

ANKUR MARKETING LIMITED

Code of Conduct and Procedures

For Fair Disclosure of Unpublished Price Sensitive Information

**Pursuant to Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations,
2015**

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Principle of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the 'Code') in relation to the securities of the Company, is framed in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, for timely and adequate disclosure of Price Sensitive Information which is likely to affect the price of Company's securities. In terms of this Code, the Company will ensure:

1. The Company will make prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery, no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will make uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
4. The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and request for verification of market rumors by regulatory authorities.
6. The Company will ensure that information, if any, shared with analysts and research personnel are not UPSI.
7. The Company will develop 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.
8. The Company will handle all UPSI on a need-to know basis.

POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"

This Policy is inserted as a part of the Code of Fair Disclosure and Conduct pursuant to Securities & Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from April 1, 2019 and Securities & Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2020 effective from November 11, 2020.

POLICY & PROCEDURES

'Legitimate Purposes' shall include sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

- Partners

- Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
- Staff Members of the Audit firm/team conducting the Audit
- Collaborators
- Lenders
- Customers
- Suppliers
- Bankers
- Legal Advisors
- Merchant Bankers
- Insolvency Professionals
- Investor Relation Advisors/ Agencies
- Credit Rating Agencies/ Advisors
- Registrar & Share Transfer Agent
- Depositories
- Consultants
- Any other advisers/consultants/partners
- Any other business relationship not specifically covered above, which necessitates sharing of UPSI

Any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered an **"INSIDER"** for purposes of this Code and due notice shall be given to such persons in compliance of the Regulations which would, inter alia, include the following:

- The information shared is in conformity with the statutes applicable to the Company; • To maintain confidentiality of such UPSI and not to disclose such UPSI except in compliance with Insider Trading Regulations;
- Not to trade in securities of the Company while in possession of UPSI;
- 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 such other purpose is also a Legitimate Purpose.

DIGITAL DATABASE

The Board of Directors shall ensure that a structured digital database is maintained containing the *nature of Unpublished Price Sensitive Information and the names of such persons or entities, as the case may be, with whom UPSI is shared under this regulation along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. *Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

*The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information

from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

*The Board of Directors may authorize any executive of the Company to develop and maintain a structured digital database.

6. Penalties and Fines applicable in case of violation of the Policy

Any sharing of UPSI, other than in compliance with the Policy and the PIT regulations, would be construed as a violation. The onus lies on the insider to prove to the contrary. In case of any violation of this policy, disciplinary action would be taken by the Company. *The Company shall promptly inform about the violation to the Stock Exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by SEBI from time to time.

*Further, pursuant to the disciplinary action taken by the Company, if any amount is collected, then the same be remitted to the SEBI for credit the Investor Protection and Education Fund administered by it under Securities and Exchange Board of India Act, 1992.

*amended w.e.f. November 11, 2020

The Board of Directors may amend the Code from time to time to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as may be applicable for the time being in force. Any amendment to the aforesaid Code shall be promptly intimated to the Stock Exchanges, wherever the Company is listed and shall also be uploaded on the official website of the Company.

This Code was initially made effective from May 15, 2015 and was later amended and made effective from April 1, 2019 and November 11, 2020.