



ANJANI PORTLAND CEMENT LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time]

(This code shall come into effect from May 15, 2015)

BACKGROUND

As per Regulation 8 read with Schedule A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI PIT Regulations**”), every listed company is required to formulate and publish on its official website a “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“**UPSI**”)” in adherence to the principle set out in Schedule A to the said Regulations.

CODE OF FAIR DISCLOSURE

Anjani Portland Cement Limited (“**the Company**”) has formulated this code called “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (“**Code of Fair Disclosure**”) to ensure timely and adequate disclosure of UPSI which would impact the price of the Company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and ensuring adherence to applicable laws and regulations. Further, the Company shall ensure the confidentiality of UPSI and to prevent misuse of such information.

DEFINITIONS

“**Board**” means the Board of Directors of the Company.

“**Company**” means ‘Anjani Portland Cement Limited’.

“**Compliance Officer**” means Company Secretary or any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

Explanation – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

“**Chief Investor Relations Officer**” means the Compliance Officer of the Company.

“**Need to know basis**” Unpublished Price Sensitive Information should be disclosed only to those within the Company who need 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 information.

“**Generally available information**” means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

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“Unpublished Price Sensitive Information” or **“UPSI”** 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 shall, 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, delistings, disposals and expansion of business and such other transactions; and
- (v) changes in key managerial personnel

Words and expressions, used but not defined herein shall carry the same meaning as assigned to them under the SEBI PIT Regulations.

PRINCIPLES OF FAIR DISCLOSURE

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. The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (“CIRO”) to deal with dissemination of information and disclosure of UPSI.
4. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. 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.
8. All unpublished price sensitive information would be dealt with by the directors and employees of the Company on need-to-know basis only.

SHARING OF UPSI FOR LEGITIMATE PURPOSE

Unpublished price sensitive information can be shared in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI Insider Trading Regulations.

ISSUE OF NOTICE TO THE RECIPIENT OF UPSI

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this Code and due notice shall be given to such persons;

- (a) To make such person aware that the information shares is or would be UPSI.
- (b) To make such person aware of the duties and responsibility attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI.
- (c) To instruct such person to maintain confidentiality of such UPSI in compliance with these regulations.

DIGITAL DATABASE OF RECIPIENT OF UPSI

The CIRO shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom the information is shared, which shall contain the following information;

- (i) Name of such recipient of UPSI;
- (ii) Name of the Organization or entity to whom the recipient represent
- (iii) Postal Address and E-mail ID of such recipient
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The CIRO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

AMENDMENT

The Board shall have the power to amend any of the provisions of the Code of Fair Disclosure, substitute any of the provisions with a new provision or replace this Code of Fair Disclosure entirely with a new Code of Fair Disclosure.

Amendment approved by Board of Directors on November 12, 2024