



YARROW INFRASTRUCTURE PRIVATE LIMITED

(CIN: U70200DL2010PTC206346)

Registered Off: M-18, Diwan House, Ajay Enclave, New Delhi-110018

Website: www.sembcorpindia.com/yarrow.html Email: corp.secretarial@sembcorp.com

Code of Fair Disclosure of Unpublished Price Sensitive Information

1. Preface

In compliance with Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations"), the Board of Directors ("Board") of Yarrow Infrastructure Private Limited ("YIPL/ Company") has approved and adopted this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code"), which shall be effective from the date of approval of the Board. The Code had been formulated on the principles set out in Schedule A to SEBI PIT Regulations.

2. Principles of Fair Disclosure of "Unpublished Price Sensitive Information" ("UPSI")

The Company shall follow below principles to ensure timely, fair and adequate disclosure of UPSI with respect to it or its securities which is likely to affect price of its securities:

- 2.1 The Company shall make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available to the public on a non-discriminatory basis.
- 2.2 The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
- 2.3 The Company Secretary of the Company shall act as the "Chief Investor Relations Officer" ("CIRO") to deal with dissemination of information and disclosure of UPSI.
- 2.4 The Company shall ensure that UPSI shall be hosted on the website of the Company after the information is furnished to the Stock Exchanges.
- 2.5 The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 2.6 The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 2.7 The Company will ensure that information shared with analysts and research personnel is not UPSI.



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- 2.8 The Company will 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.
- 2.9 The Company will ensure handling of all UPSI on a need-to-know basis.

3. Policy for determination of Legitimate Purposes

In line with sub-regulation 2A of Regulation 3 of SEBI PIT Regulations, the Company shall have a policy to determine the legitimate purpose for which the Unpublished Price Sensitive

Information is being shared and the same shall form part of this Code. Following are the principles to determine the legitimate purpose:

- 3.1 "Legitimate purpose" shall include sharing or disclosing of UPSI in the ordinary course of business by an Insider with partners, directors, senior management personnel, 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 these regulations.

This shall also include any other genuine or reasonable purpose as may be determined by the CISO of the Company.

- 3.2 Whether sharing of Unpublished Price Sensitive Information for a particular instance tantamount to 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered for determination of "Legitimate purpose":

- 3.2.1 whether sharing of such information is in the ordinary course of business of the Company;
- 3.2.2 whether information is sought to be shared to evade or circumvent the prohibitions of the SEBI PIT Regulations;
- 3.2.3 whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose or for execution of specific projects;



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- 3.2.4 whether the information is required to be shared for enabling the Company to discharge its legal obligations;
 - 3.2.5 whether sharing of information to intermediaries and fiduciaries is for market sounding purposes to obtain feedback from potential / existing investors about a transaction involving the Company;
 - 3.2.6 whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.
- 3.3 Insider/Designated Person as defined under PIT Regulations shall not communicate, provide, or allow access to any UPSI, relating to the Company or its securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.4 Any person in receipt of UPSI pursuant to a “legitimate purpose” shall also be considered as an “Insider” for purposes of SEBI PIT Regulations and this Code and due notice shall be given to such persons to ensure and maintain confidentiality of such UPSI in compliance with SEBI PIT Regulations and this Code.
- 4. Trading Window:**
- 4.1 Insiders/Designated Persons under the Company’s Code of Conduct for prohibition of Insider Trading and their immediate relatives shall not trade in securities when the trading window is closed. Trading restrictions period shall be applicable from the end of every Quarter till 48 hours after the declaration of financial results.
 - 4.2 The Trading window shall be closed on account of various factors including UPSI/When compliance officer determines that a person or classes of persons or their relatives can reasonably be expected to have possession of UPSI.
 - 4.3 The Time for commencement of trading window shall be determined by compliance officer in consultation with the Directors. Notification in respect of the same shall be sent to designated persons. The trading window shall, inter-alia, be closed till 48 Hours after the information becomes generally available.



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5. Amendments to the Code

This Code shall be reviewed from time to time and any amendments or modifications in this Code shall be subject to the review and approval by the Board of Directors of the Company. However, the amendment in the regulatory requirements shall be binding on the Company and shall prevail over this Code, even if not incorporated in the Code.

6. Communication and Dissemination of the Code

This Code shall also be posted on the website of the Company.

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