



# Code of Conduct

*For Regulation and Monitoring of Trading by  
Employees & Connected Persons*

*[In accordance with SEBI (Insider Trading) Regulations, 2015]*



**Anjani Portland Cement Limited**

(Effective from May 15, 2015)



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**CODE OF CONDUCT TO REGULATE, MONITOR  
AND REPORT TRADING BY EMPLOYEES AND CONNECTED PERSONS**  
**(Effective from 15<sup>th</sup> of May, 2015)**

**1. INTRODUCTION**

- 1.1 This Code has been formulated pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 1.2 This Code shall be deemed to have come into force with effect from May 15, 2015.

**2. OBJECT AND SCOPE**

The object of this Code of Conduct is to regulate, monitor and report trading by Employees and other Connected Persons of the Company towards achieving compliance with the provisions of the Regulations. This Code shall be applicable to all Employees and Connected Persons of the Company, unless expressly specified otherwise.

**3. DEFINITIONS AND INTERPRETATION**

In this Code, unless the context otherwise requires, the following expressions shall be have the meanings assigned to them as under:

- 3.1 **“Act”** means the Securities and Exchange Board of India Act, 1992.
- 3.2 **“Board”** means the Board of Directors of the Company.
- 3.3 **“The Company”** means Anjali Portland Cement Limited.
- 3.4 **“Code”** or **“Code of Conduct”** shall mean this Code of Conduct for Regulating, Monitoring and Reporting of Trading by Employees and Connected Persons.
- 3.5 **“Compliance Officer”** means the Company Secretary or such other senior officer designated as such by the Company for the purposes of the Regulations.



**3.6 “Connected Person” means:**

- (a) 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 UPSI or is reasonably expected to allow such access.
- (b) 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,
  - (i) an Immediate Relative of Connected Persons specified in sub-clause (a); or
  - (ii) a holding company or associate company or subsidiary company; or
  - (iii) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
  - (iv) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (v) an official of a stock exchange or of a clearing house or corporation; or
  - (vi) 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
  - (vii) 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
  - (viii) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - (ix) 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.

**3.7 “Designated Employees” shall mean the following Employees of the Company designated as such on the basis of their functional role in the Company:**

- (a) Directors;
- (b) Key Managerial Personnel;



- (c) All Employees in the grade of Assistant General Manager and above;
- (d) Any other Employee who in the opinion of the Compliance Officer should be designated as a Designated Person of the Company.

**3.8 “Designated Persons” shall mean and include:**

- (a) Designated Employees; and
- (b) Connected Persons;

designated on the basis of their functional role in the Company, and who shall be governed by the provisions of this Code.

**3.9 “Director” means a director on the Board of Directors of the Company.**

**3.10 “Employee” means every employee of the Company including the Directors in the employment of the Company.**

**3.11 “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis;**

**3.12 “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**

**3.13 “Insider” means any person who is:**

- (a) a Connected Person; or
- (b) in possession of or having access to UPSI;

For the sake of clarification, reference to “Insider” in these Regulations shall be deemed to include Employees and Designated Persons in possession of or having access to UPSI.

**3.14 “Key Managerial Personnel” means a person as defined under Section 2(51) of Companies Act, 2013.**

**3.15 “Need-to-Know” basis shall have the meaning specified in Clause 5.1.**



- 3.16 “Promoter”** shall have meaning assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- 3.17 “Regulations”** means the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- 3.18 “Securities”** shall refer to the securities of the Company, and shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;
- 3.19 “Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and ‘trade’ shall be construed accordingly;
- 3.20 “Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- 3.21 “Trading Window”** shall have the meaning specified in Clause 7.
- 3.22 “Unpublished Price Sensitive Information” or “UPSI”** 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:
- (a) Financial results;
  - (b) Dividends;
  - (c) Change in capital structure;
  - (d) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
  - (e) Changes in key managerial personnel; and
  - (f) Material events in accordance with the listing agreement.

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.



In case of any inconsistency between any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code or in case of any omission of any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 in this Code, the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall prevail or be applicable, as the case may be.

#### **4. ROLE OF COMPLIANCE OFFICER**

4.1 The Compliance Officer shall administer this Code and monitor the compliance and other requirements under the Regulations. In particular, the Compliance Officer is authorized to:

- (a) Designate Employees or Connected Persons as “Designated Persons” of the Company with intimation to the Board of Directors of the Company;
- (b) Review and approve trading plans in accordance with the Regulations;
- (c) Decide the timings for opening and closure of Trading Window in accordance with the Regulations;
- (d) Decide on granting pre-clearance for trading by Designated Persons when Trading Window is open;
- (e) Maintain a confidential “restricted list” of securities, which shall be used as basis for approving or rejecting applications for pre-clearance of trades;
- (f) Seek all declarations, details, documents, information etc. as may be considered necessary or relevant by him at his sole discretion for approving any trades, or according any approval under the Code or the Regulations;
- (g) Grant relaxation from the strict application of the Code for reasons to be recorded in writing provided that such relaxation does not violate the Regulations;
- (h) Carry out any other act, deed, matter or thing as deemed necessary or expedient to ensure that the Company is in compliance with the Regulations.

