

**TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED
POLICY FOR DETERMINING LEGITIMACY OF UPSI SHARING**

(Under Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

1. Preamble

This Policy is framed pursuant to **Regulation 3(2A)** of the **SEBI (Prohibition of Insider Trading) Regulations, 2015** ("SEBI PIT Regulations") to establish internal guidelines for assessing the **legitimacy of sharing of Unpublished Price Sensitive Information (UPSI)** in the ordinary course of business.

The objective of this policy is to ensure that any sharing of UPSI is legitimate, for lawful purposes only, and in compliance with the principles of fairness and transparency to prevent insider trading.

2. Definitions

2.1 UPSI

"Unpublished Price Sensitive Information" means any information relating to the Company or its securities, directly or indirectly, that is not generally available and which, upon becoming generally available, is likely to materially affect the price of the securities.

Examples include:

- Financial results
- Dividends
- Change in capital structure
- Mergers, demergers, acquisitions
- Key managerial changes
- Material events under SEBI LODR

2.2 Legitimate Purpose

Legitimate Purpose shall include sharing of UPSI in the **ordinary course of business**, on a **need-to-know basis**, with **external parties** such as:

- Auditors (Statutory/Internal/Secretarial)
- Legal advisors and consultants
- Bankers, lenders or credit rating agencies
- Insolvency professionals



- Regulatory or governmental authorities
- Business partners, collaborators, or investors conducting due diligence

Such sharing must be in compliance with applicable laws and **shall not be for the purpose of dealing in securities.**

3. Guiding Principles for Determining Legitimacy

Before UPSI is shared, the following criteria shall be applied:

Criteria	Description
Need-to-Know	UPSI should be shared only when it is essential for the performance of duty or discharge of legal obligations.
Purpose	The purpose of sharing must be legitimate, lawful, and in the ordinary course of business.
Intended Recipient	The recipient must have a clear and justifiable business, legal, or regulatory requirement for such information.
Confidentiality Obligation	The recipient must be bound by a confidentiality and non-disclosure agreement or legal duty to protect the information.
No Trading Purpose	The information must not be shared with an intent to enable insider trading or gain personal benefit.

4. Process for Sharing UPSI

1. Approval:

Prior internal approval must be obtained from the **Chief Financial Officer or Compliance Officer** or a designated senior official before UPSI is shared.

2. Entry in Structured Digital Database (SDD):

Every instance of sharing UPSI, along with the name of the recipient, purpose, and date, shall be recorded in the **Structured Digital Database**, as mandated by SEBI.

3. Execution of NDA:

An appropriate **Non-Disclosure Agreement (NDA)** or confidentiality undertaking must be executed with the recipient before sharing UPSI, unless bound by professional confidentiality (e.g., auditors, advocates).



4. Mode of Transmission:

UPSI should be transmitted only via **secured channels** (e.g., encrypted email, controlled access portals).

5. Responsibilities

- The **Chief Financial Officer / Compliance Officer** shall jointly oversee and ensure adherence to this Policy and maintain proper records.
- All employees and insiders shall strictly comply with this Policy and report any potential or actual breach.

6. Disclosure

The principles contained in this Policy shall be disclosed on the Company's website and included in the **Code of Fair Disclosure and Conduct** as required under Regulation 8 of SEBI PIT Regulations.

7. Amendments

The Board of Directors may review and amend this Policy from time to time to ensure compliance with SEBI regulations and best governance practices.

This policy is amended and approved by the Board of Directors at their meeting held on 27.05.2026.

