



ABANS ENTERPRISES LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

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CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

I. INTRODUCTION

Insider trading means dealing in securities of a company by its Directors, Employees or other insiders based on Unpublished Price Sensitive Information. Such trading by insiders erodes the investor's confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May, 2015 and the same were made applicable to all the companies whose shares were listed on Indian Stock Exchange.

This Code has been designed to fulfill the responsibility cast on the Company by the Insider Trading Regulations, 1992 as amended on 15th January, 2015.

This policy shall be applicable to all Insiders (as defined herein) of the Company including designated persons and immediate relatives of designated persons as defined in this policy. The SEBI Regulations prohibit an Insider from Trading in the securities of a company listed on any stock exchange when in possession of any unpublished price sensitive information.

In compliance with the above requirements, Abans Enterprises Limited initially implemented a Code of Conduct for Prevention of Insider Trading which was amended from time to time in line with the amendments in SEBI (Prohibition of Insider Trading), Regulations, 1992..

II. REFERENCES

This Code should be referred to in conjunction, amongst others, with the following:

- SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time;
- Applicable provisions of Companies Act, 2013 as amended from time to time;
- Company's Code of Business Conduct & Ethics;

III. INTERPRETATION

Words and expressions not defined in this Policy shall have the same meaning as contained in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT 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 the rules and regulations made thereunder.

IV. SCOPE & APPLICABILITY

This Code is applicable to all Insiders. Every Insider must review this code. Questions regarding this Code should be directed to the Compliance Officer at email Id compliance@abansenterprises.com

V. DEFINITIONS

- a) **“Act”** means the Securities and Exchange Board of India Act, 1992.
- b) **“Audit Committee”** shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c) **“Associated”** For the purposes of the Code, a person (being an individual or a legal person, such as a company) is “Associated” with Insider if, but only if, he or she (not being himself such a designated employee) is:
 - a. Immediate relative of an Insider or;
 - b. except where the context otherwise requires, a body corporate in which the designated employee along with any other Associated person hold at least 10 per cent. of the equity share capital or are entitled to exercise or control the exercise of 10 per cent. or more of the voting rights or in practice where his or her directions or instructions are normally followed or;

- c. a body corporate in which Insider or someone who is otherwise a connected person, is a director or a senior executive who has the power to make management decisions affecting the future development and business prospects of that body corporate or;
- d. a person acting in his/her capacity as a trustee of any trust the beneficiaries of which include:
 - i. the Insider, his/her spouse and any children of the director/employee/ consultant; or
 - ii. a body corporate with which he/she is associated or of a trust whose terms confer a power on the trustees that may be exercised for the benefit of the Insider, his/her spouse, children or any such body corporate or
- e. a person acting in his/her capacity as partner of that Insider;
- f. a person acting in his/her capacity as a partner of any person who is:-
 - i. that Insider's spouse;
 - ii. that Insider's child;
 - iii. a body corporate with which that Insider is Associated; or
 - iv. a person acting in his/her capacity as a trustee of any trust of a type specified in paragraph d above.
- d) **"Board"** means the Board of Directors of the Abans Enterprises Limited (AEL).
- e) **"Code"** or **"Code of Conduct"** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Abans Enterprises Limited as amended from time to time.
- f) **"Policy"** shall mean Policy or Code formulated as per SEBI (Prohibition of Insider Trading) Regulations, 2015, for fair disclosure of unpublished price sensitive information by the Board of Directors of M/s. Abans Enterprises Limited as amended from time to time.
- g) **"Company"** means Abans Enterprises Limited.
- h) **"Compliance Officer"** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- i) **"Connected Person"** means:
 - (i) any person who is or has during the six 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 reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - an immediate relative of connected persons specified in clause (i); or
 - a holding company or associate company or subsidiary company; or
 - an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - an investment company, trustee company, asset management company or an employee or director thereof; or
 - an official of a stock exchange or of clearing house or corporation; or
 - 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
 - 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
 - an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - a banker of the Company; or

