



## **ANUBHAV INFRASTRUCTURE LIMITED**

### **CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS**

(Effective from 15<sup>th</sup> May, 2015)

#### **Code for Prevention of Insider Trading:**

#### **1 DEFINITIONS**

- a. **“Act”**, means Securities and Exchange Board of India.
- b. **“Company” or “the Company”**, means Anubhav Infrastructure Limited
- c. **“Board”** means the Board of Director of the Company.
- d. **“Code” or “Code of Conduct”** shall means the Code of Conduct of internal procedure and conduct for Regulating
- e. **“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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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.
- f. **“Dealing in securities”**, means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in securities of the Company either as principal or agent.
- g. **“Insider”**, means any person who is or was connected with the company or is deemed to have been connected with the company, and who has received or has had access to such unpublished price sensitive information.
- h. **“connected person”**, means any person who—
  - (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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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,



- (a) an immediate relative of connected persons specified in clause (i); 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 recognized 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

**Explanation:** — The words “connected person” shall mean any person who is a connected person six months prior to an act of insider trading.

- i. **“Unpublished Price Sensitive Information”**, means any information which relates directly or indirectly to a Company and which if published is likely to materially affect the price of the securities of the Company

**Explanations:-** The following shall be deemed to be the price sensitive information

- i. Quarterly, half yearly and annual financial results of the Company
- ii. Intended declaration of dividend (interim and final).
- iii. Issue of Securities or buy back of securities.
- iv. Any major expansion or execution of projects
- v. Amalgamation, merger & takeovers
- vi. Disposal of the whole or substantial part of the undertaking, and





- vii. Any significant changes in policies and operations of the Company
- j. **“relative”**, means a person defined in section 2 (77) of the Companies Act, 2013
- k. **“unpublished”** means information which is not published by the Company or its agent and not specific in nature.
- l. **“Trading window”**, means trading period for trading in the Company’s securities as specified by the Company from time to time.
- m **“Designated Employee”, means**
- i. every employee in grade of Assistant General Managers and above;
  - ii. every employee in the finance, accounts, secretarial, and legal department as may be determined and informed by the Compliance Officer; and
  - iii any other employee as may be determined and informed by the Compliance Office from time to time.
- n. **“Director”**, means member of the Board of Directors of the Company
- o **“Employee”**, means every employee of the Company including the Directors in the employment of the Company.
- p. **“Officer”**, includes any Director, Manager or Secretary or any person in accordance with whose directions or instructions the Board of Directors of the Company or anyone or more of the Directors is or is accustomed to act.
- q. **“Key Managerial Person”** means person defined in Section 2(51) of the Companies Act, 2013
- r. **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:
- s. **“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;
- t. **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto
- u. **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy sell, deal in any securities, and “trade” shall be construed accordingly
- v. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading