

# **LANDMARK GLOBAL LEARNING LIMITED**

**(Formerly known as Landmark Immigration Consultants Limited)**

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## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI).**

**(Framed under Regulation 8(1) of SEBI (Prohibition of Insider Trading), Regulations, 2015 and amended as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2025).**

**Adopted On: - 24<sup>th</sup> January, 2025**

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## 1. PREAMBLE

**Requirement:** Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading), Regulations, 2015, the Board of Directors of every Company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations, without diluting the provisions of these regulations in any manner.

The Company has accordingly formulated this Code for fair disclosure in adherence to each of the principles set out in Schedule A to these regulations.

**Title:** The Code will be known as “LGLL Code for Fair Disclosure of Unpublished Price Sensitive Information.”

**First Code:** The first Code was approved by the Board of Directors of the Company in its meeting held on 25th January, 2025 and was effective with immediate effect.

## 2. OBJECTIVE:

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and fair disclosure of unpublished price sensitive information which would impact the price of the Company’s Securities, to maintain the uniformity, transparency, and fairness in dealing with all stakeholders, to determine legitimate purpose for which UPSI may be shared and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

## 3. DEFINITIONS:

- **Unpublished Price Sensitive Information (UPSI):** "unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon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: –
  - i. financial results;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. 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;
  - v. changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
  - vi. change in rating(s), other than ESG rating(s);
  - vii. fund raising proposed to be undertaken;

- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. 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;
- x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. 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;
- xii. 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;
- xiii. 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;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. 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;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

***It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.***

- **Generally Available Information:** "generally available information" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media];

***It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what constitutes unpublished price sensitive information. Information published on the website of a stock exchange, would ordinarily be considered generally available.***

#### **4. UPSI WHICH ARE LIKELY TO MATERIALLY AFFECT THE PRICE OF THE SECURITIES OF THE COMPANY.**

The following types of matters / events shall be considered material upon coming into the public domain for affecting the price of the securities of the Company and shall be deemed to be price sensitive information by the Company:

- i. Periodical financial results of the Company;
- ii. Declaration of dividends by the Company;
- iii. Change in capital structure of the Company;
- iv. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions of the Company;
- v. Changes in key managerial personnel; and

## 5. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

To maintain confidentiality of UPSI shared by Insiders in the ordinary course of business, a policy for determination of "legitimate purposes" for sharing such UPSI with outsiders is provided herein below.

## 6. "POLICY FOR DISCLOSURE OF UPSI FOR DETERMINATION OF LEGITIMATE PURPOSES"

**"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.

The sharing of UPSI by an Insider shall be deemed to be for "Legitimate Purpose" if it satisfies the following criteria:

- i. The UPSI shall be shared only on 'need to know' basis.
- ii. Such sharing of UPSI shall be in the ordinary course of business such as performance of duties, discharge of legal obligations, etc. 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 the SEBI (Prohibition of Insider Trading) Regulations as well as Insider Trading Code of LGLL.
- iii. The Insider shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
- iv. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "Insider" and due notice shall be given to such person to maintain confidentiality of UPSI.
- v. The Insider sharing UPSI shall ensure that such third party is also bound by non-disclosure or confidentiality agreements and the duties and responsibilities of such

person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of LGLL's Insider Trading Code.

## **7. CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

A designated person as defined in Clause 2.12 of SEBI (Prohibition of Insider Trading) Regulations shall abide by the following principles of fair disclosure of UPSI for the events and occurrences that could impact price discovery for its Securities in the market.

The following procedure shall be adhered to ensure timely and adequate disclosure of Unpublished Price Sensitive Information:

- i. LGLL will promptly make public disclosure of unpublished price sensitive information as soon the information comes into being to BSE Limited (BSE) and simultaneously upload such information on Company's official website <https://landmarkimmigration.com/> in order to make such information generally available to investors and members of the Company.
- ii. LGLL shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure. For this purpose, the Company shall disclose information in the portal of BSE and its official website.
- iii. The Secretary of the Company is designated as Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information.
- iv. CIRO shall make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- v. CIRO shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- vi. LGLL shall develop best practice to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official conformation and documentation of disclosures made.
- vii. All Unpublished price sensitive information shall be disclosed on a need –to – know basis.

## **8. MODIFICATION AND AMENDMENTS**

The Company reserves all right to modify and/or amend this Code of Fair Disclosure at any time. This Code of Fair Disclosure and any amendment thereof shall also be published on the official website of the Company

**Jasmeet Singh Bhatia**  
**Managing Director**