of Corporate Finance, Information Technology, irrespective of their grade;
- employees of such other functions of the Company who are in possession or likely to be in possession of Unpublished Price Sensitive Information;
- Directors, Chief Executives and employees up to 2 (two) levels below the Managing Director, including the head of Accounts and Finance (by whatever name called) of the Company and material subsidiaries of the Company;
- Personal assistants, if any, of persons referred in (i) and from (iii) to (vii) above;
- Any other employees as may be designated/ notified by the Compliance Officer in consultation with the Board of Directors from time to time, who may be considered to be in possession of Unpublished Price Sensitive Information;
- Immediate Relatives of persons specified in (i) to (viii) above.

(h) **“Promoter group**” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

(i) **"Insider”** means any person who is: (i) A connected person; or (ii) In possession of or having access to unpublished price sensitive information; or (iii) Any person who is in receipt of unpublished price sensitive information pursuant to a Legitimate Purpose;

(j) **“Legitimate Purpose**” shall include sharing of unpublished price sensitive information in the ordinary course of business by an Insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditors, insolvency professional(s) or other advisor(s), or consultant(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations;

(k) **“Regulations**” means the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

(l) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

(m) **"Unpublished Price Sensitive Information”** 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 and shall ordinarily be, including but not restricted to, information relating to the following:

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- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
- Changes in Key Managerial Personnel.

Effective date : September 08, 2026

NEXA DEFENCE (I) LIMITED