

NS OXYMORON ADVISORS PRIVATE LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

*[under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]
(Adopted w.e.f. February 14, 2022)*

**FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
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Words and expressions used and not defined in this Code but defined in the the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) or the Companies Act, 2013 and Rules and Regulations made thereunder shall have the meanings respectively assigned to them thereunder.

1. Preamble:

The Securities and Exchange Board of India (SEBI), in its endeavor has set out regulations for prohibition of insider trading i.e. SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**Regulations**”) to protect the interests of stakeholders and to avoid the misuse of the Unpublished Price Sensitive Information (“UPSI”) in the day to day business affairs.

The Board of Directors (“Board”) of NS Oxymoron Advisors Private Limited (the “**Company**”) has pursuant to Regulations adopted the following Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (“**Code**”).

This Code has been formulated in compliance with the Regulations and is effective from 14th February, 2022.

2. Objective of the Code:

The Code is required for the Company to prevent the misuse and ensure timely and adequate disclosure of UPSI and to maintain the uniformity, transparency and fairness in dealing with the stakeholders.

3. Dissemination of UPSI:

The Company shall promptly disclose UPSI to the public and ensure that such UPSI is generally available to the public without any discrimination, no sooner than credible and concrete information comes into being.

The Company shall disseminate all UPSI on uniform basis and in a timely manner to the Stock Exchanges where its Securities are listed and on the functional website of the Company. The Company may also consider other modes of public disclosure of UPSI so as to improve investor access to the same.

The Directors/Employees who are privy to UPSI, shall handle the same strictly on a “Need to Know” basis i.e. UPSI shall be disclosed only to those persons within the Company who need to know the same in furtherance of the Legitimate purposes, performance of duties or discharge of his/her legal obligations.

“**Legitimate Purpose**” shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc., provided such sharing has not been undertaken to evade or circumvent the prohibition of Regulations.

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- a) Following factors must be satisfied while determining what constitutes a Legitimate purpose:
 - i. Must be shared in the ordinary of course of business or for Corporate Purpose;
 - ii. Required to be done in furtherance of fiduciary duties or in fulfillment of any statutory or contractual obligation;
 - iii. The action is executed in a manner which is considered as fair and transparent; and
 - iv. Information shared is in the interest of Company and should not result into personal benefit of any Connected Person.

Any person in receipt of UPSI pursuant to a "Legitimate purpose" shall be considered an "Insider" for purposes of the Regulations and due notice shall be given by the Company to such persons to maintain confidentiality of UPSI shared with them, in compliance with the Regulations.

4. Overseeing and Co-ordinating Disclosure:

The Board of Directors of the Company have identified and designated Sourav Mukherjee (Director) of the Company, as the Chief Investor Relations Officer, who shall be responsible to ensure timely and adequate disclosure of UPSI pursuant to this Code, as required under the Regulations.

All disclosure/dissemination of UPSI (save and except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval and shall be made public or published on behalf of the Company only if, the same has been approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Director before dissemination of such UPSI.

Any dissemination of UPSI on behalf of the Company without prior approval as referred to above, inadvertently or otherwise, by any Employee or Director of the Company, shall forthwith be informed to the Chief Investor Relations Officer of the Company and the Company shall promptly disseminate the same to the public to make such UPSI generally available. Any UPSI received by any Employee, directly or indirectly, shall be immediately reported to the respective Head of the Department and the Head of the Department in turn shall immediately report such UPSI to the Chief Investor Relations Officer of the Company for prompt disclosure and dissemination to the Public.

5. Responding to Market Rumours:

The Employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from regulatory authorities, stock exchanges, press, media, or from any other source to the Chief Investor Relations Officer to enable him/her to reply/address at the earliest.

The Chief Investor Relations Officer of the Company shall promptly deal with any query or request for verification of market rumours received from stock exchanges/ regulatory bodies.

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6. Manner of dealing with analyst and institutional investors :

- (i) Only generally available public information to be provided –

The Directors, Officers and Employees shall provide only generally available public information to the analyst/research persons/large investors like institutional investor. In case UPSI is proposed to be provided, the same shall be done with prior consultation and approval of the Chief Investor Relations Officer of the Company. Reports or post transcripts of proceedings of meetings with analysts, research personnel or investor relation conferences shall be promptly available on the functional website of the Company as soon as credible and concrete information comes into being and is available by the Company.

- (ii) Handling of unanticipated questions –

The Directors, Officers and Employees should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, the same shall be responded with prior consultation and approval of the Chief Investor Relations Officer of the Company.

7. Principles of Fair Disclosure:

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of UPSI forms part of as set out in Schedule A of Regulations forms part of this Code and annexed as Annexure A.

8. Conflict

In the event of any conflict between the provisions of this Code and the Listing Regulations, the Regulations or any Act or any other statutory enactments, rules, the provisions of such Listing Regulations, the Regulations or any Act or statutory enactments, rules shall prevail over this Code.

9. Amendment of the Code:

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.

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Annexure A

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

- 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 unpublished price sensitive information to avoid selective disclosure.
- 3) Designation of a senior officer as a 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