

SHADOWFAX TECHNOLOGIES LIMITED

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Shadowfax Technologies Limited (“**Company**”) is required to formulate a Code of practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (“**Disclosure Code**”) pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended (“**SEBI PIT Regulations**”). Accordingly, the Board of Directors of the Company (“**Board**”) has formulated this Disclosure Code.

The objective of this Code is to ensure timely and adequate public disclosure of unpublished price sensitive information, as defined and understood pursuant to Regulation 2(n) of the SEBI PIT Regulations which would impact the price of the company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.

This Code may be modified by the Board of Directors from time to time to adopt best practices and to comply with the SEBI PIT Regulations.

Definitions

1. “**Compliance Officer**” for the purpose of these SEBI PIT Regulations means the Company Secretary of the Company. In absence of the Company Secretary, the Board may authorize such other officer of the Company to discharge the duties of Compliance Officer under the SEBI PIT Regulations.
2. “**Chief Investors Relations Officer**” means senior officer who may be designated from time to time.
3. “**Unpublished Price Sensitive Information**” or “**UPSI**” means any information, relating to a company or its securities, directly or indirectly, that is not generally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 the securities and shall, ordinarily including but not restricted to, information relating to the following:
 - a. Financial results;
 - b. Dividends;
 - c. Change in capital structure;
 - d. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - e. Changes in key managerial personnel;
 - f. Material events in accordance with the listing agreement; and
 - g. Such other information, in the opinion of the Board, if disclosed is likely to materially affect the prices of the securities.

Role of the Chief Investor Relations Officer

The Board shall designate the Chief Investor Relations Officer of the Company who shall be responsible for overseeing the timely and adequate public disclosure of Unpublished Price Sensitive Information as required under this Disclosure Code and the SEBI PIT Regulations.

The responsibilities of the Chief Investor Relations Officer shall include overseeing and co-ordinating the disclosure of price sensitive information to stock exchanges, analysts, shareholders and the media. Routine disclosures to the stock exchanges shall continue to be made by designated officers who have responsibility for making such disclosures.

In the event of disclosure/dissemination of Unpublished Price Sensitive Information by a Designated Person without the approval of the Chief Investor Relations Officer by a Designated Person, such Designated Person shall inform the Chief Investor Relations Officer about such disclosure/dissemination as soon as possible.

Responding to Market Rumours

Any query or request for verification of market rumours received from stock exchanges, the press, the media or any other source received by any employee or officer of the Company shall ordinarily be directed to the Chief Investor Relations Officer.

If deemed necessary, the Chief Investor Relations Officer shall make a public announcement for verifying or denying the rumours and thereafter make appropriate disclosures.

All requests and queries for verifications of market rumours shall be documented as far as practicable. In this regard, the Chief Investor Relations Officer shall request for all queries and requests be made in writing.

The Company will adhere to the following principles

1. The Company will make prompt public disclosure of Unpublished Price Sensitive Information to stock exchanges and also upload the same on to the website of the Company in order to be accessed by the members or any stakeholder, to make the information generally available to public.
2. The Company will make, uniform and universal dissemination of Unpublished Price Sensitive Information by way of intimation to stock exchanges and other means to improve investor access to their public announcements.
3. The Company will ensure that information, if shared, with analysts and research personnel are not Unpublished Price Sensitive Information.
4. The Company will develop 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.
5. In respect of unanticipated questions from members or any stakeholder, such questions will be taken note of and a considered response will be given later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.
6. The Company will handle all Unpublished Price Sensitive Information on a need-to-know basis.
7. This Code shall be published on the official website of the Company.
8. This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the stock exchange where the securities of the Company are listed.
9. This code has been adopted by the Board of Directors of the Company at their meeting held on June 12, 2025 and shall be effective from the date on which the company shares get listed on the stock Exchanges.