

GORANI INDUSTRIES LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. Introduction:

The Securities and Exchange Board of India (“SEBI”) notified the SEBI Prohibition of Insider Trading Regulations (Amendment), 2018 on January 31, 2018, which is effective from 1st April 2019.

Pursuant to Regulation 8 of SEBI (Prohibition of Insider trading) Regulation , 2015 and amendment thereto, Gorani Industries Limited is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”).

Accordingly the Board of Directors of Gorani Industries Limited has formulated the Fair Disclosure Code.

2. Scope

The Company endeavours to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. To achieve these objectives, and in compliance with the aforesaid Regulations, Gorani Industries Limited has adopted this Fair Disclosure Code.

3. Definitions :

- 1) “Compliance Officer” means the Company Secretary of the Company for the purpose of administration of the insider trading policy.
- 2) “Connected Persons” means:
 - a. any person who is or has during the six months prior to the concerned act been associated with the 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 Promoter, director, designated officer or an designated 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 also be deemed to be connected persons unless the contrary is established :

- a. an immediate relative and dependent of connected persons specified in clause (i); or
- b. a holding company or associate company or subsidiary company; or
- c. an intermediary as specified in Section 12 of the SEBI Act ('the Act) or an employee or director thereof; or
- d. an investment Company, trustee company, asset management company or an employee or director thereof; or
- e. an official of a stock exchange or of clearing house or corporation; or
- 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 recognised or authorized by the Board; or
- i. 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.

- 3) "Director" means a member of the Board of Directors of the Company.
- 4) "Generally Available Information" means information that is accessible to the Public on a non-discriminatory basis.
- 5) "Immediate Relative" means a spouse of a insider and includes parent, sibling, and child of such insider or of the spouse, any of whom is either dependent financially on such insider, or consults such insider in taking decisions relating to trading in securities
- 6) "Insider" means any person who is:
 - i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information;
- 7) "Key Managerial Personnel" means person as defined in Section 2(51) of the Companies Act, 2013.

8) "Unpublished Price Sensitive Information (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:

- 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;
- v. changes in key managerial personnel; and
- vi. material events in accordance with the Listing Regulation, as amended from time to time.

9) "Legitimate purpose" shall mean sharing of UPSI in the ordinary course of business or on a need to-know basis. The Company may share the UPSI if required in the interest of the Company.

It shall inter alia include sharing of unpublished price sensitive information 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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 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.

4. Principles of Fair Disclosure:

A code of practices and procedures for Fair Disclosure of Price Sensitive Information for adhering each of the principles is set out below:

- A. The company shall ensure prompt disclosure of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- B. The company shall make uniform and universal dissemination of UPSI to avoid selective disclosure. Upon the information being submitted with the Stock Exchanges, the information shall be deemed to be generally available and shall no longer be treated as UPSI.
- C. The Company Secretary or any other person authorized by the Board shall act as the Chief Investor Relation officer for the purpose of aforesaid SEBI Regulation

and for handling the dissemination of information and disclosure of UPSI.

- D. The Company shall promptly disseminate the UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- E. The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities.
- F. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- G. The Company has developed the 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.
- H. The Company shall handle all UPSI on a need-to-know basis.

5. Policy for determination of legitimate purpose

The insider shall conduct the following steps while sharing UPSI:

- A. Identify the persons with whom the information is to be shared.
- B. Satisfy that information is UPSI and sharing is for legitimate purpose.
- C. A structured digital database is maintained containing the names of such persons or entities as the case may be with whom unpublished price sensitive information is shared, in the ordinary course of business, as per SEBI (Prohibition of Insider Trading) Regulations, 2015.
- D. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of said regulations and due notice will be given to such persons to maintain confidentiality of such unpublished price sensitive information.

6. Reporting:

The Compliance Officer report to the Board of Directors and in particular shall provide reports to the Chairman of the Board at such frequency as may be stipulated by the Board.

- 7. The Fair Disclosure Code is subject to review by the Board of Directors as and when deemed necessary.