- a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- j) **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.
- k) **“Designated Employee(s)”** shall include :
- (i) Promoter of the Company;
 - (ii) Directors and Key Managerial Personnel of the Company;
 - (iii) every employee in the grade of Assistant General Managers and above;
 - (iv) every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
 - (v) Employees of material subsidiaries designated on the basis of their functional role or access to UPSI in the organization by their board of directors;
 - (vi) any other employee as may be determined and informed by the Compliance Officer from time to time.
- l) **“Director”** means a member of the Board of Directors of the Company.
- m) **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- n) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis.
- o) **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person, or consults such person in taking decisions relating to trading in securities.
- p) **“Insider”** means any person who is:
- (i) A connected person; or
 - (ii) In possession of or having access to unpublished price sensitive information.
- q) **“Key Managerial Person”** means a person as defined in Section 2(51) of the Companies Act, 2013.
- r) **“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.
- s) **“Promoter”** shall have the meaning assigned to it under the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- t) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- u) **“Specified”** means specified by the Board in writing.
- v) **“Stock Exchange”** means the Stock Exchange where the shares of the Company are listed.
- w) **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- x) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- y) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- z) **“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, disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel; and
 - vi. material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - vii. Any other event as may be determined by the Company/ the Compliance Officer which is likely to materially affect the price of the Securities of the Company.

- aa) **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- bb) **“Specified Persons”** means the Directors, connected persons; the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

VI. ROLE OF COMPLIANCE OFFICER

- a) The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
- b) The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct.

VII. PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

- a) All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

- b) Need to Know:

(i) “need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

(iii) Within a group of persons if such persons have been identified and secluded within a “chinese wall” or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the “chinese wall”, and the execution of an undertaking by such persons to abstain and / or forego

Trading during such seclusion or till the UPSI no longer constitutes UPSI and has become generally available.

c) Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

VIII. PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

An Insider shall not, directly or indirectly, –

- a) Trade in securities of the Company that are listed or proposed to be listed when in possession of UPSI;
- b) Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.
- c) Provide advise/ tips to any third party on trading in Company’s securities while in possession of UPSI and

An insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly trade in the Company’s Securities while in possession of UPSI.

Trading in Securities of other companies

No Insider may, while in possession of unpublished price sensitive information about any other public company gained in the course of employment with the Company, (a) trade in the securities of the other public company, (b) “tip” or disclose such material non-public information concerning that company to anyone, or (c) give trading advice of any kind to anyone concerning the other

The restriction in V (i) above may not apply to:

- (a) a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision; and
- (b) Trades pursuant to a Trading Plan set up in accordance with these Rules and SEBI Regulations.

When a person has traded in securities while in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

IX. CHINESE WALLS PROCEDURES

In terms of the Code, Designated Persons are considered as persons having access or expected to have access to UPSI. To prevent the misuse of UPSI, the Company will maintain “Chinese Walls” and segregate the premises into inside areas and public areas. Inside areas refer to those areas and departments of the Company in which UPSI may ordinarily be available. Public areas refer to those areas where any UPSI would ordinarily not be available, and to which any outside person may be allowed access.

- a) Inside areas shall be accessible in normal course only to Designated Persons. Designated Persons in the inside area shall not communicate any UPSI to anyone in public area. Further, Employees who are Designated Persons are to be physically segregated from Employees in public area. In exceptional circumstances Employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.
- b) Wherever there is a requirement of sharing UPSI by any Designated Person with another Employee / external third parties, etc., in furtherance of legitimate purposes, performance of duties or discharge

of his/ her/ its legal obligations, the person to whom such information is proposed to be shared, shall be “wall-crossed” through wall-crossing procedure set out below.

- c) In the event any person is required to be wall – crossed, i.e., brought over the Chinese Wall in order to obtain access to the UPSI for a specific purpose, prior approval of the Compliance Officer must be sought. The Compliance Officer shall consider whether the person being wall – crossed, is being provided UPSI on a need – to – know basis. Further, UPSI shared with such wall – crosser should be limited to the specific transaction or purpose for which such person’s assistance is required.
- d) Persons who are wall – crossed / receive UPSI should be notified that they would be deemed to be ‘Designated Person’ and ‘Insider’ under this Code and that consequently, such persons will be required to comply with all applicable provisions of the Code and the SEBI Regulations, till such information remains UPSI.
- e) Appropriate records of all wall crossings will be maintained. Further, the Compliance Officer will be informed of all instances wherein a person has been wall-crossed (at the time of such wall – crossing), in accordance with the procedure set out above, so as to enable the Compliance Officer to maintain appropriate records in this regard.

