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ANANT RAJ LIMITED

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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New Delhi

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations 2015 ("Regulations") on January 15, 2015, and made them effective from May 15, 2015.

The Regulations envisage every Listed Company to formulate a Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information ("Code").

This Code has been framed in accordance with the SEBI (Prohibition of Insider Trading) Regulations 2015 as amended from time to time ("Regulations").

2. Objective of the Code

The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent its misuse. To achieve this objective and in compliance with the aforesaid regulations, the Board of Directors have adopted this code.

The Code ensures timely and adequate disclosure of UPSI which could impact the prices of its securities and maintains the uniformity, trandsparency and fairness in dealing with all its stakeholders.

3. Definitions

a. **"Chief Investor Relations Officer" or "CIO"** means the Company Secretary, or such other Senior Officer who has been designated by the Board from time to time to deal with the dissemination of information and disclosure of UPSI.

b. **"Company"** means Anant Raj Limited (hereinafter referred as 'the Company').

c. **"Company Secretary"** means the Company Secretary of the Company appointed in terms of the resolution passed by the Board of the Company in compliance of the provisions of the Companies Act, 2013.

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d. **"Compliance Officer"** means Company Secretary of the Company or any other senior officer, designated so from time to time, appointed in compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 .

e. **"Regulations"** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto from time to time.

f. **" Unpublished Price sensitive information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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, de-listings, 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

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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.

For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

g. **"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.

Words and expressions used in this code and not defined herein but defined in the regulations, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

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The Company will adhere to the following guidelines so as to ensure fair disclosure of events and occurrence(s) that may impact price of its securities:

4. Norms for disclosure of UPSI

a. Prompt public disclosure of UPSI

UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available, shall be shared by the Company with stock exchanges promptly and shall also be uploaded on the Company's official website www.anantrajlimited.com, in compliance of regulatory requirements and in accordance with Company's Policy on 'Determination of materiality of event/ information' and 'Archival Policy'.

b. Uniform and Universal dissemination of UPSI

The Company will make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure. In order to ensure universal dissemination, all unpublished price sensitive information will first be communicated to the Stock Exchanges where the securities of the Company are listed before this information is released to the investors, research analysts, media or any section of the public.

The text of all communications covering unpublished price sensitive information to the Stock Exchanges shall be approved by the Managing Director or Chief Financial Officer before release.

c. Overseeing and coordinating disclosure(s)

The Compliance Officer shall oversee corporate disclosures and deal with dissemination of information and disclosure of UPSI.

The Compliance Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and for overseeing and coordinating disclosure of UPSI to stock exchanges, on the website of the Company and to the media.

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If any information is accidentally disclosed without prior approval of Compliance Officer, the person responsible may inform the Compliance Officer immediately. In such event of inadvertent disclosure of UPSI, the Compliance Officer shall take prompt action to ensure such information is generally available.

The CIO will deal with the dissemination and disclosure of Unpublished Price Sensitive Information. In addition to CIO, the following persons ("Authorised Spokespersons") are also authorized to communicate with the Investors/media in co-ordination with the CIO:

- Managing Director
- Chief Executive Officer ("CEO")
- Whole-time Director
- Chief Financial Officer ("CFO")

For any specific event or occasion one or more Company officials may be invited to interact with investors, research analysts and representatives of the media.

The Company Secretary in coordination with the CIO shall disseminate / disclose the information to the stock exchanges where the Securities of the Company are listed.

d. Responding to market rumour

The Compliance Officer shall respond to any queries or requests for verification of market rumours by regulatory authorities on behalf of the Company.

The Compliance Officer in consultation with the Managing Director and Chief Financial Officer shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumours.

The Compliance Officer shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

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5. **Process of disseminating information in order to make the UPSI generally available**

   a. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.

   b. The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions & answers.

6. **Manner of dealing with analyst and research personnel**

   a. **Only Public information to be provided** – A company shall provide only public information to the analyst/research persons/large investors like institutions.

   b. **Recording of discussion** - In order to avoid misquoting or misrepresentation, it is desirable that at least two company's representatives be present at meetings with analysts, brokers or institutional investors in the manner as specified hereinabove. The Company shall adopt best practices to make transcripts or records of proceedings of such meetings available on the website of the Company to ensure official confirmation and documentation of disclosures made.

   c. **Handling of unanticipated questions** –The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public disclosure, if considered appropriate, should be made before responding.

7. **Prevention of Leakage of UPSI**

   The employees and/ or directors of the Company and its subsidiaries shall:

   - not discuss or disclose UPSI in public places where such UPSI may be overheard, or participate in, host or link to any internet chat rooms, online social networking sites, newsgroups, discussions, articles, presentations, or bulletin boards which discuss matters that may be classified as UPSI;
   - not carry, read or discard UPSI in an exposed manner in public places;
   - not discuss or share UPSI with any other persons, except as required in furtherance of legitimate purposes or performance of duties or discharge of

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legal obligations and in such cases, shared only in a manner meeting the requirements outlined below; and

- ensure, to the extent possible, that UPSI that is authorized to be shared is shared either by way of an email (addressed directly to the insider) or hard copy (with an acknowledgement from the recipient) or any other secure electronic mode (capable of identifying the recipient).

