



Symphony Limited

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

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

I. PREAMBLE

“Symphony Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (hereinafter referred as the Code of Fair Disclosure) is framed in line with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code of Fair Disclosure has been amended by the Board of Directors of the Company at its meeting held on May 07, 2025 and shall be effective from May 11, 2025.

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code for Disclosure) is based on the facts and circumstances of the trading history and precedence of the company as has been envisaged in Regulation 8 (1) of Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015. However, while appreciating the history and precedence of the trading and shareholding pattern of the company as well as the conduct of employees and stakeholders, the company will consistently follow its present policy of flow, preservation and dissemination of information.

The present code is an attempt to modify the last Code of Conduct effective from November 1, 2022, to incorporate the changes took place in Insider Trading Regulations, 2015 and corresponding circulars thereto.

Notes mentioned herein are an integral part of this Code of Disclosure.

II. FACT:

1. The regulation is based on envisaging market outcome in price of the shares of the company on prospective act in future.
2. The element of uncertainty of likely market outcome in price of the shares of the company is beyond the comprehension of the Company and the future market outcome, besides, may have an influence of inherent vagaries and volatility of capital market; including demand and supply in shares.
3. Buyback of Shares

The Company has completed a buyback of 10,00,000 equity shares at a price of ₹2,000/- per Equity Share for an aggregate amount of ₹200 Crores through the tender offer route from its existing shareholders on May 25, 2023. Following is the details of shares bought back by the Company from Promoter/ Promoter Group/ Director and their Relatives and others under the said Buyback offer:

No.	Category	Number of shares Bought Back
1	Promoter / Promoter Group	6,38,826
2	Director, their relatives, family trust, HUF and other related entities	22,804
3	Others	3,38,370
Total		10,00,000

The Company has completed a buyback of 2,85,600 equity shares at a price of ₹2,500/- per Equity Share for an aggregate amount of ₹71.40 Crores through the tender offer route from its existing shareholders on September 19, 2024. Following is the details of shares bought back by the Company from Promoter/ Promoter Group/ Director and their Relatives and others under the said Buyback offer:

No.	Category	Number of shares Bought Back
1	Promoter / Promoter Group	1,82,932
2	Director, their relatives, family trust, HUF and other related entities	9,520
3	Others	93,148
Total		2,85,600

4. The shareholding pattern (PAN based) of the company as on December 31, 2024 is as follows.

SHAREHOLDING AS ON 31.12.2024			
S.N.	Particulars	No. of Shares	%
1	PROMOTER/PROMOTER GROUP	5,04,22,182	73.43
2	MUTUAL FUNDS	54,03,858	7.87
3	FOREIGN PORTFOLIO INVESTORS	46,61,278	6.79
4	INSURANCE COMPANIES	3,00,861	0.44
5	BODIES CORPORATE	1,90,717	0.28
6	RESIDENT INDIAN – INDIVIDUALS/HUF	56,86,051	8.28
7	NRI – INDIVIDUALS	2,70,134	0.39
8	TRUST	200	0.00
9	CLEARING MEMBERS	41,133	0.06
10	ALTERNATIVE INVESTMENT FUND	98,250	0.14
11	IEPF	4,15,008	0.60
12	DIRECTORS AND DIRECTORS' RELATIVES	11,41,728	1.66
13	UNCLAIMED SHARES SUSPENSE ACCOUNT	40,000	0.06
Total		6,86,71,400	100.00

- i. As per the above Shareholding pattern of the company, approx. 90% shares are held by the Promoter and Promoter Group, Director and their relatives, Mutual Funds, Foreign Institutional Investors, shares lying in unclaimed suspense account and with IEPF and only 10% are with retail investors.

- ii. The Following is a trading history in the shares of the Company by Promoter/ Promoter Group/ Director/ Designated persons since January 2019.

