



# Lord's Mark Industries Limited

(Formerly known as Lords Mark India Limited / Kratos Energy & Infrastructure Limited)  
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CIN : L35103MH1979PLC021614

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## CODE OF PRACTICES AND PROCEDURE

### FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

#### Of Lords Mark Industries Limited

(Formerly known as Lords Mark India Limited and Kratos Energy & Infrastructure Limited)

#### Introduction

In order to comply with the mandatory requirement of the Regulations notified by SEBI on 15.01.2015 to be effective from 15.05.2015, it is necessary to formulate a specific Code of Fair Disclosure for Unpublished Price Sensitive Information (UPSI) for Lords Mark Industries Limited for use by its Promoters, Designated Persons, Directors, Officers, Employees, and connected persons.

These documents embody the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) to be adopted by the Company and followed by its Directors, KMP, Senior Management level, all Executives in Finance and Secretarial Depts., and connected Persons. The code seeks to ensure timely, fair, and adequate disclosure of price sensitive information to the investor community by the company to enable them to take informed investment decisions with regard to the Company's securities.

Further, the said policy has to be reviewed at the end of every three years effective from 01.04.2019 in pursuance to SEBI (LODR) Regulations, 2015. Accordingly, as explained above, the UPSI Policy has been reviewed and revised by the Board in its meeting held on 29/05/2026, the details of which are furnished hereunder:

#### Preamble

The Board of Directors of the Company has adopted the following Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) as required under Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

## Objects of the Code

The Code aims at:

- Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public.
- Acknowledging the necessity of communicating, providing, or allowing access to information and promoting the principle of equality of access to information.

## Scope

The Company endeavors to preserve the confidentiality of UPSI and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

## Applicability

This code shall be applicable with effect from 1st April, 2019.

## Definitions

1. "Board" means the Board of Directors of the Company.
2. "Company" means Lords Mark Industries Limited.
3. "Compliance Officer" means Company Secretary of the Company.
4. "Legitimate Purpose" shall include sharing of UPSI in the ordinary course of business on a need-to-know basis for performing their duties or discharge of legal obligations by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, or other advisors or consultants.
5. "Unpublished Price Sensitive Information (UPSI)" means any information, relating to the 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, Demergers, Acquisitions, Delisting, Disposals, and Expansion of Business and such other transactions;
  - (e) Change in key managerial personnel;
  - (f) Such other information as communicated by the Compliance Officer.

### Chief Investor Relations Officer

The Company Secretary or any other senior officer duly authorized by the Board of Directors of the Company shall act as the Chief Investor Relations Officer (CIRO), who would be responsible for satisfactory discharge of the duties and responsibilities laid down under this code.

### CODE

1. The Company shall make prompt public disclosures of UPSI that would impact price discovery relating to the Company or its securities no sooner than credible and concrete information comes into being in order to make such information generally available.
2. **Uniform and Universal Dissemination of UPSI:** All UPSI that has a reasonable impact on the securities of the Company shall be promptly disclosed to all the stock exchanges where the securities of the Company are listed and on Company's website. Prompt public disclosure of UPSI shall be done no sooner than credible and concrete information comes into being in order to make such information generally available.
3. The Chief Investor Relations Officer (CIRO) of the Company shall deal with the dissemination of information and disclosure of unpublished price sensitive information concerning the Company.
4. The Company shall make efforts to promptly disseminate any UPSI about the Company that gets disclosed selectively, inadvertently, or otherwise to make such information generally available.
5. The Company shall endeavour to provide an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. On receipt of requests from any stock exchanges for verification of market rumours, the CIRO shall ascertain the factual position and after that appropriately and reasonably respond to such queries or requests.
6. The Company shall ensure that information shared with analysts and research personnel is not UPSI about the Company.
7. **Handling of UPSI:** UPSI shall be shared only in furtherance of legitimate purpose which shall include the following:
  - (a) Sharing of UPSI in the ordinary course of business by any Insider or Designated person with existing or proposed Partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, or other advisors or consultants.
  - (b) Sharing of UPSI where such communication is in furtherance of the performance of duties.
  - (c) Sharing of UPSI for the discharge of legal obligations or as may be prescribed under Securities Regulations or Company Law or any other law for the time being in force, in this behalf.
  - (d) Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the Executive Director of the Company.

*Provided that such sharing should not be carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations.*

#### **Issue of notice to the recipient of UPSI**

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an insider for purposes of this code and due notice shall be given to such persons:

- (a) To make such person aware that the information shared is or would be UPSI.
- (b) To make such person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse.
- (c) To instruct such person to maintain the confidentiality of such UPSI in compliance with these regulations.

#### **AMENDMENT TO THIS CODE**

The Board of Directors of the Company reserves the right to add, amend, modify this Code as and when it deems appropriate.

Savings Clause - If any rules under the Code are in conflict with or inconsistent with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, then the SEBI (Prohibition of Insider Trading) Regulations, 2015 as modified/ amended from time to time, shall prevail and shall deemed to have been included in this Code.

THIS POLICY IS FRAMED AS REQUIRED UNDER INSIDER TRADING REGULATIONS AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.

**For Lord's Mark Industries Limited**

(Formerly known as Lords Mark India Limited and Kratos Energy & Infrastructure Limited)



**Mr. Sachin Anand Nariram Upadhyay**  
**Managing Director**

**DIN No: - 01631728**

**Date : 04-06-2026**