X. INTIMATION OF DUTIES & RESPONSIBILITIES TO THE RECIPIENT OF UPSI

Any recipient of UPSI shall be deemed to be ‘Designated Person’ and ‘Insider’ for purposes of this Code. Accordingly, such persons will: (a) execute agreements to undertake confidentiality and non-disclosure obligations; (b) keep the information so received confidential; (c) utilise the UPSI only for the specified purpose; and (d) otherwise not Trade in Securities of the Company when in possession of, or having access to, UPSI.

XI. DIGITAL DATABASE OF RECIPIENT OF UPSI

As required under Regulation 3(2) of the SEBI Regulations, Compliance Officer as may be authorized by the Board, shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared, along with the following information pertaining to the recipients;

- Name of such recipient of UPSI;
- Name of the Organization or entity which the recipient represents
- Postal Address and E-mail ID of such recipient
- Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such database shall be maintained in accordance with the SEBI Regulations from time to time, including through adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

XII. INTIMATION OF DUTIES & RESPONSIBILITIES TO THE RECIPIENT OF UPSI

There shall be adequate and effective system of internal controls to ensure compliance with the requirements given in this Code and SEBI Regulations to prevent Insider Trading. The internal controls shall include:-

- a) Identifying persons who have access to, or are expected to have access to UPSI, as Designated Persons;
- b) Identifying UPSI and maintaining its confidentiality as required under applicable laws;
- c) Putting in place adequate restrictions on communication, or procurement of UPSI;
- d) Maintaining a list of all persons with whom UPSI is shared and making them aware of their confidentiality and other obligations under the Code;
- e) Periodic review the measures and internal controls implemented to evaluate their effectiveness.

XIII. TRADING PLAN

A Designated Person shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan in the prescribed Form ([Annexure - A](#)).

- a) Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- b) The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
- c) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.
- d) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

XIV. TRADING WINDOW AND WINDOW CLOSURE

- a)
- (i) The trading period, i.e. the trading period of the stock exchanges, called “trading window”, is available for trading in the Company’s securities.
 - (ii) The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.
 - (iii) When the trading window is closed, the Specified Persons shall not trade in the Company’s securities in such period.
 - (iv) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company’s securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.
 - (v) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
- b) The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- c) The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market,

shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

- d) The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

XV. PRE-CLEARANCE OF TRADES

- a) All Specified Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 50,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:
 - i. An application may be made in the prescribed Form ([Annexure - 1](#)) to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
 - ii. All Specified Persons and their shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. ([Annexure - 2](#)).
 - iii. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.
 - iv. All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

- v. The Compliance Officer may waive off the holding period (as per [Annexure - 2](#)) in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

XVI. OTHER RESTRICTIONS

- a) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- b) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- c) The disclosures made under this Code shall be maintained for a period of five years.

XVII. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

Initial Disclosure

- a) Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form ([Annexure - 3](#)).
- b) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form ([Annexure - 4](#)).

Continual Disclosure

- c) Every promoter, employee and director of the Company in the prescribed Form ([Annexure - 5](#)), shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakhs.

The disclosure shall be made within 2 working days of:

- the receipt of intimation of allotment of shares, or
- the acquisition or sale of shares or voting rights, as the case may be.

Disclosure by other Connected Persons

- d) Every connected person or class of connected person shall at the discretion of the Company, disclose its holdings and trading in securities of the company in such form as determined by the company in order to monitor compliance with these regulations in the prescribed indicative Form ([Annexure - 6](#)).

The Compliance officer may from time to time review and modify the formats for submitting disclosures, as may be appropriate.

Disclosure by Connected Persons

- e) Every connect person shall report all holdings in Securities of the Company upon being identified as a Designated Person or any change in information provided earlier within 7 days Form ([Annexure - 7](#)).

