

ARIHANT TOURNESOL LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Effective from May 15, 2015)

1. PREAMBLE:

- ✓ The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May, 2015 and the same have been made applicable to all companies whose shares were listed on Indian stock exchanges. The Company is required to formulate Code of Practices and Procedures for Fair Disclosures (“herein after referred as Code”).
- ✓ This Code should be read along with the Company’s Code of Conduct for Prevention of Insider Trading, Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (hereinafter referred to as "Listing Regulations, 2015") and the ‘Policy for determining materiality of an event’ adopted by the Company pursuant to the said Regulation and Circular on Regulation 30 issued by the SEBI vide its notification no. CIR/CFD/CMD/4/2015 dated September 09, 2015
- ✓ In compliance with these Regulations, Arihant Tournesol Limited (“Company”) has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”). The Company is committed for a fair and equitable flow of information to its shareholders. In its communication with investors, it would Endeavour to provide a healthy level of disclosure, with responsibility and caution in discussion about the future, transparency and equal dissemination of information to all its investors and analysts, current or prospective. The focus would always be on delivering performance rather than projection of future results. The Company welcomes enhanced sensitivity to equality in shareholder communication and has formalized its principles into a Code of Fair Disclosure.

2. OBJECTIVE OF THIS CODE:

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

3. DEFINITIONS

Capitalized terms used but not defined herein shall have the same meaning as assigned thereto in the SEBI Insider Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulations) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder or any other applicable laws or regulations, as the case may be.

- **“Board”** means the board of directors of “Arihant Tournesol Limited”, as constituted from time to time.
- **“Company”** shall means “ Arihant Tournesol Limited”

- **“Chief Investors Relations Officer”** means the Chief Financial Officer of the Company, or any other person so designated by the Board, from time to time, who shall deal with the dissemination of information and disclosure of UPSI.
- **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof and means the securities of the Company (specifically excluding units of a mutual fund).
- **“Code of Fair Disclosure”** means this code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information formulated by the Company and as amended from time to time.
- **“Chief Investor Relation Officer”**: shall mean Compliance Officer or the Company Secretary of the company or any other senior officer, designated so from time to time and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI Insider Regulations, 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 SEBI Insider Regulations under the overall supervision of the Board of the Company.
- Contact details of Chief Investor Relations Officer are available on the website of the Company
- **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to the 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 ordinarily including but not restricted to, information relating to the following:
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) material events in accordance with the listing agreement.
 - (vii) any information which is likely to material affect the price of shares of the Company.

The Company will adhere to the following so as to ensure the fair disclosure of events and occurrences that could impact the price of its securities in the market.

4. PRINCIPLES OR NORMS FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

a. Prompt public disclosure of unpublished price sensitive information:

Unpublished Price sensitive information shall be given by company to stock exchanges promptly and also the said information shall be uploaded to the Company’s official website www.arihanttournesol.com in order to be accessed by the Investors and members of the company i.e to make the information generally available.

b. Uniform and Universal dissemination of unpublished price sensitive information:

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their Public announcements.

c. Overseeing and co-ordinating disclosure:

- ✓ The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.
- ✓ The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and; overseeing and co-ordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the company and media.
- ✓ If information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

c. Responding to market rumors:

The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumors by exchanges.

The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

5. PROCESS OF DISSEMINATING INFORMATION IN ORDER TO MAKE THE UNPUBLISHED PRICE SENSITIVE INFORMATION GENERALLY AVAILABLE

- Company shall ensure that disclosure to stock exchanges is made promptly.
- The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

6. MANNER OF DEALING WITH ANALYST AND RESEARCH PERSONNEL

- (i) **Only Public information to be provided**- A company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- (ii) **Recording of discussion** - In order to avoid misquoting or misrepresentation, it is Desirable that at least two company's representative be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
- (iii) **Handling of unanticipated questions**- A listed 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 unpublished price sensitive information, a public announcement should be made before responding.

- (iv) **Simultaneous release of Information**- When a company organizes meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet.

7. GENERAL AVAILABLE INFORMATION

The company will promptly disclose the following information on the website of the Company and to the stock exchange:

- a. Declaration of Financial results (quarterly, half-yearly and annual)
- b. Declaration of dividends, if any (interim and final)
- c. Issue of securities by way of public/ rights/bonus, etc if, any.
- d. Any major expansion plans or winning of bid or execution of new projects
- e. Amalgamation, mergers, takeovers and buy-back
- f. Disposal of whole or substantially whole of the undertaking
- g. Any changes in policies, plans or operations of the Company
- h. disruption of operations due to natural calamities
- i. Litigation/dispute with a material impact
- j. Change in Key managerial personnel
- k. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.

8. UNPUBLISHED PRICE SENSITIVE INFORMATION ON 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

9. MODIFICATION AND AMENDMENTS & OTHER GENERAL REQUIREMENTS

Arihant Tournesol Limited reserves all right to modify and/or amend this Code of Fair Disclosure at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges where the Securities of the Company are listed. The Company shall ensure the compliance of other applicable provisions of SEBI Insider Regulations in this regard. This Code of Fair Disclosure and an amendment thereof shall also be published on the official website of PLL.

In case of any inconsistency between any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013 and this Code or in case of any omission of any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013 in this Code, the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013, as amended shall prevail or be applicable, as the case may be.
