THE crayons NETWORK
—Celebrating 40 years—
OF CREATIVE INDEPENDENCE

Crayons Advertising Limited
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www.thecrayonsnetwork.com
CIN: L52109DL1986PLC024711

"Code of practices and procedures for Fair Disclosure of unpublished price sensitive Information"

{In accordance with Regulation 8 read with Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations")}

PREAMBLE:

The Securities and Exchange Board of India has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "Regulations") on January 15, 2015. In accordance with Regulation 8 read with Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"), Crayons Advertising Limited ("the Company") has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code"). This Code sets out the principles and practices the Company shall follow to ensure uniform, transparent, and timely disclosure of Unpublished Price Sensitive Information (UPSI) to prevent selective disclosure and maintain the integrity of the securities market. The Company is committed to adopting best practices and ensuring equality of access to information for all stakeholders. This Code was duly approved by the Board of Directors of the Company and will be reviewed and updated from time to time to align with amendments to applicable laws. All disclosures and amendments thereto under this Code shall be promptly intimate to the stock exchanges where the securities of the Company are listed and made available on the Company's official website, in accordance with Regulation 8(2). The Code incorporates the principles laid down in Schedule A of the Regulations and reinforces the Company's commitment to transparent and fair disclosure practices.

SCOPE AND APPLICABILITY:

This Code shall govern the disclosure of Unpublished Price Sensitive Information (UPSI) by the Company and shall be read in consonance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("Applicable Law"). All exemptions, carve-outs, and interpretative guidance provided under the Applicable Law, including any circulars, notifications, or clarifications issued by SEBI or other relevant regulatory authorities, shall be deemed to be automatically incorporated into this Code without requiring specific modification or re-approval by the Board, unless such changes mandate otherwise. The Company shall review this Code periodically to ensure its alignment with evolving regulatory expectations and best practices in corporate governance. In case of any conflict between the provisions of this Code and Applicable Law, the latter shall prevail.

DEFINITIONS:

This Code shall apply in relation to disclosure by the Company of UPSI. The scope-exceptions as given in Applicable Law shall be applicable for the purpose of this Code as well. Any amendments in the Applicable Law, including any clarification/ circulars of relevant regulator, shall be read into this Code such that the Code shall automatically reflect the contemporaneous Applicable Law at the time of its implementation.

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a) "Regulations"
Means the SEBI (Prohibition of Insider Trading) Regulations, 2015.

b) "Code"
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as mentioned in the regulations.

c) "Chief Investor Relations Officer"
Shall mean such senior officer designated by the Company, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, who is responsible for the dissemination of information and disclosure of Unpublished Price Sensitive Information (UPSI) to ensure timely, adequate, and fair disclosure in compliance with this Code and applicable law. Unless otherwise designated by the Board, the Company Secretary for the time being of the Company shall be deemed to be the Chief Investor Relations Officer. In case the Board designates any other officer, the name and designation of such officer shall be published on the website of the Company.

d) "Insider"
Means any person who is:

1. **A connected person; or**
2. **In possession of or having access to unpublished price sensitive information;**

e) "Connected Person"
Shall mean any person who is a connected person as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and shall include any person deemed to be a connected person under the said Regulations, as amended from time to time.

f) "Generally Available Information"
Shall mean information that is accessible to the public on a non-discriminatory basis and shall not include unverified events or information reported in print, electronic media.

g) "Legitimate Purpose"
(i) include sharing of the 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 this code or the SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) The Company may share Unpublished Price Sensitive Information if required in the interest of the Company. Legitimate Purpose shall inter alia include sharing of Unpublished Price Sensitive Information on a need to know basis by an insider with the promoter, holding company, subsidiaries, associates, joint ventures, any governmental and other statutory authority, Courts of law, Tribunals, intermediaries and fiduciaries engaged by the Company and
(iii) In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:
1. for investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
2. under any proceedings or pursuant to any order of courts or tribunals;
3. As part of compliance with applicable laws, regulations, rules and requirements;
4. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking;

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5. Arising out of business requirement including requirement for the purposes of promoting the business and Strategies of business.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these Regulations and shall comply with the Code.

h) "Unpublished Price Sensitive Information"

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: –

1. Financial results;
2. Dividends;
3. Change in capital structure;
4. Mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business, award or termination of order/contracts not in the normal course of business] and such other transactions;
5. Changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
6. Change in rating(s), other than ESG rating(s);
7. Fund raising proposed to be undertaken;
8. Agreements, by whatever name called, which may impact the management or control of the company;
9. Fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
10. Resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
11. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
12. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
13. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
14. Outcome of any litigation(s) or dispute(s) which may have an impact on the company;
15. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business; 16. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

PRINCIPLES OF FAIR DISCLOSURE:

To ensure transparency, fairness, and regulatory compliance in handling and communicating Unpublished Price Sensitive Information (UPSI), the Company adopts the following principles of fair disclosure as mentioned in **Schedule A** to the Regulations,

1. 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.

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2. (a) 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 Clause 36 of the Listing Agreement 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 Executive Director of the Company shall determine when to disclose such material information).
   (b) Disclose media releases issued by it from time to time which are considered to be important for the general public besides uploading the same on Company's website.
   (c) Upload the quarterly and annual financial results on the Company's website, for reference of the general public.

   The Company shall ensure simultaneous and non-discriminatory dissemination of UPSI to avoid any form of selective disclosure.

3. A senior officer is designated as the Chief Investor Relations Officer (CIRO) to oversee dissemination and disclosure of UPSI. The CIRO shall act as the single point of contact for interactions with investors, analysts, and media, and ensure regulatory compliance in disclosures.

4. If any UPSI is disclosed selectively, inadvertently, or otherwise, the CIRO shall ensure prompt public dissemination of such information no later than 24 hours (or within the regulatory timeline) from the time it comes to the Company's attention, to ensure that it is made generally available.

5. The Company shall provide appropriate, accurate, and fair responses to queries by stock exchanges, SEBI, or any other regulatory authority regarding market rumors or news reports, after due verification.

   (Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).

6. The Company shall ensure that no UPSI is shared with analysts, institutional investors, or research personnel unless such information is generally available in the public domain or simultaneously disclosed in accordance with this Code.

7. The Company shall adopt best practices to ensure transparency, fairness, and regulatory compliance in its interactions with analysts, investors, and research personnel. This includes making available on the official website the transcripts or recordings of all analyst and investor meetings or conference calls, uploading any presentation materials used during such interactions, and disclosing any material business plans or information that may lead to price discovery if shared during these meetings.

8. All Unpublished Price Sensitive Information (UPSI) shall be handled strictly on a need-to-know basis, and access shall be restricted to individuals whose functional responsibilities require such information for legitimate purposes. Adequate internal controls, including structured digital databases, access logs, and time-stamped audit trails, shall be maintained to ensure the integrity, confidentiality, and traceability of UPSI. Access to UPSI shall be managed through secured systems with role-based permissions, and periodic reviews shall be conducted to ensure compliance with access controls.

AMENDMENTS TO THIS CODE:

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The Company may modify this Mechanism/ Policy at any time through the process of recommendation of the Audit Committee and approval of the Board and in compliance of applicable law/s.

This Policy was last reviewed on 29th May 2026 and shall be effective from the date of approval by the Board of Directors of the Company.