XVIII. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S)

- a) Within 2 days of the receipt of intimation under Continual Disclosure requirements, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- b) The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

XIX. DISSEMINATION OF PRICE SENSITIVE INFORMATION

- a) No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- b) Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors:

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

XX. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- a) Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- b) Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- c) Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- d) The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

XXI. RESPONSIBILITY

It is the responsibility of every Insider to whom the Code is applicable, to follow and comply with the provisions of the Code. When in doubt, the Insiders may seek assistance of the Compliance Officer for any clarification on any provisions of the Code or other related applicable regulations issued by Securities and Exchange Board of India.

XXII. PROTECTION OF EMPLOYEES AGAINST RETALIATION AND VICTIMIZATION

- Any suspected violation of leak of UPSI or violation of this Code can be reported under whistle blower mechanism.
- Retaliation for reporting suspected violation is strictly prohibited under this Policy.
- Employees who reports any alleged violation of insider trading laws in accordance with the Informant Mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated September 17, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination

XXIII. MISCELLANEOUS

- a) If any employee has any query relating to this code or its application to any proposed transaction may address to the Compliance Officer.
- b) The code shall remain in force until withdrawn by the Board of Directors of the Company.
- c) The disclosures received by the company under this Code shall be maintained by the company for the period of 5 years.

XXIV. REVIEW OF THE POLICY

The Audit Committee and the Board of Directors shall be empowered to amend, modify, interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

XXV. AMENDMENTS IN LAW

Any subsequent amendment/modification in the SEBI Regulations and US Securities Laws, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

DISCLAIMER

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY INSIDER IS REQUIRED TO FAMILIARISE HIMSELF WITH SEBI REGULATIONS AS IT WILL BE THE RESPONSIBILITY OF EACH INSIDER (AND HIS RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE, SEBI REGULATION AND US SECURITIES LAWS AND OTHER RELATED STATUTES FULLY.

Application by Designated Person for Pre-clearance of trading in Abans Enterprises Limited

To,
The Compliance Officer
Abans Enterprises Limited
36/37/38A, 3rd Floor, 227, Nariman Bhavan,
Backbay Reclamation, Nariman Point,
Mumbai – 400 021

Dear Sir/Ma'am,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to regulate, monitor and report trading in Securities of the Company and the Code of Practices and Procedures for fair disclosure of UPSI, I seek approval for purchase/sale of the Securities of the Company as per the details given below:

NAME OF DESIGNATED PERSON: _____
EMPLOYEE NO. _____ **DESIGNATION** _____
DEPARTMENT _____ **LOCATION** _____
REPORTING MANAGER / HEAD _____
PAN _____
MOBILE NO. _____ **EMAIL ID** _____

Abans Enterprises Limited Securities are being purchased /sold / subscribed by me / my immediate relative Mr. / Mrs./ Ms/ Minor _____

PAN: _____ / **Nature of Relationship** _____

Nature of Transaction (buy/sell/subscribe)	No. of securities intended to be bought / sold / subscribed	¹ Date of purchase/ allotment/ acquisition	² Date of previous approval (for purchase)	DP/ CLIENT ID of the account where the securities will be credited / debited
				DP ID. CLIENT ID

I hereby confirm and declare that:

- I am not in possession/ knowledge of any information that could be construed as Unpublished Price Sensitive Information (UPSI) as defined in the Policy upto the time of signing this undertaking;
- In the event that I am in possession/knowledge of any information that could be construed as UPSI, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer immediately and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- I have not and shall not enter into any opposite transaction (buy / sell) during the previous/ next six months from the date of last transaction.
- I undertake to submit the necessary forms/ documents within the prescribed timelines.

¹ applicable only if the Designated Person is an employee and in respect of sale of Abans Enterprises Limited Securities;

² applicable only in respect of sale of Abans Enterprises Limited Securities for which an earlier purchase sanction was granted by the Compliance Officer.;

- e) I am aware that, I shall be liable to face penal consequences including disciplinary action in case the above declarations are found to be misleading or incorrect at any time;
- f) I agree to comply with the provisions of the Code at all times and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- g) I further hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the SEBI and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 as amended from time to time and the Code prescribed by the Company.