No.	Category	Number of Shares (Gross)*				
		Buy	Sell	Pledge Creation	Pledge Revocation	Gift
1	Promoter / Promoter Group	3,200	3,000	0	0	6,000
2	Director, their relatives, family trust, HUF and other related entities	1,20,000	1,20,000	15,48,000	21,08,311	0
3	Employees	1,518	6,119	0	0	0
4	Immediate relative of Employees	400	950	0	0	0

* Excluding shares accepted in the recently concluded two buyback offers of the Company

- iii. The Following is details of Highest and Lowest price of the shares on BSE and NSE during last six years:

No.	Calendar Year	BSE (Price)		NSE (Price)	
		High	Low	High	Low
1	2019	1,575.00	1,070.00	1,589.10	1,071.00
2	2020	1,407.35	690.00	1,408.95	690.70
3	2021	1,529.65	890.00	1,528.80	950.15
4	2022	1,214.00	828.90	1,215.00	828.00
5	2023 (Buyback during the year)	1,218.95	825.25	1,219.00	825.00
6	2024 (Buyback during the year)	1,878.95	820.10	1,880.95	820.00

- iv. The following is a detail of per day average trading in shares of the Company:

No.	Calendar Year	Average Trading per day	
		BSE	NSE
1	2019	1,617	23,778
2	2020	5,395	63,546
3	2021	7,568	1,06,130
4	2022	4,396	50,804
5	2023	6,437	70,352
6	2024	13,838	1,98,756

- v. The Company has, on majority occasion, declared and distributed dividend on quarterly basis since FY 2016-17 except during the COVID period.

5. The shareholding distribution pattern of the company as on December 31, 2024 is as under.

Category (Amount)	Total Shareholders	Total % of Shareholders	Nominal value of Total Shares	Total Amount %
1-5000	1,49,930	99.79	76,37,820	5.56
5001- 10000	105	0.07	7,49,600	0.55
10001- 20000	86	0.06	12,60,346	0.92
20001- 30000	22	0.01	5,74,516	0.42
30001- 40000	15	0.01	5,25,168	0.38
40001- 50000	9	0.01	4,00,572	0.29
50001- 100000	28	0.02	19,63,618	1.43
100001& Above	51	0.03	12,42,46,160	90.45
Total	1,50,246	100.00	13,73,57,800	100.00

1. The company is of reasonable view that the shareholding of the promoter/ Promoter Group unchanged and remained 73.43% (except changes in overall % of holding due to participation in buyback offers) of the total share Capital of the company since last few years, the shareholding in public category is not substantial and the shareholding distribution structure amongst the public shareholder is manifesting so insignificant quantity with public shareholders and more particularly considering the ratio of institutional shareholding and non-institutional shareholding the indulgence on their part in the scrip may not have likely material influence on the price discovery of the shares;
2. The spirit of the regulation has been to strike equality of access of information between the act of privileged and unprivileged shareholders in the price discovery of the shares of the company. However, the fact of the Company, as can be gathered from the available record as on date, has been that there has not been material trading in terms of shareholding pattern by employees or directors in last several years, in the shares of the company, whose conduct is being intended to be regulated to protect the interest of unprivileged shareholder; Keeping this perspective in mind, the policy is framed as has been envisaged in Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015.

III. EVENTS LIKELY TO MATERIALLY AFFECT THE PRICE (UPSI):

- (i) Events as defined under Regulation 2 (n) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

Notes: The following information will not be considered as UPSI on the basis of facts and circumstances.

1. The trades being contrary to the nature of UPSI;
2. Communication of UPSI by any insider, where such communication is legitimately necessary for performance of duties or discharge of legal obligations;

3. The trades were pursuant to a trading plan/prior approval compliant with the requirements of the regulations;
4. The insider being an innocent recipient of UPSI or placed reliance on information not believed to be UPSI;
5. The trades are made by a duly authorised person other than the insider without any reference to or prior knowledge of the insider although the trades may have been made on behalf of the insider;
6. A person trades on the basis of contents of an information, which later turns out to have contained UPSI illegally procured by someone who is not a connected person, the fact that a bona fide recipient of that information and traded when in possession of that information should not be treated as insider;
7. In situations, where both the buyer and the seller of securities are in possession of identical information, the trade by them will not be considered as insider;
8. Where the person in possession of the UPSI is different from the person who takes the trading decisions and the two are segregated by effective arrangements, the purpose of the prohibition would not be attracted.
9. Where the exemptions of such trade specified in SEBI Insider Trading Regulations.
10. The trades by persons carrying out securities trading are in ordinary course of their activities.

