CODE OF FAIR PRACTICES OF DISCLOSURE OF UPSI

Preamble

Aether Industries Limited (hereinafter referred to as 'Company') is engaged in business of manufacturing and supply of speciality chemicals and intermediates, along with research and development activities and have listed its equity shares on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

The Company is committed to maintaining the highest standards of transparency, integrity and fairness in the securities market and to ensuring timely and uniform dissemination of information to all stakeholders. The Company recognizes that certain information relating to its business, financial performance, operations, transactions and affairs may constitute Unpublished Price Sensitive Information ("UPSI"). Such information shall be handled with strict confidentiality and shall not be selectively disclosed or misused.

This Code has been formulated pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations") and incorporates the principles of fair disclosure specified in Schedule A thereto. This Code also constitutes the Company's Policy for determination of "Legitimate Purposes" under Regulation 3(2A) of the SEBI PIT Regulations.
The Code shall be read with the SEBI PIT Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with other applicable SEBI circulars and laws, as amended and prevailing from time to time.

Definitions

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI PIT Regulations, 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 thereunder, as the case may be or in any amendment thereto.

Applicability

This Code shall apply to the Company and, where applicable under law, to its Subsidiaries, Associates, Joint Ventures and other group entities, if any, under its control or significant influence. It shall apply to all Promoters, Promoter Group members, Directors, Key Managerial Personnel, Senior Management Personnel, Employees, designated persons, connected persons and others having the access/possession to UPSI. Any person or entity receiving UPSI for a legitimate purpose shall maintain its confidentiality and comply with the SEBI PIT Regulations and this Code. All persons covered by this Code shall protect UPSI and use it only for legitimate purposes.

Principles of Fair Disclosure of Unpublished Price Sensitive Information

In compliance with the applicable provisions of the SEBI PIT Regulations, as amended from time to time, the Company shall adhere to the following principles, practices and procedures to ensure fair, timely, uniform and transparent dissemination of information and events that may have a material impact on the price discovery of the Company's Equity Shares on the Stock Exchanges:

1. The Company will make prompt disclosure to the Stock Exchanges of any UPSI that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such information generally available. The Company may, in appropriate circumstances, also simultaneously disclose the UPSI in such manner as it deems fit including on the Company's website, print or electronic media or social media.

2. The Company shall ensure uniform and universal dissemination of UPSI and shall endeavour to prevent selective, preferential or inadvertent disclosure of UPSI to any individual, institution or class of investors, so as to safeguard the integrity of the market and the price discovery process.

3. The Company Secretary shall be responsible for implementation of the Policy, overseeing the dissemination of information and disclosure of UPSI under SEBI PIT Regulations and this Code.

4. The Company shall ensure that no UPSI is shared unless required. In the event that any UPSI is disclosed during any interaction, whether inadvertently or otherwise, the Company shall promptly disseminate such information to the general public through appropriate channels in accordance with applicable law.

5. The Company shall endeavour to provide appropriate, fair and timely responses to queries relating to news reports concerning the Company and to requests received from regulatory authorities, including the stock exchanges, for verification of market rumours, in accordance with applicable laws, regulations and regulatory requirements.

6. In order to promote transparency, consistency and proper documentation of disclosures made during any interactions, the Company shall make all the reasonable care.

Determination of legitimate purposes

The sharing of UPSI shall be considered as for legitimate purposes, if it is 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, to Regulate, Monitor and Report Trading by Insiders or the Regulations.

Maintenance of Structured Digital Database

A Structured Digital Database (''SDD'') shall be maintained containing the nature of unpublished price sensitive information, the names of such persons who have shared the information and also the names of such persons with whom the information is shared under this Code or the Regulations along with the Permanent Account Number ("PAN") or any other identifier authorized by Indian law where PAN is not available. Such database shall be maintained internally with adequate internal controls and checks, ensuring non-tampering of the database.

Entry of information, not emanating from within the Company, in the said SDD to be lodged not later than 2 calendar days from the receipt of such information.

The logs in the SDD shall be preserved for a period of not less than eight years after completion of the relevant transactions.

