



Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

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HONASA CONSUMER LIMITED

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Introduction

In terms of Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”), Honasa Consumer Limited (“Honasa” or “Company”) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code” or “Code”), in compliance with the principles set out in Schedule A to the SEBI PIT Regulations.

Honasa recognizes the importance of safeguarding unpublished price sensitive information (“UPSI”) and ensuring that such information is handled in a responsible and compliant manner. Accordingly, the Company has adopted this Fair Disclosure Code in line with the applicable regulatory framework to facilitate credible, timely and equitable dissemination of UPSI that may influence investment decisions or the market price of its securities. Through this Code, Honasa seeks to promote transparency, consistency and integrity in its disclosures while ensuring compliance with all applicable legal and regulatory obligations.

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 thereunder, as the case may be or in any amendment thereto.

- i) **“Chief Investor Relations Officer” or “CIRO”** means Chief Financial Officer of the Company.
- ii) **“Legitimate Purpose”** means sharing of information in the ordinary course of business by an insider with promoters, promoter group, employees, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants or any other intermediary or fiduciary, provided such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015.
Explanation: For the purposes of this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, the term 'intermediary' refers to the persons specified under Section 12 of the Securities and Exchange Board of India Act, 1992 and the term 'fiduciary' refers to the professional firms such as, auditors, accountancy firm, law firms, analysts, insolvency professional entities, consultants, banks, etc. assisting or advising the Company.
- iii) **“Unpublished Price Sensitive Information (UPSI)”** shall have the meaning assigned to it in the Company’s Code of Conduct for Prevention of Insider Trading, as amended from time to time.

Purpose and Scope

This Code aims to:

- ensure prompt, accurate and non-discriminatory disclosure of UPSI that may materially affect the price of Honasa's securities;
- prevent selective or inadvertent disclosure of UPSI to any person or group outside the established disclosure framework;
- preserve the confidentiality of UPSI until it is publicly disseminated in a fair and uniform manner; and
- establish the responsibilities of authorised spokespersons and CIRO in managing communications with analysts, investors and regulatory bodies.

This Code applies to Honasa and to the extent applicable, to all its subsidiaries. All Directors, Key Managerial Personnel, employees and persons acting on behalf of the Company are expected to be familiar with and comply with this Code.

Principles of Fair Disclosure

To adhere to the principles as mentioned in Schedule A to the Regulations, Honasa shall:

- 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.
- 2) 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.
- 3) 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;
- 4) 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.
- 5) 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 CIRO.
- 6) Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 7) 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 rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).

- 8) Ensure that information shared with analysts and research personnel is not a UPSI. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- 9) 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.
- 10) 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 Policy for determination of legitimate purposes is as below:

For determining Legitimate Purposes, the below mentioned policy shall be adhered to:

- a) UPSI can be shared only on a need-to-know basis and for legitimate purposes and not to evade or circumvent the prohibitions of the SEBI PIT Regulations.
- b) UPSI can be shared in the ordinary course of business only if the same is necessary to be shared in order to complete any task / activity / deal including any other assignment for furtherance of the business interests of the company.
- c) Subject to conditions prescribed in a) and b) above, UPSI can be shared with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. in respect of proposed assignment or in order to avail professional services from them or other business purposes, as the case may be. UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal obligations.

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