



**Code of Conduct of Practices and Procedures and for Fair Disclosure of Unpublished
Price Sensitive Information ("UPSI CODE")**

[Pursuant to (SEBI Prohibition of Insider Trading) Regulations, 2015]

**Online Instruments (India) Limited
(Formerly known as Online Instruments (India) Private Limited)**

LOGIC

Online Instruments (India) Limited

Formerly Online Instruments (India) Private Limited

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1. PREFACE

Pursuant to Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (the “**SEBI PIT Regulations**”), this policy has been formulated by Online Instruments (India) Limited (formerly known as Online Instruments (India) Private Limited) (the “**Company**”) to establish the procedure for inquiry in case of a leak, or suspected leak, of UPSI (as defined hereinafter referred to as the “**Insider Trading Code/Policy**”), further outlined in Annexure B.

As part of the Company’s commitment to transparency and good governance, this Policy ensures fairness in dealing with all stakeholders. This Policy is made pursuant to Regulation 8(1) of SEBI PIT Regulations under the powers conferred on it under the Securities and Exchange Board of India Act, 1992. Capitalized terms used but not defined in this Policy, shall have the meaning ascribed to such terms under the Company’s code of Conduct to regulate, monitor and report trading by designated persons in the securities of the Company, as amended from time to time.

In view of the above, this Policy sets out the broad principles to be followed for the purpose of examining any leak or suspected leak of UPSI.

2. OBJECTIVES

The objective of this Policy is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

3. DEFINITIONS

- (i) “**Board**” shall mean the board of directors of the Company.
- (ii) “**Code**” or “**Policy**” means this Code of practices and procedures for fair disclosure of UPSI.
- (iii) “**Compliance Officer**” means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI PIT Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules of preservation of UPSI, monitoring of trades and the implementation of the codes specified under the SEBI PIT Regulations under the overall supervision of the Board.
- (iv) “**Stock Exchange**” shall mean a recognised stock exchange on which the securities of the Company are listed.
- (v) “**Unpublished Price Sensitive Information**” or “**UPSI**” shall have the meaning given to such term in the SEBI PIT Regulations.

All terms used but not defined herein shall have the meaning ascribed to such term under the SEBI PIT Regulations and the Code of Conduct for Prevention of Insider Trading of the Company (“**Insider Code**”) In case of any discrepancy between the SEBI PIT Regulations and the terms defined herein, the meaning as ascribed under the SEBI PIT Regulations, shall prevail

4. PRACTICE AND PROCEDURES

The following principles of fair disclosure for the purpose of this Code shall be strictly followed by the Company with immediate effect:

- a) The Company shall promptly disclose to the public UPSI that would impact price discovery, no sooner than such credible and concrete information comes into being.
- b) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- c) The Company shall uniformly and universally disseminate information i.e., UPSI and avoid selective disclosure.
- d) The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all/public.
- e) The Company shall render, appropriate and fair responses to queries on news reports and requests for verification of market rumours by regulatory authorities.
- f) No person, except those authorized by the chief investor relations officer, shall disclose any information relating to the Company’s securities to analysts and research persons. The chief investor relations officer shall be invited to meetings/conferences organized by the Company with analysts/research person.
- g) All other directors, officers and employees of the Company shall not deal with analysts and media except with the prior approval of the chief investor relations officer.
- h) Only public information shall be provided to the analyst/research persons/large investors, institutional institutions, and media.
- i) In order to avoid misquoting or misrepresentation, the chief investor relations officer and/or one other representative of the Company shall be present at meetings with analysts, brokers, institutional investors, and media. The discussions shall be recorded.
- j) Unanticipated questions shall be taken notice, and a considered response shall be accorded later. If the answer includes UPSI, a public announcement shall be made before responding.