4.2 The Compliance Officer is authorized to stipulate formats for all applications, reporting etc. to be made under this Code including without limitation formats for making applications for pre-clearance, approval of trading plan, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for



reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with the Regulations. Any such formats as prescribed or amended shall be deemed to be a part and parcel of this Code, and the copy of the Code shall be deemed to be amended with effect from date of amendment specified by the Compliance Officer or date of declaration of change made by Compliance Officer. Any change to the formats shall be placed before the next meeting of the Board of Directors for their information; provided that failure to place such amendments before the Board as aforesaid shall not by itself render such amendments void.

- 4.3 The Compliance Officer shall report on matters relating to the Regulations 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.
- 4.4 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.

## **5. COMMUNICATION OR PROCUREMENT OF UPSI**

- 5.1 All Employees and Connected Persons shall maintain strict confidentiality of all UPSI of the Company in their possession. All information shall be handled within the organization on a "Need-to-Know" basis. No Insider (which term includes Employees and Connected Persons) shall communicate, provide or allow access to any UPSI relating to the Company to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal obligations. "Need-to-know" basis means that UPSI should be disclosed only to such persons who need the information to discharge their duties and obligations, and whose possession of such information will not give rise to a conflict of interest and appearance of misuse of the information.
- 5.2 No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.3 Notwithstanding anything contained in this Code, UPSI may be communicated, provided, allowed access to or procured under any circumstance specifically provided for by the Regulations, with the advice and counsel of the Compliance Officer of the Company, if required.



- 5.4 The Employees and Designated Persons of the Company shall follow the procedures and processes specified in Clause 6 below for “crossing the wall” with respect to any UPSI, and disclosing UPSI to any other person.
- 5.5 The Company has formulated a code of practices and procedures for fair disclosure of UPSI (“Disclosure Code”) as set out in Annexure-1. The Employees of the Company shall ensure that any disclosure of UPSI adheres to the principles set out in the Disclosure Code.
- 5.6 If any Employee receives or becomes aware of any UPSI, he is duty bound to report the same directly to his head of the department.
- 5.7 All files containing confidential information or other UPSI shall be kept secure by all Employees. Employees must ensure that their computers, files etc. are protected by adequate passwords, security features etc.

## **6. CHINESE WALL**

- 6.1 To prevent misuse of confidential information, the Company shall strive to maintain a "Chinese Wall" policy which separates those areas within the Company, which routinely have access to Confidential Information, considered "Inside Areas" from those areas which deal with other departments providing support services, considered "Public Areas".
- 6.2 The Employees in the Inside Areas shall not communicate any UPSI to anyone in Public Areas.
- 6.3 In exceptional circumstances, an Employee from Inside Areas may "Cross the Wall" and share UPSI on "Need to Know" basis, with Employee(s) in Public Areas, with prior intimation to his Head of Department concerned. The Head of Department shall engage with the respective superior of the Employee in Public Areas if required to impress upon the need to keep the UPSI confidential, and apprise them of their obligations under this Code.

## **7. TRADING RESTRICTIONS**

### **7.1 Prohibition on Insider Trading**

No Insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of USPI.



## **7.2 Prohibition on forward dealings in securities**

In accordance with Section 194 of the Companies Act, 2013, no director of the Company or any of its Key Managerial Personnel shall buy in the Company, or in its holding, subsidiary or associate company:

- (a) a right to call for delivery or a right to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures; or
- (b) a right, as he may elect, to call for delivery or to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures.

*Explanation.*—For the purposes of this clause, “relevant shares” and “relevant debentures” mean shares and debentures of the company in which the concerned person is a whole-time director or other Key Managerial Personnel or shares and debentures of its holding and subsidiary companies.

## **7.3 Prohibition on trading when Trading Window is closed**

- 7.3.1 Subject to Clause 7.1 and 7.2 above, Designated Persons may execute trades subject to compliance with the provisions of the Code.
- 7.3.2 Towards this end, a notional Trading Window shall be used as an instrument of monitoring the trading by Designated Persons.
- 7.3.3 The Designated Persons and their Immediate Relatives shall not trade in securities when the Trading Window is closed. For the sake of clarification, the Trading Window is also 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, and who come under the definition of Designated Persons in accordance with the provisions of this Code.
- 7.3.4 The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have



possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates.

- 7.3.5 The timing for re-opening of the Trading Window shall be determined by the Compliance Officer after taking into account various factors including the UPSI in question becoming Generally Available and being capable of assimilation by the market, which in any shall not be earlier than forty-eight hours after the information becomes Generally Available.

#### Trading Window

- 7.3.6 Notwithstanding the generality of Clauses 7.3.4 and 7.3.5 above, the Trading Window shall unless otherwise specified by the Compliance Officer, be deemed to be closed 5 (five) days prior to and during the time any UPSI is published and will be reopened not less than 48 hours after the information becomes Generally Available.
- 7.3.7 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.

#### **7.4 Pre-Clearance of Trades when Trading Window is open**

- 7.4.1 Any trading by Designated Persons, during the period when Trading Window is open, shall be subject to pre-clearance by the Compliance Officer of the Company if the total market value of all such proposed trades exceeds Rs.10,00,000/- (Rupees Ten lakhs only); in one calendar year. Provided that no Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed.

#### **7.4.2 Procedure for pre-clearance of trades when Trading Window is open**

- (a) Any application for pre-clearance of any trade under Clause 7.4.1 shall be required to be made to the Compliance Officer in the form prescribed in **Annexure 1** hereto.
- (b) The Compliance Officer shall accord approval for any trade applied for by a Designated Person at his sole discretion. Without prejudice to the generality of the foregoing, grant of approval by the Compliance Officer shall be subject to the following conditions:



- (i) Receipt of application duly filled in all respect, and together with all supporting documents, declarations, details etc. as may be requested for by the Compliance Officer;
  - (ii) Submission of declaration by Designated Person in format prescribed in Annexure 2, specifying *inter alia* that (A) the applicant for pre-clearance is not in possession of any UPSI; (B) he is not aware of any facts, by which any such declaration made by him is reasonably capable of being rendered inaccurate before the execution of the proposed trades; (C) that he/she has not contravened the provisions of this Code read with the Regulations prevention of Insider Trading, as amended from time to time.
- (c) In case the Designated Employee has access to or receives UPSI after the execution of the declaration under clause (b) above, but before the execution of the proposed trades approved or to be approved by the Compliance Officer, he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public. Any approval granted by the Compliance Officer shall be automatically rendered null and void after the Designated Person receives or gains access to any UPSI after grant of any approval by the Compliance Officer.
- (d) All Designated Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance as indicated in **Annexure-3**. The Designated Persons 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. **(Annexure-4)**
- (e) If the order is not executed within seven days after the approval is given, the Designated Person must apply to the Compliance for a fresh pre-clearance for the transaction.
- (f) All Designated Persons who buy or sell any number of securities 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 Designated Persons shall also not take positions in derivative transactions in the securities of the Company at any time. In case any contra trade is 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.



- (g) The Compliance Officer may by a general order or special order, grant relaxation from strict application of such restriction for one or more Designated Person(s), for reasons to be recorded in writing. However, no such sale will be permitted when the Trading window is closed.
- (h) The provisions of this Clause 7.4 shall also be applicable to Immediate Relatives of Designated Persons. Each Designation Person is responsible to ensure compliance with the provisions of this Clause 7.4 by his relatives.

## **7.5 Trading Plan**

7.5.1 Pursuant to Regulation 5 of the Regulations, an Insider shall be entitled to formulate a trading plan 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. The Compliance Officer may from time to time prescribe any form(s) in which application may be made by any Insider for approval of any Trading Plan by the Compliance Officer. In such cases, Compliance Officer shall be bound to consider any Trading Plan for approval only if application therefor has been made in prescribed form, duly filled with all requisite undertakings, documents, details etc. as may be required in the said form.

7.5.2 Such Trading Plan shall:

- (a) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
- (b) 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;
- (c) entail trading for a period of not less than twelve months;
- (d) not entail overlap of any period for which another trading plan is already in existence;



(e) 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

(f) not entail trading in securities for market abuse

7.5.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations. The Compliance Officer shall be entitled to take all undertakings, documents, details, information etc. as may be considered necessary or expedient to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

7.5.4 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 UPSI and the said information has not become Generally Available at the time of the commencement of implementation. In such an event, the commencement of the Plan shall be deferred until such UPSI 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.

7.5.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **8. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**

### **Initial Disclosure**

8.1 Every promoter, Key Managerial Personnel and director of the Company shall disclose his holding of securities of the Company as on the date of the Regulations taking effect, to the Company within 30 days of the Regulations taking effect in the format prescribed by SEBI in this regard.

8.2 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 format prescribed by SEBI from time to time.

### **Continual Disclosure**

- 8.3 Every promoter, Employee and director of the Company 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 ten lakh rupees or such other value as may be specified in the format prescribed by SEBI from time to time.

The disclosure shall be made within 2 working days of:

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

### **Disclosure by other Connected Persons**

- 8.4 The Company may at its discretion can require any other Designated Persons or Connected Person or class(s) thereof to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor the compliance of the Regulations.

## **9. DISSEMINATION OF PRICE SENSITIVE INFORMATION**

- 9.1 No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

- 9.2 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:

- (a) Only public information to be provided.
- (b) At least two Company representatives be present at meetings with analysts, media persons and institutional investors.



- (c) 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.
- (d) Simultaneous release of information after every such meet
- (e) Guidance shall be taken from the Code of Practices and Procedures for Fair Disclosure of UPSI of the Company, as amended from time to time, under the Regulations.

## **10. PENALTY FOR CONTRAVENTION OF THE CODE**

- 10.1 All Designated Persons who trade in securities or communicate any information for trading in securities in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- 10.2 All Designated Employees who violate this Code of Conduct shall also be subject to disciplinary action by the company, which may include wage, salary freeze, suspension, withholding of promotions, etc.
- 10.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.
- 10.4 In case it is observed by the Company and/or Compliance Officer that there has been violation of the Regulations, SEBI shall be informed by the Company.

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## ANNEXURE 1 – DISCLOSURE CODE

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

#### **1. INTRODUCTION**

- 1.1 The Company shall abide by this code of practices and procedures for fair disclosure of all unpublished price sensitive information (**“Code”**), as required from time to time, in accordance with the SEBI (Insider Trading) Regulations, 2015 (**“Insider Trading Regulations”**).
- 1.2 Words and expressions, used but not defined herein shall carry the same meaning as assigned to them under the Insider Trading Regulations.

#### **2. DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

- 2.1 The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2.2 The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- 2.3 The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 2.4 The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 2.5 The Company shall ensure that information shared with analysts and a research personnel is not unpublished price sensitive information.
- 2.6 The Company shall develop and follow 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.



2.7 All unpublished price sensitive information would be dealt with by the directors and employees of the Company on need-to-know basis only.

### **3. CHIEF INVESTOR RELATIONS OFFICER**

3.1 The Compliance Officer of the Company shall act as Chief Investor Relations Officer ("**CIRO**") under the Insider Trading Regulations, 2015. The CIRO is authorized by the Company to ensure proper and timely dissemination of information and disclosure of unpublished price sensitive information.

3.2 All queries or requests for verification of market rumours from stock exchanges or other regulatory authorities may be directed to the CIRO at the following address:

The Chief Investor Relations Officer

Regd Office : 306-A, The Capital, 3<sup>rd</sup> Floor,  
Plot no C.70, G Block, Bandra Kurla Complex,  
Bandra East, Mumbai 400051 Tel : 022-40239909  
Email Id: [anunair@anjanicement.com](mailto:anunair@anjanicement.com)

The CIRO shall respond to all such requests from stock exchanges etc. without delay.



## ANNEXURE-2: APPLICATION FOR PRE-CLEARANCE

Date:

To,

The Compliance Officer,

**Anjani Portland Cement Limited**

Dear Sir/Madam,

### **Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of Securities held as on date	
4.	Folio No/DP ID/Client ID no.	
5.	The proposal is for	(a) Purchase of Securities (b) Subscription to securities (c) Sale of Securities
6.	Proposed date for dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current Market Price(as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No./DP ID/ Client ID No, where the securities will be credited/Debited	

I enclose herewith the form of undertaking signed by me.

Yours Faithfully

(Signature)



**ANNEXURE 2**  
**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE**  
**APPLICATION FOR PRE-CLEARANCE**  
**UNDERTAKING**

To,  
**Anjani Portland Cement Limited,**

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_ \* shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public. I further confirm that I am not aware of any facts, by which the declarations made by me herein are capable of being rendered inaccurate before the execution of the proposed trades.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :

Signature : \_\_\_\_\_

\* Indicate number of shares



### ANNEXURE 3: FORMAT FOR PRE- CLEARANCE ORDER

To,

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Place: \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (nos.) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved OR is approved subject to the following conditions <as may be specified>. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

**For ANJANI PORTLAND CEMENT LIMITED**

COMPLIANCE OFFICER

Date: \_\_\_\_\_

Encl: Format for submission of details of transaction



#### ANNEXURE 4 FORMAT FOR DISCLOSURE OF TRADES

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,  
The Compliance Officer,  
Anjani Portland Cement Limited

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company for the reasons stated below:  
(specify reasons)

OR

- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

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

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : \_\_\_\_\_

Signature : \_\_\_\_\_

Name:

Designation: