

MILLITOONS ENTERTAINMENT LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

**(Pursuant to sub-regulation (1) of Regulation 8 of Securities and
Exchange Board of India (Prohibition of Insider Trading) Regulations,
2015)**

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1. Introduction:

- The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) on January 15, 2015, which is effective from May 15, 2015.
- Pursuant to Regulation 8 of the Regulations, Millitoons Entertainment Limited (EML) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”).
- Accordingly the Board of Directors of PMPL has formulated the Fair Disclosure Code.

2. Scope:

- EML endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, EML has adopted this Fair Disclosure Code.
- This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.
- EML is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

3. Terms and Definition:

- Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made there under, as the case may be or in any amendment thereto.

4. Principles of Fair Disclosure:

To adhere to the principles as mentioned in Schedule A to the Regulations, EML shall ensure the following:

- Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.

- Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website;
(Note: Under certain circumstances, the Company may keep material information as stipulated under the Listing Regulations confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third party confidentiality restrictions or uncertainty of event. The CFO of the Company shall determine when to disclose such material information).
- Disclose press releases issued by it from time to time which are considered to be important for the general public besides putting the same on Company's website;
- Put on Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.
- Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the Chief Financial Officer (CFO) of the Company.
- Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, etc.
(Note: The Company shall not comment on every market rumor. If Stock Exchange requests, the Company shall submit its response to the market rumor)
- Ensure that information shared with analysts and research personnel is not UPSI.
- The Company communicates with its Institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company also participates at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminative basis.
- Details relating to quarterly performance and financial results are disseminated to the shareholders through the press releases and uploaded on the Company's website.

- Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

The Company Secretary will act as Chief Investor Relations Officer for the purpose of dealing with dissemination of information and disclosure of UPSI. The CIRO may be contacted by e-mail at: info@millitoons.com.

The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.