- k) When any meeting is organized with analysts, the presentation and a press release shall be hosted on the website after every such meet.
- l) The Company shall develop the best practices to make transcripts or records of proceedings of meetings with analyst and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
- m) Improvement in investors access to public announcement in addition to release of information to stock exchange.
- n) The Company has designated the Compliance Officer to oversee corporate disclosure.
- o) The Compliance Officer will ensure that the Company complies with continuous disclosure requirements. The Compliance Officer will co-ordinate the disclosure of price sensitive information to Stock Exchanges, analysts, shareholders, and media which will be approved by him in advance.
- p) The Compliance Officer and/or the managing director shall be responsible for deciding whether a public announcement is necessary for verifying or denying any news for effectively responding to market gossip.
- q) The Company will make timely and adequate disclosure of shareholding/changes in ownership/ownership by major shareholders required under the Regulations/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Stock Exchanges.
- r) The Company shall notify the Stock Exchanges within two trading days from receipt of the disclosure or from becoming aware of an off-market trade between insiders who are in possession of UPSI, such off-market trade shall be reported by the Insiders to the Company within two working days.
- s) The Company shall handle all UPSI on a need-to-know basis.

5. LEGITIMATE PURPOSE

The UPSI can be shared as an exception for legitimate purpose [as per its "Policy for determination of Legitimate Purpose" (Annexure A), provided it is not shared to evade or circumvent the prohibition under the Regulation], performance of duties, or discharge of legal obligations.

6. CODE OF CONDUCT

The Company shall adhere to the prescribed standards under the insider trading policy.

7. DIGITAL DATABASE

The Board shall ensure that a Structured Digital Database (“SDD”) is maintained as per the regulatory requirements.

The Board is required to ensure that a structured digital database is maintained containing the nature of UPSI, the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation 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 internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tamperability of the database.

Accordingly, the senior management personnel of the Company shall consult Compliance Officer of the Company to ascertain whether any UPSI can be shared for legitimate purpose to any external party in case if any confusion persists. The respective senior management personnel of the Company shall be responsible for providing information to Compliance Officer about such persons or entities with which UPSI is shared for legitimate purpose with respect to his department and business unit. The Compliance Officer thereafter shall maintain the required structured digital database. Further the Compliance Officer shall provide notice to such persons or entities to maintain confidentiality of UPSI.

8. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The Board requires the parties to execute an agreement to contract confidentiality and non-disclosure obligations on the part of such parties, and such parties shall keep information so received confidential and shall not trade in securities of the Company when in possession of UPSI.

9. CHIEF INVESTOR RELATIONS OFFICER

The Compliance Officer of the Company or managing director shall act as designated/called as “Chief Investor Relations Officer” to deal with dissemination of information and disclosure of UPSI.

10. AMENDMENT

The Board, subject to applicable law, rules and regulations, may amend/substitute any provisions with a new provision(s) or replace this entire Code with a new Code.

In any circumstances, where the terms of this Code differ from any law, rules, regulations etc. for the time being in force, the law, rules, regulations etc. shall take precedence over this Code.

This Code 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 SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment(s) or re-enactment thereto.

11. This Code has been approved and adopted by the Board on **March 10, 2026**.

**For Online Instruments (India) Limited
(Formerly Online Instruments (India) Private Limited)**

Shivanand Mallappa Mahashetti
Managing Director
DIN: 01180544

For Online Instruments (India) Limited

Authorised Signatory

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ANNEXURE-A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. PREFACE:

This Policy, as part of “Code of Practices and procedures for fair disclosure of unpublished price sensitive information”, formulated under the Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, will be known as “Policy for Determining of Legitimate Purposes” hereinafter referred to as the “Policy”, and is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. OBJECTIVES:

The objective of this Policy is to identify the “Legitimate Purpose” which will be considered as exceptional for the purpose of sharing/procuring Unpublished Price Sensitive Information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

3. LEGITIMATE PURPOSES

“**Legitimate Purposes**” shall mean sharing of UPSI in the ordinary course of business by an insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

- a. Promoters of the Company
- b. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditors as applicable)
- c. Staff Member of the Audit firm/team conducting the Audit.
- d. Collaborators
- e. Lenders
- f. Customers
- g. Suppliers
- h. Bankers
- i. Legal advisors
- j. Insolvency Professionals
- k. Consultants
- l. Any other advisors/consultants/partners.

It is hereby clarified that any person in receipt of UPSI pursuant to a “Legitimate purpose” shall also be considered as an “Insider” for the purpose of this Code, the Insider Trading Policy and Regulations and thus such persons shall maintain confidentiality of such UPSI in compliance with this Code, the Insider Trading Policy and the Regulations.