I declare that the order for buying/selling¹ shall be executed within 7 (Seven) days after the approval is granted to me and an intimation of the same will be given to the Compliance Officer within 2 (Two) Working Days thereof.

I further declare that if the order for buying/selling² has not been executed within 7 (Seven) days after the approval is granted to me, and further intend to trade in securities, than a fresh approval will be taken in that behalf.

Thanking you,

(Signature and Name of the Designated Person / Immediate Relative)

Date:

Place:

Please provide all the information. Incomplete forms will not be accepted.

For use of Compliance Officer:

PCO No.	Application recd. date	Approval Date	Approval Granted for (Type of transaction)	Approval granted for (No. of shares)	Pre-clearance valid upto (dd/mm/yyyy)	Compliance Officer's signature
			Sale/ Purchase			

¹ strike out whichever is not applicable

² strike out whichever is not applicable.

DISCLOSURE OF TRADING

To,
The Compliance Officer
Abans Enterprises Limited
36/37/38A, 3rd Floor, 227, Nariman Bhavan,
Backbay Reclamation, Nariman Point,
Mumbai-400021.

Dear Sir,

NAME OF DESIGNATED PERSON: _____

EMPLOYEE NO. _____ **DESIGNATION** _____

DEPARTMENT _____ **LOCATION** _____

REPORTING MANAGER / HEAD _____

PAN _____

MOBILE NO. _____ **EMAIL ID** _____

I hereby inform you that I/my Immediate Relative(s)¹ have bought/sold/subscribed to the Abans Enterprises Limited's Securities as mentioned below:

In case of immediate relative fill the following:

Name of Immediate Relative(s) _____

PAN: _____ / **Nature of Relationship** _____

Name of holder	² F/J	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID No./ CLIENT ID (electronic form) where the Securities will be debited or credited or Folio no. (physical)	Price per security (Rs.)

In connection with the aforesaid trading (s), I hereby undertake to preserve, for a period of 3 (three) years and produce to the Compliance Officer/SEBI any of the following documents:

- Stock Broker's contract note
- Proof of payment to/from Stock brokers
- Extract of bank passbook/statement (to be submitted in case of demat transactions)
- Copy of Delivery instruction slips (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Abans Enterprises Limited Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

³ I agree to hold the above Securities for a minimum period of 6 (six) months.

Yours truly,

(Signature and Name of the Designated Person / Immediate Relative)

Date:

Place:

¹ Strike out whichever is not applicable

² "F" first holder "J" joint holder

³ applicable in case of purchase of Abans Enterprises Limited's securities only.

FORM A - INITIAL DISCLOSURE TO THE COMPANY
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: Abans Enterprises Limited

ISIN of the company: INE365O01010

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors / immediate relatives / others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
		Type of security (For E.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Contract Specifications	Number of Unit (Contracts* lot Size)	Notional Value in Rupee terms	Contract Specifications	Number of units (Contracts* lot size)	Notional Value in Rupee terms
1	2	3	4	5	6	7	8	9	10	11

Note: 1) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2) In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM B - DISCLOSURE ON BECOMING A DIRECTOR/ KMP/ PROMOTER OF THE COMPANY
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: Abans Enterprises Limited

ISIN of the company: INE365O01010

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter / appointment of Director / KMP			Open Interest of the Option Contracts held at the time of becoming Promoter / appointment of Director / KMP		
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Contract Specifications	Number of units (contract * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee Terms
1	2	3	4	5	6	7	8	9	10	11	12

Note: 1) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2) In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM C - CONTINUAL DISCLOSURES
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: Abans Enterprises Limited

ISIN of the company: INE365O01010

Details of Change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares / sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of Shareholding	Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/ Pledge /Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of Contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Contract specifications	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: 1) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
 2) In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:
Designation:
Date:
Place:

FORM D (Indicative format)
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name of the company: Abans Enterprises Limited

