



ABANS ENTERPRISES LIMITED CIN:

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This code is framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 as amended (“**PIT Regulations**”). Terms not specifically defined herein shall have the same meaning as assigned to them in the “Code of conduct for the prohibition of insider trading in securities of Abans Enterprises Limited” framed in terms of the PIT Regulations (“**Code of Conduct**”) and the PIT Regulations.

1.0 Purpose

- 1.1** To ensure timely and adequate disclosure of UPSI.
- 1.2** To ensure that all UPSI is handled on a need-to-know basis.
- 1.3** To ensure that UPSI is not shared for any reason, except in furtherance of legitimate purposes, the performance of duties or discharge of legal obligations, or in any other manner permitted under the PIT Regulations.

2.0 Prompt public disclosure of unpublished price sensitive information

- 2.1** UPSI shall be promptly disclosed and disseminated, in a uniform and universal manner, by the Company to the stock exchanges in terms of the disclosure policy approved by the Board no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2.2** The Company shall avoid selective disclosure of UPSI and, if any UPSI is disclosed selectively, inadvertently or otherwise, the Company shall promptly disseminate the UPSI to make it generally available.
- 2.3** The Company may also consider ways of supplementing information released to stock exchanges by improving investor access to their public announcements.

3.0 Overseeing and co-ordinating disclosure

- 3.1** The Company shall designate a senior officer as Chief Investor Relations Officer (“**CIRO**”).
- 3.2** The CIRO shall ensure that the presentations and discussions with analysts and investors is promptly disseminated to stock exchanges through Company Secretary and ported on the Company’s website for the benefit of other shareholders and to avoid selective disclosure.
- 3.3** The CIRO shall ensure that the information shared with analysts and research personnel is not UPSI.
- 3.4** As and when the Company organizes meetings with analysts, the CIRO shall ensure that the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live web casting of analyst meets.

3.5 The CIRO shall also be responsible for 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.

4.0 Responding to market rumours

4.1 The Company shall ensure to provide an appropriate and fair response to queries on news reports and request for verification of market rumours by stock exchanges as per the disclosure policy.

4.2 On receipt of requests from any of the stock exchanges for verification of market rumours, the Compliance Officer in consultation with the chief executive officer or the chief financial officer shall ascertain the factual position and thereafter appropriately and fairly respond to such queries or requests. At the time of making such response, the Compliance Officer in consultation with the chief executive officer or the chief financial officer may decide as to whether a public announcement is necessary for verifying or denying rumours and then make the disclosure.

5.0 The medium of disclosure/dissemination

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

5.2 The Company shall ensure that disclosure to stock exchanges is made promptly.

5.3 The Company may also facilitate disclosure through the use of their dedicated internet website.

5.4 The Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

5.5 The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the Company website.

6.0 Policy for determination of “Legitimate Purposes”

6.1 “Legitimate purpose” 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 or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations..

In following cases, which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

- (i) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
- (ii) Legal requirements under any proceedings or pursuant to any order of courts or tribunals.
- (iii) As part of compliance with applicable laws, regulations, rules and requirements; *Example: Company Law, Securities Law, Income Tax Law, Banking Law, etc*
- (iv) Contractual requirement - *Example: Due-diligence for any kind of restructuring, namely mergers and acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc*

6.2 Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the PIT Regulations and due notice shall be given to such person which would *inter alia* include

the following:-

- (i) The information shared is in the nature of UPSI, the confidentiality of such UPSI must be maintained, and such UPSI must not be disclosed by the recipient in any manner except in compliance with the PIT Regulations.
- (ii) The recipient must not trade in the securities of the Company while in possession of UPSI.
- (iii) The recipient shall obtain the Company's prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate Purpose for which the Company had provided the UPSI and, pursuant to such written consent, such other purpose would also be considered to be a Legitimate Purpose.

6.3 Any sharing of UPSI, other than in compliance with this Code, the Code of Conduct or the PIT Regulations, would be construed as a violation. In case of any violation, disciplinary action would be taken by the Company. The onus lies on the insider to prove to the contrary. Further, the Company shall intimate SEBI about such violations and further directions may be issued by SEBI.

6.4 In certain circumstances, sharing of UPSI may be construed as a violation of the PIT Regulations even while it is in pursuit of business interests of the Company. Further, in cases where a person who possesses UPSI is uncertain of whether the UPSI can be shared for a particular purpose, such person may seek clarifications from the Compliance Officer before sharing the information.

7.0 Amendment

7.1 The Board reserves the right to amend or modify this Code in whole or part, in accordance with any regulatory amendment or notification or otherwise, at any time without assigning any reason whatsoever. Any such amended Code will be accordingly updated on the website of the Company.

7.2 The Company will also promptly intimate any amendment to this Code for Fair Disclosure to the stock exchanges, as required under the Regulations also disseminate on the company's website.

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.

The policy was last reviewed & revised by the Board of Directors at their meeting held on August 08, 2025