Trading Window and Pre-Clearance of Trade

The Company shall maintain a Trading Window, whereby the said designated persons and other covered categories herein shall be able to trade, in accordance with the SEBI PIT Regulations and the Code.

The Trading Window shall remain closed at such events, prescribed under applicable law, including from the end of every quarter until forty-eight (48) hours after declaration of financial results and all such events, which the Company may think fit for this. During such closure, Designated Persons and other covered categories herein shall not trade in the securities of the Company.

During the period when the Trading Window remains open, such persons shall obtain prior approval from the Compliance Officer before undertaking any trade. The proposed quantity, nature and value of the transaction shall be submitted through the prescribed form (written or electronic). Upon obtaining the pre-clearance, one shall complete execution of their precleared Trades in respect of securities of the Company not later than 10 (ten) working days from the receipt of approval for the pre-clearance, failing which the fresh pre-clearance would be required for the Trades to be executed.

After execution of the pre-cleared Trades, the person shall provide the transaction details, to the Compliance Officer in the prescribed manner.

The Compliance Officer shall communicate the closure and opening of the Trading Window to the concerned persons and other categories and maintain appropriate records of pre-clearances, trades and disclosures.

Contra Trade

Designated persons and other categories of persons covered by the Company's internal code shall comply with the restrictions on contra trade prescribed under SEBI PIT Regulations and the Company's internal code. Unless otherwise permitted in the applicable law, such persons shall not enter into a contra trade within 6 months from the last trade i.e. one cannot purchase shares of the Company in case he/she has sold shares within the previous six-month period and vice-versa. In case, the trading window is closed upon completion of the six month, the Trade can be executed upon opening of the trading window only. Shares allotted under ESOP shall remain excluded from the purview of the contra trade.

In case the contra trade is necessitated by emergency, the Compliance Officer may waive the holding period after recording reasons in this regard provided such waiver does not violate the SEBI PIT Regulations and the Code. Similarly, in the case of Trade by a Compliance Officer, the Compliance Officer may obtain the approval from any of the Executive Directors or the Chief Financial Officer, provided that such approval does not violate the Code or the SEBI PIT Regulations.

Penalty and Disciplinary Action

Any violation herein may result in disciplinary action and other consequences in accordance with the Company's Policy and applicable law.

Where an employee undertakes a transaction in the securities of the Company during the closure of the Trading Window / without obtaining the prior approval from the Compliance Officer, to be considered as violation of this Code. At the very first instance, a cautionary warning to be given to the concerned person, following the continuous failure and at the second such instance, such concerned employee shall be liable for a fine of 75 percent of the transaction value, without prejudice to any other disciplinary or legal action that may be applicable. And at the third such instance, he / she shall be terminated from the service.

Dissemination of UPSI

The Company is committed to prompt and fair disclosure of UPSI to all the stakeholders, however in the event there is an accidental or inadvertent disclosure of UPSI by the officers of the Company, the Compliance Officer shall forthwith make available the said information.

Review and Amendment

This Code shall be reviewed periodically by the Compliance Officer and the Board of Directors and amended, as necessary, to remain consistent with applicable laws, regulations, and the Company's governance framework.

Any amendment to this Code shall require approval of the Board of Directors and shall be promptly communicated. The updated Code shall be made available on the Company's website and employee portal.

Disclaimer

The Code is the internal Policy of the Company to prevent Designated Persons and Immediate Relatives of Designated Persons from engaging in insider trading. It is however the responsibility of each Designated Person and to ensure compliance by it and the Immediate Relatives of designated person with the provisions of this Code or the Regulations and other related laws. The Company or its Board shall not be responsible or liable for any violation or contravention by any Designated Person or their Immediate Relatives, of this Code and the Regulations or other related laws. In case of a conflict or inconsistency between the provisions of this Code and the Regulations, the Regulations shall supersede and prevail to the exclusion of the conflicting or inconsistent provision.

Any queries or requests for clarification regarding this code may be addressed to the Compliance Officer at chitrarth@aether.co.in.

Approved on: **November 18, 2021**

Reviewed on: **October 31, 2023**

Modified on: **October 30, 2026**