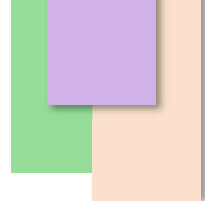


# CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Version 1.0

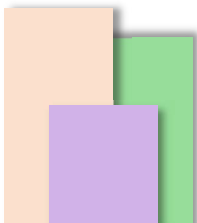
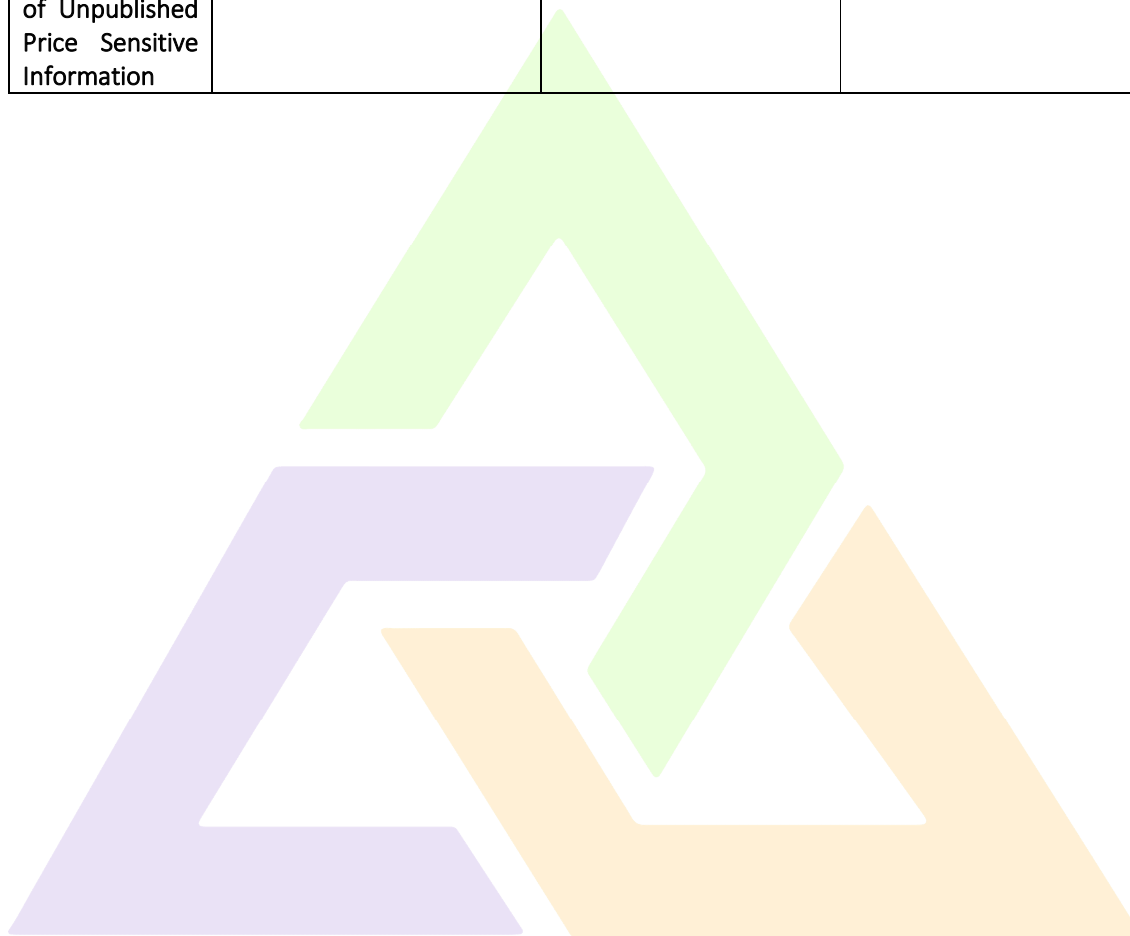


**ANNAPURNA**  
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## Document owner, Version Control & Review Process

Document Name	Version Name	Approved By	Effective Date
Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	1.0	Board	9.2.2023



## 1. PREAMBLE

As a good corporate organisation **Annapurna Finance Private Limited** ("the Company") endeavours to set the highest standards in good and ethical Corporate Governance practices and follows the same by adopting fairness, transparency and accountability in all its operations as an on-going exercise. The Company believes that compliance of applicable legislations and timely disclosures enhance the image of the Company and create a long-term value for all its stakeholders.

In line with the foresaid philosophy of the Company and in compliance with the Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, (SEBI PIT Regulations) the Board of Directors of the Company has adopted a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' (hereinafter referred to as the "Code").

## 2. OBJECTIVE

The Code as enumerated below seeks to ensure timely and adequate disclosure of Unpublished Price Sensitive Information (UPSI) to the Stock Exchanges wherever securities of the Company are listed and also on the official website of the Company from time to time.

## 3. DEFINITIONS

In this Policy, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:

**"Compliance Officer"** shall mean the Company Secretary of the Company shall act as the "Compliance Officer" of the Company and ensure the compliance of this Code including monitoring of UPSI and maintenance of necessary records.

**"Legitimate Purpose"** shall include, but not limited to, sharing of UPSI 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 prohibition of these regulations.

Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neutral gender.