IV. CODE OF FAIR DISCLOSURE

1. The Company will endeavor to promptly disclose unpublished price sensitive information to the public having nature and character of influencing and/or impacting the affairs and operations of the Company in significant and material manner, which may impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

Notes:

- 1.1. The nature and character of information bearing significance and materiality to the operation and affairs of the Company would be such UPSI which influences the consolidated net worth of the company or consolidated profit after tax of the Company exceeding 50%; for the relevant financial year as a whole.
- 1.2. The nature and character of such information would be deemed to be UPSI, if it results into causing variation in the price of the scrip to the extent of circuit limit as may be prescribed by the Stock Exchange or 20%, whichever is higher on either side from the last traded price on the Stock Exchange, while in possession.
- 1.3. The price discovery for the security would not be exposed, if the prospect of an insider, who is not benefitting by making profit or avoidance of loss from trading when in possession of UPSI. In the absence of the quantifiable benefitting, mere discovery in price

in a market through an inter-play of demand and supply, it would not be possible to envisage an insider benefitting from his possession of UPSI and the lack of such information in possession of the others in the market.

2. The Company will designate a senior officer as chief investor relations officer (“Chief Investor Relations Officer”) who shall deal with the dissemination of information and disclosure of Unpublished Price Sensitive Information.
3. The Company will endeavor to promptly, uniformly and universally disseminate unpublished price sensitive information having nature and character of influencing and/or impacting the affairs and operations of the company insignificant and material manner, which may impact price discovery to the extent of circuit filter or the 20% of last traded price, whichever is higher to avoid inadvertent selective disclosure or otherwise to make such information generally available.
4. The Company will endeavor to give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. The Company will ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
6. The Company has developed practices to make transcripts or records of proceedings of meeting with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made. The Company will review the same from time to time as maybe required on the basis of the facts and circumstances.
7. The Company will handle all unpublished price sensitive information on a need-to-know basis through the iTack software.

Note: While appreciating the Shareholding as on date of December 31, 2024, it appears that in the history of the Company since the date of listing on the Stock Exchange, no employee or director of the Company, other stake holders in their corporate capacity has ever held the significant shares of the Company which can affect the material price discovery process while in possession of UPSI. The company believes that in absence of significant trading by employees, directors or other stakeholders influencing materially price discovery that has taken place in the share price of the Company till date, i.e. the loyal conduct and an environment of free, fair, and transparent flow of information based on absolute mutual trust amongst all, deserves appreciation besides continuing the same on as is where basis, instead of framing new policies for flow, preservation and dissemination of information. In light of this history and precedence, the Company is of the genuine view that the actions relating to enforcement against insider trading would necessarily depend on the facts and circumstances of each case of indulgence in price discovery based on UPSI as defined herein above.

8. Communication or procurement of unpublished price sensitive information for legitimate purpose:

For legitimate purpose standard notice would be issued in requisition of Sub Regulation 2A & 2B of Regulation 3 of SEBI (Prohibition of Insider Trading Regulations), 2015. Necessary details in this regards shall be made in the iTrack software from time to time.

Illustratively - “legitimate purpose” shall include sharing of unpublished price sensitive information 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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.”

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.”

9. The fairness in Insider Trading can be examined and evaluated, on the basis of facts and circumstances of each case; taking into consideration the purpose, period, human conduct, compulsion etc.

Revised w.e.f. May 11, 2025