PACKAGING SOLUTIONS

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

Introduction

This policy, as a part of Code of Fair Disclosure and Conduct formulated under Regulations 8 of SEBI (Prohibition of Insider Trading) Regulation 2015, as amended (“**SEBI PIT Regulations**”) will be known as “*Policy for Determination of Legitimate Purpose*” (the “**Policy**”) and the said Policy is prepared in accordance with Regulations 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment), Regulation, 2018.

Unpublished Price Sensitive Information as per SEBI PIT Regulations, is in the nature of information relating to the S.D. International Limited (“**Company**”), directly or indirectly, of a precise nature that can have an impact on the prices of the securities of the Company if made public.

Till the Unpublished Price Sensitive Information **(“UPSI”)** becomes generally available information, UPSI can be shared only on a need-to-know basis and for legitimate purpose and not to evade or circumvent the prohibitions of the SEBI PIT Regulations. Procuring UPSI relating to the Company or its listed securities or proposed to be listed securities, if any will be an exception. Hence, the objective of this Policy is to identify ‘Legitimate Purposes’ for performance of duties or discharge of legal obligations.

Purpose and Objective

The purpose of this Policy is to identify and regulate the circumstances in which Unpublished Price Sensitive Information ("UPSI") may be shared by an Insider in the ordinary course of business for legitimate purposes, performance of duties or discharge of legal obligations, in compliance with Regulation 3(2A) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

This Policy aims to:

a) define the principles for determination of "legitimate purposes" for sharing of UPSI;
b) ensure that UPSI is shared strictly on a need-to-know basis and only with persons who require such information for legitimate purposes, performance of duties or discharge of legal obligations;
c) maintain confidentiality of UPSI and prevent its misuse or unauthorized disclosure;
d) establish adequate safeguards and controls for sharing, recording and preservation of UPSI in accordance with applicable laws; and
e) promote compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws relating to prevention of insider trading.

Policy Scope

This Policy is applicable to all Insider(s).

Definitions

a) “**Board of Directors**” or “**Board**” means the Board of Directors of the Company in terms of Regulation 2(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015as constituted from time to time.

b) **“Connected Person”** shall have the meaning as defined under Regulation 2(1)(d) of the SEBI PIT Regulations.

c) **“Insider”** shall have the meaning defined under Regulation 2(1)(g) of the SEBI PIT Regulations i.e., any person who is (i) a Connected Person; or (ii) in possession of or having access to UPSI; and (iii) any person in receipt of UPSI pursuant to a “legitimate purpose” shall also be considered an “insider” for purposes of the PIT Regulations;

d) **“Legitimate Purposes”** shall mean 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 PIT Regulations, this Policy and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

e) **‘Need to Know Basis’** shall mean that UPSI should only be ‘disclosed to’ or ‘procured by’ such persons who need to share or need access to the UPSI in furtherance of Legitimate Purposes or performance of duties or legal obligations and whose possession of such UPSI will not give rise to a conflict of interest or amount to the misuse of such UPSI.

f) **“Unpublished Price Sensitive Information (“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 shall, ordinarily including but not restricted to, information relating to 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;

Explanation:

‘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.

g. ‘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: 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.

Structured Digital Database

The Board of Directors 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 along with the Permanent Account Number ("**PAN**") or any other identifier authorized by law, where PAN is not available. Such database shall not be outsourced and shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

The Compliance Officer shall maintain record of the details of the recipients including their PAN, address etc. of UPSI on legitimate purpose including the following:

a) Whether the concerned UPSI is required to be shared and why the information is required by the recipient?
b) Who had shared the UPSI and whether he was authorized to do so?
c) Whether the Compliance Officer was intimated before such sharing of UPSI?

The Board of Directors 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, except for the purpose of sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

The Board of Directors or head(s) of the organization of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

If an Insider receives a query about any UPSI related to the Company, he shall not comment on the same and shall forward such query to the Company Secretary and Compliance Officer. The Company Secretary and Compliance Officer shall deal with such query in accordance with Applicable Law and this Code in consultation with Managing Director of the Company.

Restrictions

The Company shall inform the recipient of UPSI, by way of written intimation and/or contractual agreement, such as confidentiality agreement, that (i) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI; (ii) upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the Insider Trading Regulations, (iii) the recipient must maintain confidentiality of the UPSI at all times, (iv) the recipient may use the UPSI only for the approved purposes for which it was disclosed; (v) the recipient should provide a written undertaking that he/she/it shall not undertake trades in the securities of the Company while in possession of the UPSI; and (vi) the recipient must extend all co-operation to the Company, as may be required in this regard.

General

Notwithstanding anything contained in this Policy, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

Interpretation

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

Amendment

The Board of Directors 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.

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

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