

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

*[Pursuant to Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended]*

**Revision History**

<b>Version</b>	<b>By</b>	<b>Date of revision</b>	<b>Approved</b>
1.0	Board of Directors	-	
1.1	Board of Directors	February 13, 2019	February 13, 2019
1.2	Board of Directors	November 12, 2024	November 12, 2024

**(1) Corporate Disclosure Policy**

The Company believes in timely, uniform and adequate disclosure of Unpublished Price Sensitive Information as per the statutory framework and the Company's communication policies. All unpublished price sensitive information shall be handled only on a need to know basis.

**(2) Definitions <sup>1</sup>**

**"Code"** or "this Code" shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

**"Compliance Officer"** shall mean the Company Secretary of the Company.

**"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis, such as information published on the website of the stock exchanges. "Generally Available" with respect to information shall be construed accordingly.

**"Insider Trading Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

**"Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

**"Mainstream Media"** shall include print or electronic mode of the following: (as amended by SEBI from time to time)

- (a) Newspapers registered with the Registrar of Newspapers for India;
- (b) News channels permitted by Ministry of Information and Broadcasting under Government of India;
- (c) Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021;

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<sup>1</sup> Inserted as per the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

and

(d) Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India.

**“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 include but not limited to, information relating to the following:

- (i) Financial Results;
- (ii) Dividends;
- (iii) Change in Capital Structure;
- (iv) Mergers, De-mergers, Acquisitions, Delisting, Disposal and Expansion of business and such other transactions;
- (v) Changes in Key Managerial Personnel; and
- (vi) Material Events as specified in the Policy on Determining Materiality and Archival of Disclosures pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time.

### **(3) Chief Investor Relations Officer (CIRO)**

The Managing Director will be the Chief Investor Relations Officer, who shall oversee the disclosure and dissemination of unpublished price sensitive information to Stock Exchanges.

### **(4) Disclosure of Unpublished Price Sensitive Information**

The Compliance Officer in consultation with the Managing Director/ Joint Managing Director shall furnish unpublished price sensitive information to the Stock Exchanges. The unpublished price sensitive information shall be hosted in the web site of the Company after the information is furnished to the Stock Exchanges.

Disclosure/dissemination of unpublished price sensitive information may be approved in advance by the Managing Director / Joint Managing Director and in their absence by the Compliance Officer.

If unpublished price sensitive information is accidentally disclosed without prior approval, the person making such disclosure shall immediately inform the Managing Director, Joint Managing

Director or the Compliance Officer, as the case may be, who shall take all necessary steps to make the information generally available and accessible.

#### **(5) Sharing of Unpublished Price Sensitive Information for Legitimate Purpose**

The Directors, employees of the Company and other Insiders shall maintain strict confidentiality of Unpublished Price Sensitive Information relating to the Company.

“Insider” means a person who is in possession of or having access to unpublished price sensitive information.

The Unpublished price Sensitive Information should not be communicated to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligation and in ordinary course of business.

The term “**legitimate purpose**” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with Directors, employees, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants or statutory authorities or other entities, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations and not to trade in securities of the Company when in possession of unpublished price sensitive information and for the said purpose the Company shall execute agreement with such insider(s).

The Insider sharing the Unpublished Price Sensitive Information to others in furtherance of legitimate purposes, performance of duties or discharge of legal obligation and in ordinary course of business shall enter the following information on the digital database maintained by the Company pursuant to provisions of Regulation 3(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended:

1. Name of the Person sharing the information along with employee number.
2. Brief description of the nature of information shared.
3. Purpose of sharing the information.
4. Name, designation and organization of the Person to whom the information is shared.
5. PAN or any other identifier authorized by law of the Person to whom the information is shared.
6. Date and time of sharing the information.

#### **(6) Responding to market rumours and queries on news reports**

The Compliance Officer in consultation with the Managing Director / Joint Managing Director shall respond to requests of verification from Stock Exchanges on news reports or market

rumours **within 24 hours of reporting in mainstream media** <sup>2</sup>

The Compliance Officer in consultation with the Managing Director /Joint Managing Director shall decide whether a public announcement is necessary for verifying or denying rumours and then make appropriate disclosures to clarify the same

[The Compliance Officer/CIRO shall be responsible for deciding whether any reported event or information in the mainstream media is material in nature and whether it indicates that rumours of an impending specific material event or information are circulating amongst the investing public.

Based on the decision, the Company shall confirm, deny or clarify such reported event or information in the mainstream media to the Stock Exchanges as required under Regulation 30(11) of the Listing Regulations within the specified timelines.] <sup>2</sup>

Material price movement will now be considered for rumour verification of listed entities.

For determining material price movement, variation should be considered. In order to factor in market dynamics, the price variation in the securities of the Company will be indexed to movement in Nifty50 and Sensex (benchmark index).<sup>2</sup>

**(7) Maintenance of Structured Digital Database** A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared under this Code or the Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The database shall be maintained with utmost confidentiality and the access to such database shall be restricted only for the purposes of implementing fair practices under this Code.<sup>3</sup>

**(8) Disclosure/Dissemination of unpublished price sensitive information to Analysts, Institutional Investors and Media**

Only the Managing Director and Joint Managing Director shall deal with analysts, institutional investors and media. All other directors, officer and employees of the Company shall not deal with analysts and media except with the prior approval of the Managing Director or the Joint Managing Director. All directors, officers and employees of the Company shall comply with the following guidelines while dealing with analysts, institutional investors and media:

(i) Nature of information to be provided

Only public information shall be provided to the analysts, research persons, large investors, institutional investors and media. Alternatively, the information so given should be simultaneously made public at the earliest.

(ii) Recording of discussion

In order to avoid misquoting or misrepresentation, the Compliance Officer and/or one other representative of the Company shall be present at meetings with analysts, research persons,

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<sup>2</sup> Inserted as per the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

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large investors and institutional investors. The discussions shall be recorded.

(iii) Handling of unanticipated question

The questions that raise issues outside the intended scope of discussion should be handled with care. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

(iv) Simultaneous release of information

When any meeting is organised with analysts, a press release shall be made or the transcript of the proceedings will be hosted on website after every such meet.

**(9) Medium of Disclosure/Dissemination**

- a. Disclosure/dissemination of information may be made through various media so as to achieve good reach and quick dissemination.
- b. Disclosures may also be made through the Company's website.
- c. Company's website may be used to give investors a direct access to analyst briefing material, significant background information, questions and answers etc.
- d. Information filed with Stock Exchanges under continuous disclosure requirement may be made available on the Company's website