8. UPSI on Need-to-Know basis

UPSI shall be handled on a "need to know" basis i.e. it shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

9. Policy for Determination of Legitimate Purposes

"Legitimate Purpose" shall mean any purpose for which UPSI has been shared in the ordinary course of business or in the interest of the Company, on a need to-know basis. In this policy, the term "Legitimate Purpose" shall, inter alia, include:

- Sharing of UPSI on "need to know" basis by an Insider with its partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants
- Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the Company
- Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI Insider Trading Regulations.

Illustrative list of Legitimate Purposes

In following cases, the sharing of UPSI would be considered as having been shared for a Legitimate Purpose:

- Sharing the information upon an action, subpoena or order of a court of competent jurisdiction;

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- Sharing the information for any requirement of legal process, regulation or governmental order, decree or as per applicable laws, rules and regulations;
- Sharing of information with auditors viz. internal auditors, statutory auditors, cost auditors, tax auditors or secretarial auditors in relation to audit or for obtaining any certifications or any other services etc.;
- Sharing the information with partners, customers, collaborators and suppliers for entering into contracts or other business prospects which necessitates the same;
- Sharing of information for the purposes of obtaining regulatory licenses and approvals etc.;
- Sharing of information in relation to obtaining various credit facilities or loans, giving guarantees or providing security from/to banks, financial institutions or other lenders;
- Sharing of information with merchant bankers including their counsels and advisors etc. in relation to further issue of any Securities, Debentures, ADR/GDR, convertible instruments, QIPs etc.;
- Sharing information with legal advisors or counsels in relation to any litigations, representations or registering of any intellectual property rights or in relation to obtaining any opinion or advisory services etc.;
- Sharing information with consultants in relation to obtaining any opinion or advisory services etc.;
- Sharing of information with auditors, counsels, advisors or consultant's taxation related issues;
- Sharing of information with insolvency professionals or other advisors or consultants in any other important matters of the Company; and
- Sharing of such information as may be determined by the Compliance Officer of the Company in consultation with the Board of Directors from time to time.

Any person in receipt of unpublished price sensitive information pursuant to a "Legitimate Purpose" shall be considered an "insider" for purposes of these regulations and should be made aware of the duties and responsibilities attached to the receipt of UPSI, the liability that attaches to misuse or unwarranted use of such information and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

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Thus, the Company may enter into Confidentiality Agreements or Non-Disclosure Agreements with such persons and/or due notice shall be given to such person which would, inter alia, include the following:

- The information shared is in nature of UPSI and that the Company is the exclusive owner of such UPSI;
- Upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the PIT Regulations;
- Confidentiality of such UPSI must be maintained at all times;
- Usage of the UPSI may only be for the Legitimate Purpose for which it was disclosed;
- Such person, wherever necessary, should provide a written undertaking that he/she/it shall not undertake trades in the securities of the Company while in possession of the UPSI, subject to applicable law;
- Such UPSI must not be disclosed by the recipient in any manner except in compliance with the SEBI PIT Regulations; and
- Such person must extend all co-operation to the Company, as may be required in this regard.

A structured digital database shall be maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons or entities as the case may be with whom information is shared for legitimate purpose along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. All the entries relating to sharing of UPSI shall be recorded in the database in the manner as stipulated above and Regulation 3(5) of the Regulations. However, the entry of information, not emanating from within the organisation, in the database may be done not later than 2 calendar days from the receipt of such information.

The Company shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or

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enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

Following factors must be satisfied while determining what constitutes a legitimate purpose

i. Must be shared in the ordinary of course of business or for Corporate Purpose;

ii. Required to be done in furtherance of fiduciary duties or in fulfilment of any statutory or contractual obligation;

iii. The action is executed in a manner which is considered as fair and transparent; and

iv. Information shared is in the interest of Company and should not result into a personal benefit to the Insider

Process for sharing UPSI: The Insider should conduct the following steps while sharing UPSI:

i. Satisfy that information is UPSI and that sharing of UPSI is for legitimate purposes only;
ii. Identify the persons and organizations with whom the information is to be shared and establish the narrowest possible group of recipients;
iii. Notify the recipients that the information that is being shared is UPSI and they should maintain confidentiality of the same in compliance with these regulations and enter into a confidentiality/non-disclosure agreement with them for the same.
iv. Mode of sharing UPSI shall be either by an email or hard copy or any other electronic mode or device with acknowledgement.
v. Ensure that such details including but not limited to name of such person or entities, as the case may be, with whom UPSI is shared along with the PAN (or any other identifier authorized by law where PAN is not available), is maintained in a digital database. This database shall be maintained with

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adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database and non-leakage of UPSI.

10. Disclosure of Code on Public Domain

This Code and any amendment thereof shall be published on the Company's website www.anantrajlimited.com.

11. Amendments to the Code

The Board of Directors may review or amend this code, in whole or in part, from time to time, as per the requirements of the Companies Act, 2013 or SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other enactments/rules/amendments as may be made applicable.

This Code is in addition to and not in derogation of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015. In case of any inconsistency, the provisions of the Regulations shall prevail.

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