



ABANS HOLDINGS LIMITED

CODE OF FAIR DISCLOSURES

Abans Holdings Limited

(Formerly Known as Abans Holdings Pvt. Ltd.)

CIN: U74900MH2009PLC231660

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CODE OF FAIR DISCLOSURE

I. PREAMBLE

The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”) on January 15, 2015, as amended from time to time, which is effective from May 15, 2015.

Pursuant to Regulation 8 of the PIT Regulations, Abans Holdings Limited (“AHL” or the “Company”) is required to formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information (“UPSI”) (“Fair Disclosure Code”).

Accordingly, the Board of Directors of AHL has formulated and adopted this Fair Disclosure Code.

II. SCOPE

AHL endeavors to preserve the confidentiality of UPSI and to prevent its misuse. To achieve these objectives, and in compliance with the PIT Regulations, AHL has adopted this Fair Disclosure Code. This Fair Disclosure Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.

AHL is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

III. DEFINITIONS

Words and expressions used but not defined in this Fair Disclosure Code shall have the same meaning assigned to them in the PIT Regulations or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

IV. CHIEF INVESTOR RELATIONS OFFICER

The Compliance Officer of the Company has been designated as the “Chief Investor Relations Officer” (CIRO) to deal with dissemination of information and disclosure of UPSI. The CIRO may be contacted by e-mail at: compliance@abansholdings.com

V. PRINCIPLES OF FAIR DISCLOSURE

To adhere to the principles as mentioned in Schedule A to the Regulations, AHL shall:

1. Promptly disclose publicly any UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.
2. Uniformly and universally disseminate in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange(s) and disclosing the same on its website;
3. Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the Chief Investor Relations Officer (CIRO) or by the Chief Financial Officer (CFO) of the Company.
4. Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchanges, etc.

(Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).

6. Ensure that information shared with analysts and research personnel is not UPSI.
7. 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. Handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company. The "Policy for determination of "legitimate purposes" is as below:

For determining legitimate purposes, the below mentioned policy shall be adhered to:

- a) UPSI can be shared only on a need-to-know basis and for legitimate purposes and not to evade or circumvent the prohibitions of the Regulations.
 - b) UPSI can be shared in the ordinary course of business only if the same is necessary to be shared in order to complete any task / activity / deal including any other assignment for furtherance of the business interests of the company.
 - c) Subject to conditions prescribed in (a) and (b) above, UPSI can be shared with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. in respect of proposed assignment or in order to avail professional services from them or other business purposes, as the case may be. UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal obligations.
9. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" for purposes of the Regulations.
 10. The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary

VI. AMENDMENTS

This Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary. The Board of Directors may amend the policy from time to time depending upon the requirements of the provisions of the Companies Act, 2013, the PIT Regulations and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Every such amendment shall be promptly intimated to the stock exchanges where the securities are listed.