Words and expressions used but not defined in this Code shall have the same meaning as ascribed to them under the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, the SEBI PIT Regulations, the Securities and Exchange Board of

India Act, 1992, the Securities Contracts (Regulation) Act, 1956, or the Companies Act, 2013 and the rules / regulations made thereunder, as the case may be or in any subsequent amendment thereto.

This Code shall be subject to such clarifications, informal guidance and FAQs as may be issued by SEBI from time to time.

#### 4. APPLICABILITY AND COMMENCEMENT

This Code will be effective from \_\_\_\_\_, 2023.

#### 5. COMPLIANCE OFFICER TO DEAL WITH DISCLOSURE OF UPSI

The "Compliance Officer" shall be responsible to deal with dissemination of information and disclosure of UPSI to the Stock Exchanges, wherever securities of the Company are listed and also upload the same on the official website of the Company, wherever required, within the stipulated time.

#### 6. PROMPT PUBLIC DISCLOSURE OF UPSI

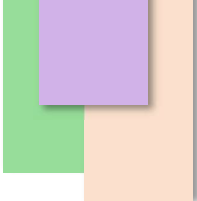
All UPSI that would impact price discovery no sooner than credible and concrete information comes into being, as envisaged in the SEBI PIT Regulations shall be disclosed promptly, in order to make such information generally available to the public.

#### 7. UNIFORM AND UNIVERSAL DISSEMINATION OF UPSI

The Company shall endeavour to disseminate the UPSI on uniform, continuous and universal manner to all the stakeholders by posting the same on the official website of the Company as well as to the Stock Exchanges, wherever securities of the Company are listed.

#### 8. SHARING OF UPSI FOR "LEGITIMATE PURPOSES"

1. The Managing Director/Executive Director/Chief Financial Officer/Company Secretary of the Company severally may determine the names of other entities with whom UPSI may be shared for Legitimate Purpose or other genuine or reasonable purpose from time to time.
2. No insider shall communicate, provide, or allow access to any UPSI, relating to a Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. No person shall procure from or cause the communication by any insider of UPSI, relating to a Company or securities listed or proposed to be listed, except in



furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4. Every person who is in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered an "insider" for the purposes of this Code and written notice shall be given by the Compliance Officer to such persons to create awareness highlighting duties attached to it and maintain confidentiality of such UPSI in compliance with this Code.
5. Structured Digital Database of such persons or entities as the case may be with whom UPSI is shared by the Company shall be maintained containing the names of such recipient of such UPSI, Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such structured digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
6. The Company Secretary & Compliance Officer of the Company may obtain regular / periodic written disclosures in the prescribed format from the recipient of UPSI and maintain the same.
7. The Company Secretary & Compliance Officer of the Company shall review the UPSI shared for Legitimate Purposes on regular basis.
8. The Executive Director/Company Secretary severally from time to time may also frame further strictures for sharing of such UPSI including signing of Non-Disclosure Agreements/Confidentiality Agreement to ensure use of UPSI only for legitimate purposes.

#### **9. PROMPT DISSEMINATION OF UPSI IN RESPECT OF IMPROPER DISCLOSURE OR OTHERWISE**

The Company shall avoid selective disclosure of UPSI and follow the uniform and universal dissemination of UPSI. In any event, if due to oversight or inadvertence the same information is not uniformly and universally made available to all the stakeholders, necessary steps shall promptly be taken to make such information generally available on a non-discriminatory basis.

#### **10. RESPONSE TO QUERIES ON NEWS REPORTS AND REQUESTS FOR VERIFICATION OF MARKET RUMOURS**

The Company shall 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



## 11. SHARING OF INFORMATION WITH ANALYSTS AND RESEARCH PERSONNEL

Only information which is publicly available shall be shared with the analysts, research personnel, prospective investors, etc. The Board of Directors shall identify the Directors/Executives of the Company, who shall be authorized to speak to and / or participate at the meetings with the analysts, research personnel, prospective investors, etc.

The authorized representatives of the Company shall avoid making any forward looking statements in respect of its financial performances and also shall not share any UPSI with the analysts, research personnel, prospective investors, etc. In case any UPSI is shared with them, disclosure thereof shall be made simultaneously to the Stock Exchanges, wherever the Company is listed.

## 12. HANDLING OF ALL UPSI ON A NEED-TO-KNOW BASIS

All UPSI shall be handled by the employees on a need-to-know basis, i.e., the UPSI shall be disclosed only to those within the Company who need the information for legitimate purposes under legal obligation, to discharge the performance or duties and used only for the purpose for which it is meant for.

The Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons contain norms for appropriate Chinese Walls Procedures, and processes for permitting any designated person to "cross the wall".

## 13. MONITORING AND EVALUATION

The Code may be amended with the approval of the Board of Directors from time to time to adopt the best practices in the industry and also to comply with the SEBI PIT Regulations as may be applicable for the time being in force.

## 14. DISCLOSURE

Code of Conduct for Fair Disclosure of UPSI and every amendment thereto shall be promptly intimated to the stock exchanges where Bank's securities are listed and Code shall be published on Bank's official website.

## 15. CLARIFICATIONS

This Code has been formulated as per prevailing provisions of SEBI PIT Regulations. However, if, due to subsequent changes in the law, a particular part thereof becomes inconsistent with the law, in such case the provisions of the law will prevail.

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