

CODE OF CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING

1.0 Corporate Disclosure Policy

- 1.1 To ensure timely and adequate disclosure of price sensitive information, the following norms shall be followed.

2.0 Restrictions On Communication and Trading By Insiders

- 2.1 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a Company or securities listed or proposed to be listed, to any other person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 2.2 The Board of Directors of the Company has framed a Policy for determination of "Legitimate Purposes" as a part of this Code and attached as Annexure – A

3.0 Prompt disclosure of price sensitive information

- 3.1 Price sensitive information shall be given by the Company to stock exchanges and disseminated on a continuous and immediate basis.
- 3.2 The Company may also consider ways of supplementing information released to stock exchange by improving investor access to their public announcements.
- 3.3 The Board of Directors of the Company has framed a Policy for determination of "Legitimate Purposes" as part of this Code and attached as Annexure –A

4.0 Overseeing and co-ordinating disclosure

- 4.1 The Company shall designate a senior official (such as Compliance Officer) to oversee corporate disclosure.
- 4.2 This official shall be responsible for ensuring that the Company complies with Continuous disclosure requirements, overseeing and coordinating disclosure of price sensitive information to stock exchange, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

- 4.3 Information disclosure/dissemination may normally be approved in advance by the official designated for the purpose.
- 4.4 If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if the information is not considered price sensitive.

5.0 Responding to market rumours

- 5.1 The Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumours by exchanges.
- 5.2 The official designated for corporate disclosure shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

6.0 Timely Reporting of shareholding/ownership and change in ownership

- 6.1 Disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the listing agreement shall be made in a timely and adequate manner.

7.0 Disclosure/dissemination of Price Sensitive Information with special reference to Analysis, Institutional Investors

The Company should follow the guidelines given hereunder while dealing with analysis and Institutional investors:-

7.1 Only Public information to be provided

The Company shall provide only public information to the analysts / research persons / large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

7.2 Recording of discussion

In order to avoid misquoting or misrepresentation, it is desirable that at least two Company Representatives be present at meetings with Analysts, Brokers or Institutional Investors and discussions should preferably be recorded.

7.3 Handling of unanticipated questions

The Company should be careful when dealing with Analysts questions that raise issues outside the intended scope of discussion. 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.

7.4 Simultaneous release of Information

When a Company organises meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet.

8.0 Medium of disclosure / dissemination

- 8.1) Disclosure / dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- 8.2) The Company shall ensure that disclosure to stock exchanges is made promptly.
- 8.3) The Company may also facilitate disclosure through the use of their dedicated internet website.

9.0 Submission of disclosures and prescribed forms

All submissions, forms etc., envisaged in this code should be addressed to the Compliance Officer and forwarded to the Investor Relationship Division of the Company at its corporate office, for administrative purpose and taking appropriate action.

The Investor Relationship Division shall acknowledge the receipt of declaration/form.

10.0 Handling of information on need-to-know basis

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

11.0 Amendment

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Code shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification, circular(s) etc.

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.

ANNEXURE –A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

1. Preamble and Objective

The Board of Directors (the "Board") of Caprihans India Limited (the "Company"), adopts the "Policy for Determination of Legitimate Purpose(the "Policy")in compliance with the requirements of regulation 3 (2A) of Securities Exchange Board of India (Prohibition of Insider Trading) (Amendments) Regulations, 2018(the "Regulations")in order to establish a mechanism for sharing of unpublished price sensitive information (UPSI) in the ordinary course of business by the insider of the Company.

2. Enforcement

The Policy shall come into force on April 1, 2019.

3. Scope

The Policy shall form part of Code of Conduct for Fair Disclosure of UPSI of the Company PIT Code. It will be the responsibility of Insiders of the Company to ensure Compliance of SEBI regulations and guidelines and other related statutes fully.

4. Legitimate Purpose

The legitimate purpose for sharing he UPSI by insider in the ordinary course of business shall include but not be limited to the following: -

- a) Sharing of UPSI with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants;
- b) Sharing of UPSI in business situations like acquisitions, mergers, divestments, rights issue or any other transaction(s)/ corporate action(s) where an insider(s) needs to share information with the promoters/controlling shareholders for the transaction(s)to be successful;
- c) Possible investment/disinvestment in a new venture/existing undertaking;
- d) Any event or information as prescribed under Part A of Schedule III under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, (LODR), 2015, as amended from time to time, and

- e) Any other purpose as the Board of Directors may determine depending upon the transaction into question. Provided that, such sharing of UPSI has not been carried out to evade or circumvent the prohibitions laid down under the Regulations.

5. Sharing of UPSI

- a) Any UPSI in possession of insiders shall only be shared for "legitimate purpose".
- b) Any person(s) in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of the Regulations.
- c) Such person(s) shall be made to enter into non-disclosure agreement "NDA") to maintain confidentiality of such UPSI or due notice shall be given to such person(s) to maintain the confidentiality of such UPSI

6. Consequences of Non-Compliance

Non-compliance of this Policy may lead to the prescribed consequences under the SEBI PIT Regulations.

7. Amendments

All amendments to the Policy would be subject to approval by Board of Directors of the Company except in case the amendment in the Policy is necessitated on account of change in the applicable law.

8. Interpretation

All capitalised terms used in this Policy but not defined herein shall have the meaning ascribed to such term in the Act, and the applicable SEBI regulations, as amended from time to time. In the event of any conflict between the clauses of this Policy and the provisions of any statutory enactment or any rules or regulations made thereunder, such provisions shall prevail over the clauses of this Policy.