ISIN of the company: INE365O01010

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN / DIN, & address with contact nos. of other connected persons as identified by the company	Connect ion with compan y	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition / disposal		Date of allotment advice / acquisition of shares /sale of shares specify		Date of intimatio n to company	Mode of acquisition / dispos al (on market / public / rights / Preferential offer / off market / Interse transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % Of shareholding	Type of security (For eg. –Shares, Warrants, Convertible Debentures etc.)	No.	Val ue	Transacti on Type (Buy/ Sale / Pledge / Revoke / Invoke	Type of security (For eg. –Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of Contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Contract specifications	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: 1) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
 2) In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:
Designation:
Date:
Place:

DISCLOSURE OF PERSONNEL DETAILS PURSUANT TO CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS OF ABANS ENTERPRISES LIMITED

To,
The Compliance Officer
Abans Enterprises Limited
(Formerly Known as Matru-Smriti Traders Ltd.)
36/37/38A, 3rd Floor, 227, Nariman Bhavan,
Backbay Reclamation, Nariman Point,
Mumbai-400021.

Dear Sir/Ma'am,

Pursuant to personnel information required under Code of Conduct to regulate, monitor and report trading by insiders of Abans Enterprises Limited, please find below my personnel details for your perusal:

Name of the Employee: _____

Current Designation: _____

Address: _____

PAN: _____

Demat A/c No.: 1) _____

2) _____

3) _____

4) _____

Phone, mobile, and cell numbers used by me: 1) _____

2) _____

3) _____

4) _____

Institutions from where I am graduated: 1) _____

2) _____

3) _____

4) _____

My Past Employers: 1) _____

2) _____

3) _____

4) _____

Following are my immediate relatives⁸:

Sr. No.	Name	Residential Address	Relationship	Phone, mobile, and cell numbers used by them	Their PAN No.	Their Demat A/c No.
1.						
2.						
3.						
4.						
5.						
6.						
7.						
8.						
9.						
10.						
11.						
12.						
13.						
14.						
15.						
16.						

⁸ "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;

Following are the person with whom, I share material financial relationship⁹:

Sr. No.	Name	Residential Address	Relationship	Phone, mobile, and cell numbers used by them	Their PAN No.	Their Demat A/c No.
1.						
2.						
3.						
4.						
5.						
6.						
7.						
8.						
9.						
10.						

Signature:

Date:

Place:

⁹ "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of the annual income of designated person but shall exclude relationships in which the payment is based on arm's length transactions.

APPLICATION FOR ANNUAL TRADING PLAN

Name of the company: Abans Enterprises Limited

ISIN of the company: INE365O01010

To,
The Compliance Officer
Abans Enterprises Limited
36/37/38A, 3rd Floor, 227, Nariman Bhavan,
Backbay Reclamation, Nariman Point,
Mumbai-400021.

NAME OF DESIGNATED PERSON: _____

EMPLOYEE NO. _____ **DESIGNATION** _____

DEPARTMENT _____ **LOCATION** _____

REPORTING MANAGER / HEAD _____

PAN _____

MOBILE NO. _____ **EMAIL ID** _____

Dear Sir,

I hereby submit annual trading plan for your kind consideration, approval:

1. Name of the Applicant: _____ PAN: _____
2. No. of securities held in the Company as on date: _____
3. Approval sought for: Self/Immediate Relative¹⁰
4. Trading plan belongs for a period of _____ months i.e. for a period commencing from _____ and ending on _____
5. Details of the proposed trade:

S. No.	Nature of transaction (Sale/Purchase)	Date of transaction/period/interval for transaction	Value of trade/ No. of securities transacted	Conditions /Remarks

I hereby undertake that:

- a) I will not commence trading earlier than six months from the public disclosure of the plan.
- b) I do not have overlapping trading plan for the same period.
- c) In the event that I am in possession/knowledge of any information that is construed as “Unpublished Price Sensitive Information” as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall

¹⁰ Strike off whichever is not applicable

inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;

- d) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
- e) I have made full and true disclosure in the matter.
- f) I undertake to abide by this trading plan once approved and shall furnish such declarations/disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- g) I shall not use this trading plan as a tool for market abuse

Name & Signature:

Designation:

Date:

Place: