

# Arunis Abode Limited

(formerly known as M.B. Parikh Finstocks Limited.)

CIN : L70100GJ1994PLC021759



ARUNIS GROUP OF COMPANIES

BUILDERS & DEVELOPERS

Regd. Office : Desai House, S.No. 2523, Coastal highway, Umersadi, Killa Pardi, Dist. Valsad - 396125, Gujarat. Mob.: +91 70456 77788 Website: www.arunis.co

Corp. Office : 1106, Viva Hubtown, 11th Floor, W.E. Highway, Jogeshwari (E), Mumbai - 400060. Mob.: +91 91678 69000

Email : corporate@arunis.co

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

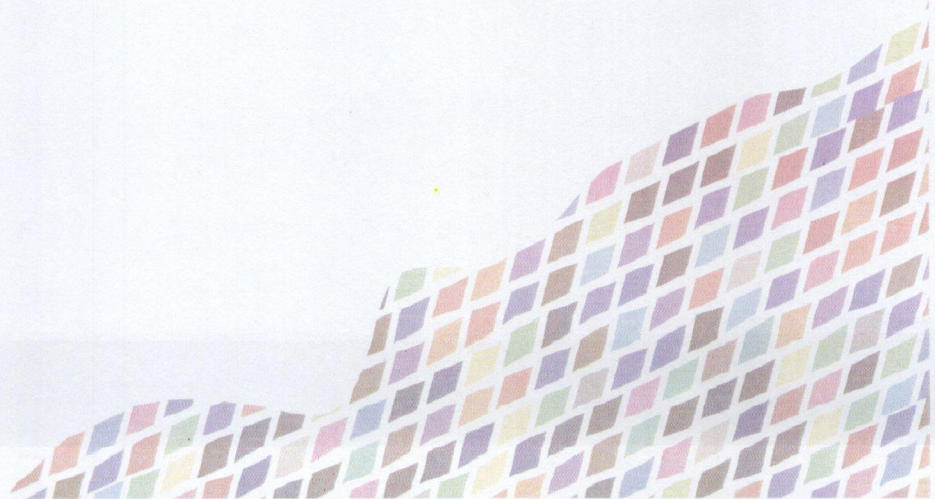
OF

### ARUNIS ABODE LIMITED

[Under Regulation 8(1) of the Securities and Exchange Board of India  
(Prohibition of Insider Trading) Regulations, 2015]

(Effective from 1<sup>st</sup> April, 2021)

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# **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

**[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]**

## **Preamble**

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of the investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('PIT Regulations') under the powers conferred on it under the SEBI Act, 1992. These regulations were notified on 15<sup>th</sup> January, 2015 and came into force with effect from 15<sup>th</sup> May, 2015 and are, inter alia, applicable to all listed companies on the Indian Stock Exchanges. These PIT Regulations have been amended from time to time.

As per Regulation 8 of the PIT Regulations, every listed company/entity is required to formulate and publish on its website a Code of Fair Disclosure of Unpublished Price Sensitive Information and submit the same to the Stock Exchanges, where securities of the Company are listed.

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company and followed by its Directors, Officers, Designated Persons and Connected Persons. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's securities.

## **1. Definitions**

1.1 "Act" means the Securities and Exchange Board of India Act, 1992.

1.2 "Board" means the Board of Directors of the Company.

1.3 "Chief Investor Relations Officer" means the Compliance Officer of the Company.



- 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.

1.8 Designated Persons shall include:

- (i) Promoters of the Company;
- (ii) Director(s), Managing Director(s), Chief Executive Officer(s), Key Managerial Personnel and employees upto two levels below Chief Executive Officer/Managing Director of the Company;
- (iii) every employee in the finance, accounts, secretarial, IT and legal department;
- (iv) any other employee of the Company as may be determined by the Board of Directors in consultation with the Compliance Officer from time to time; and
- (v) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the company.

1.9 "Director" means a member of the Board of Directors of the Company.

1.10 "Employee" means every employee of the Company including the Directors in the employment of the Company.

1.11 "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.

1.12 "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.

1.13 "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;



constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the sharing of such information being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

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 purposes as allowed under the Regulations and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

## 2.2 Need to Know:

- (i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those who needs 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 and due notice to be given to maintain confidentiality of such UPSI.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department and such head of the department should report the same to the Compliance Officer of the Company.

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

## 3. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

### I. Prompt public disclosure of unpublished price sensitive information:

Unpublished Price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being shall be given by company to stock exchange(s) promptly and also the said information shall be uploaded to the Company's official website [https:// www.arunis.co](https://www.arunis.co) in order to be accessed by the investors and members of the company i.e., to make the information generally available.



The following guidelines shall be followed while dealing with analysts, research personnel, media persons 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.

**VII. Proceedings of meetings with analysts and other investor relations conferences:**

The Company shall develop its 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. The transcripts of the meetings with analyst/research persons/large investors like institutions will be posted on the website of the Company // [www.arunis.co](http://www.arunis.co).

**VIII. Handling of all unpublished price sensitive information on a need-to-know basis:**

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

**4. Determination of 'legitimate purposes'**

Any UPSI shared for following purposes shall be deemed to be for 'legitimate purposes':

- (a) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers;
- (b) Sharing of UPSI for discharge of legal obligation(s);
- (c) Sharing information with merchant bankers for any proposed corporate actions;
- (d) Sharing information with auditors for carrying out audit;
- (e) Sharing information with other advisors, consultants, lawyers or any other persons for seeking advice or consultancy on any matter;
- (f) Sharing information with insolvency professional or any other person appointed by appropriate authority for carrying out his official duty;

