PACKAGING SOLUTIONS .

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Introduction

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 ("**Insider Trading Regulations**") require all companies listed on stock exchanges to frame and upload on their respective websites a code of practices and procedure for fair disclosure of unpublished price sensitive information.

As per the requirement of the said regulations, S.D. International Limited (**"Company"**) has adopted this code of practices and procedures for fair disclosure of unpublished price sensitive information in line with the principles set out in Schedule A of the Insider Trading Regulations which shall be effective from the date of listing of equity shares of Company on Stock Exchange.

Objective and Purpose

The Company is committed to maintaining the highest standards of transparency, fairness and integrity in the dissemination of information to investors, shareholders, analysts, regulatory authorities and the public at large. Timely and uniform disclosure of Unpublished Price Sensitive Information **("UPSI")** is essential to ensure fair market practices, protect investor interests and prevent insider trading.

This Policy has been formulated in accordance with Regulation 8 read with Schedule A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and sets out the principles and procedures to be followed by the Company for fair disclosure of UPSI.

The key objectives of this Policy are:

a) to ensure prompt, uniform and universal dissemination of UPSI in a fair and transparent manner;
b) to prevent selective disclosure of material information and ensure equal access to information for all stakeholders;
c) to promote compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws;
d) to establish practices and procedures for handling, sharing and dissemination of UPSI on a need-to-know basis and for legitimate purposes;
e) to maintain confidentiality of UPSI until such information is made generally available to the public;
f) to provide a framework for responding to market rumours, queries from stock exchanges and requests from regulatory authorities; and
g) to enhance investor confidence and uphold the principles of fairness, transparency and good corporate governance in the securities market.

Policy Scope

The Company shall adhere to the practices and procedures detailed in this code in order to ensure fair disclosure of events and occurrence that could potentially impact price of listed securities of the Company in the market.

Definitions

"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.

"Chief Investor Relations Officer" or "**CIRO**" shall mean the Compliance Officer & Company Secretary of the Company.

"**Key Managerial Personnel**" shall have the meaning assigned to it under Section 2(51) of the Companies Act, 2013;

"**Promoter Group**" shall have the meaning assigned to it under Regulation 2(1)(pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;

"**SEBI**" means the Securities and Exchange Board India;

"**Support Staff**" shall include IT staff or secretarial staff who have access to Unpublished Price Sensitive Information;

"Unpublished Price Sensitive information" or **"UPSI"** means any information, relating to a 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 Securities of the Company and includes the following:

i. financial results;
ii. dividends;
iii. change in capital structure;
iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
v. changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
vi. change in rating(s), other than ESG rating(s);
vii. fund raising proposed to be undertaken;
viii. agreements, by whatever name called, which may impact the management or control of the company;
ix. 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;

'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.

x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
xi. 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;
xii. 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;

xiii. 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;

xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;

xv. 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;

xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation:
(1) For the purpose of sub-clause (ix) above: 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. 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.
(2) For identification of events enumerated above 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.

NOTE: It is intended that information relating to a company or securities, that is not generally available would be Unpublished Price Sensitive Information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to Unpublished Price Sensitive Information have been listed above to give illustrative guidance of Unpublished Price Sensitive Information.

"Legitimate Purposes" shall include sharing of UPSI in the ordinary course of business by an Insider on Need to Know Basis, with the promoters and their affiliates, collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals, practicing company secretaries, registered valuers or other advisors, service providers or consultants, statutory authorities, etc. provided that such sharing has not been carried out with a view to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulation 2015, this Policy and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the Insider Trading Regulations or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Act and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

Principles of Fair Disclosures

The Company shall follow the Principles of Fair Disclosures detailed hereunder:

1. 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.

2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

3. Designation of a senior officer as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

7. Developing 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.

8. Handling of all unpublished price sensitive information on a need-to-know basis.

Procedure for responding to any queries/ requests for verification of market rumours by Stock Exchanges

1. The Compliance Officer, in consultation with MD or WTD or in the absence of Compliance Officer, other Authorised Person, shall give an appropriate, fair and prompt response to the queries by regulatory authorities / stock exchanges related to news reports and requests for verification of market rumours.

2. As and when necessary, the Company may on its own initiative, clarify, confirm or deny any reported event or information to stock exchange(s) with respect to any market rumours.

Policy for determination of Legitimate Purpose

In determining "Legitimate Purpose" for sharing of UPSI with any person, emphasis shall be given to the need for actions required in the ordinary course of business for the purposes of:

i. performance of duties;
ii. compliance with legal obligations;
iii. pursuance of envisaged corporate actions resulting to UPSI;
iv. meeting regulatory / statutory requirements;
v. evaluation of business opportunities; and
vi. other Bonafide purposes, as required.

Amendments

This Policy will be reviewed periodically by the Board/ Committee as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors in cases of material changes to the Policy.

Interpretation

In case of any conflict or subsequent changes in the provisions of the applicable law, the applicable law would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Act and/or applicable laws in this regard shall automatically apply to this Policy.

Disclosure

This Policy will be disclosed on the Company's website at https://sdpack.in/.

Version History

Version	Approved By	Approval Date	Effective Date
1st Version	Board of Directors	20/08/2026	20/08/2026