

# CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND HANDLING OF PRICE SENSITIVE INFORMATION FOR LEGITIMATE PURPOSES.

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## **Preface:-**

1. This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is framed as per Model Code prescribed under Schedule A of the SEBI (Prohibition of Insider Trading) Regulation, 2015.
2. This Code shall become applicable with effect from April 1, 2019 and reviewed on dated 17<sup>th</sup> January, 2023 in Board Meeting and adopted.

## **Definitions:**

1. "**Act**" means the Securities and Exchange Board of India Act, 1992;
2. "**Company**" means **Abhijit Trading Co Limited**;
3. "**Compliance Officer**" shall be the Officer, Company Secretary Department for ensuring compliances under this Code.
4. "**Connected Person**" – means any person who is or has during the 6 months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonable expected to allow such access. The person falling within the following categories shall be deemed to be connected person unless the contrary is established;
  - (a) An immediate relative of connected persons; or
  - (b) A holding company or associate company or subsidiary company; or
  - (c) An intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - (d) An investment company, trustee company, asset management company or an employee or director thereof; or
  - (e) An official of a stock exchange or of clearing house or corporation; or
  - (f) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

- (g) A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - (h) An official or an employee of a self-regulatory organization recognised or authorized by the Board; or
  - (i) A banker of the company; or
  - (j) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than 10% of the holding or interest;
5. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
  6. **“Legitimate Purposes”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
  7. **“Immediate Relative”** means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
  8. “Insider” means any person who is:
    - (a) A connected person; or
    - (b) In possession of or having access to unpublished price sensitive information
  9. "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:
    - a) Financial Results;
    - b) Dividends;
    - c) Change in capital structure;
    - d) Mergers, De-Mergers, Acquisitions, De-listings, Disposals and expansion of business and such other transactions;
    - e) Changes in key managerial personnel.

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

This Code intends to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities. So as to ensure fair disclosure of events and occurrences that could impact price discovery in the market, the Board of Directors of the Company shall adhere to the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information envisaged in SEBI (Prohibition of Insider Trading) Regulation, 2015.

1. To ensure prompt public disclosures of unpublished price sensitive information impacting price discovery, no sooner than credible and concrete information comes into being, in order to make such information generally available.
2. To ensure providing of uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. To ensure that any unpublished price sensitive information which gets disclosed selectively or inadvertently, is promptly disseminated through Stock Exchanges and made generally available.
4. To ensure that appropriate and fair responses and replies are promptly provided/given to the news report and any request for verification of market rumors received from regulatory authorities.
5. To ensure that no unpublished price sensitive information is shared with analysts and research personnel.
6. Best practices shall be followed to ensure the recordings/transcripts of the proceedings of Meetings with analysts and other investor relation conferences are disseminated by publishing the same on the website of the Company.
7. Unpublished price sensitive information is to be handled on need-to-know basis.
8. Company Secretary Department is designated as Chief Investor Relations Officer to deal with dissemination and disclosure of unpublished price sensitive information.

**Determination and Handling of Unpublished Price Sensitive Information for Legitimate Purposes.**

1. No Insider shall communicate, provide or allow access to any unpublished price sensitive information, relating to the Company to any person including other insiders except where such communication is in furtherance of legitimate purposes or performance of duties or discharge of legal obligations i.e. only for a need to know basis

2. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered as “insider” for purpose of SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulations) and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these Regulations. 5
3. The Company and third party sharing Unpublished Price Sensitive Information for legitimate purposes shall execute a Contract to ensure confidentiality and Non Disclosure of information.
4. The entire insider in possession of Unpublished Price Sensitive Information shall be under obligations to share such information only on need to know basis.
5. Maintaining secured database with adequate internal controls relating to entities / such person with whom Unpublished Price Sensitive Information is shared.

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