- a) Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, and not to transact in the Company's Shares on the basis of such information;
- b) Sharing for the purposes of obtaining regulatory licenses and approvals;
- c) Sharing for obtaining various credit facilities or loans, giving guarantees, or providing security from/to banks, financial institutions, or other lenders.
- d) Sharing information with legal advisors or counsels in relation to any litigations, representations or registering of any intellectual property rights or in relation to obtaining any opinion or advisory services advisory services;
- e) Sharing for obtaining advice or/and transaction support for evaluating new products, business opportunities and lines of business;
- f) Sharing for the process related to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- g) Sharing for a genuine, reasonable or a bona fide business determined by the CIRO in conjunction with the Managing Director or Chief Executive Officer or Chief Financial Officer or Compliance Officer or Company Secretary of the Company;
- h) Procuring/sharing of UPSI in the ordinary course of business for the purpose of consolidation of accounts.
- i) Sharing of UPSI in furtherance of performance of duties (including any corporate or fiduciary duties) and obligations of a person in their capacity as an employee or Director of the Company as per the terms of his/her employment or appointment and/or the applicable laws.
- j) Arising out of business requirement including requirement for the purposes of promoting the business and strategies of organisation
- k) Sharing of UPSI for any purpose for performance of routine operations of the Company and/or for the furtherance of business, strategies or objectives of the organisation
- l) Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force.

4. AMENDMENT

The Board of Directors of the Company, subject to applicable law, rules and regulations, may amend/substitute any provisions with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstances, where the terms of this Policy differ from any law, rules, regulations etc. for the time being in force, the law, rules, regulations etc. shall take precedence over this 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(s) or re-enactment thereto.

Annexure B

PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

6.1. Procedure for enquiry in case of Leak of UPSI

- a) Any instance of leak of Unpublished Price Sensitive Information should be based on a direct and first-hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication.
- b) Inquiry under this policy shall commence based on a written complaint received from any Insider, Designated Person, Registrar and Share Transfer Agents or any other regulatory authority.
- c) The Whistle Blower may complaint or report the leak of UPSI by addressing the hard copies or by an email to Compliance Officer.
- d) The Whistle Blower shall inter alia state particulars of the complaine and details of the complaint. The Whistle Blower has the option of annexing such documentary evidence, as deemed reasonable for substantiating the complaint lodged.
- e) The instance of leak of UPSI made by the Whistle Blower must be genuine with adequate supporting data/proof. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature or was not genuine, the Whistle Blower shall be subject to disciplinary action.
- f) A preliminary inquiry shall be conducted to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to initiate further investigation. The preliminary inquiry shall be conducted by the Compliance Officer under the supervision of Managing Director and Chairman of the Audit Committee.
- g) The Compliance Officer in consultation with the Managing Director shall write to the complaine intimating the details of the complaint received and directing him to provide a written representation.
- h) If in the opinion of Chairman of Audit Committee, Managing Director and Compliance Officer, the preliminary inquiry warrants further investigation, the same shall be submitted to Inquiry Committee for detailed investigation.
- i) Inquiry Committee shall consist of Compliance Officer, Chief Financial Officer, Managing Director and Head of Human Resources.

- j) Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation.
- k) The Inquiry Committee may call upon such employees/individuals to seek clarification or information pertaining to the leak of UPSI or person(s) who were involved in the generation of original data.
- l) Unless there are compelling reasons not to do so, suspect shall be given an opportunity to respond to material findings contained in investigation report. The Suspect(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with. The Suspect shall co-operate with the Inquiry Committee during the investigation process.
- m) The Inquiry Committee shall conduct the investigation and give its final report within 30 days from the date on which the matter was referred to the Committee or such other reasonable time. The report shall clearly mention whether a leakage of UPSI has occurred or not and if occurred the proposed disciplinary action against the violator.

6.2. Disciplinary Action

- a) On receipt of report of Inquiry Committee, the Compliance Officer shall forthwith forward such report to Audit Committee and Board of Directors of the Company.
- b) The disciplinary action against the Suspect may be taken after consultation with the Audit Committee and Board of Directors of the Company.
- c) The Disciplinary action(s) may include wage freeze, suspension, termination of employment/contract/agreement etc.,
- d) The Company shall inform SEBI and Stock Exchange of such leaks, inquiries and results of such inquiries.