



CIN: U74101UP2011PLC047839

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Sub-Regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. PREAMBLE:

The Securities and Exchange Board of India (SEBI) has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as the "PIT Regulations"), to formulate a structured framework and Code for the fair disclosure of Unpublished Price Sensitive Information (UPSI). Code of practices and procedures for fair disclosure of unpublished price sensitive information ("Code" or "This Code") is a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for Company's securities and to maintain uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

2. OBJECT & SCOPE:

Pursuant to Regulation 8(1) of Chapter IV of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("PIT Regulations"), every company whose securities are listed or proposed to be listed on a stock exchange is required to formulate and publish on its official website a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI").

Accordingly, this Code of Practices and Procedures for Fair Disclosure of UPSI ("Code") has been adopted by the Board of Directors of Abacus Lifestyle Brands Limited (Formerly known as Abacus Lifestyle Brands private Limited) ("Company") to ensure timely, adequate, uniform and universal disclosure of UPSI and to preserve the confidentiality of such information until it becomes generally available. This Code shall be applicable to all Designated Persons (DPs), immediate relatives of DPs and other connected persons and in relation to disclosure of UPSI by the company. The scope, exception as given in PIT Regulations shall be applicable for the purpose of this code.

3. DEFINITIONS:

Unless the context otherwise requires, terms used but not defined in this Code shall have the meaning assigned to them under the PIT Regulations.

"Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

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

"Code" or "this Code" shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive 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.

"Insider" means any person who is: i) a connected person; or ii) in possession of or having access to Unpublished Price Sensitive Information;

"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 of the Company and shall, ordinarily include but not restricted to, information relating to the following:

- a. financial results;
- b. dividends;

- c. change in capital structure
- d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- e. changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- f. change in rating(s), other than ESG rating(s);
- g. fund raising proposed to be undertaken;
- h. agreements, by whatever name called, which may impact the management or control of the company;
- i. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- j. resolution plan/restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- k. resolution plan/restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- l. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/siphoning or diversion of funds and receipt of final forensic audit report;
- m. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- n. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- o. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;"
- p. granting, withdrawal, surrender
- q. cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (i) of UPSI:

‘**Fraud**’ shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

‘**Default**’ shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. PRINCIPLES OF FAIR DISCLOSURE OF UPSI:

The Company shall be responsible to ensure timely, adequate, uniform and universal dissemination of information and disclosure of Unpublished Price Sensitive Information.:

1. The Company shall make prompt public disclosure of UPSI that would impact price discovery as soon as 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 UPSI and avoid selective disclosure.
3. In the event UPSI is inadvertently disclosed selectively or unintentionally, the Company shall ensure prompt dissemination of such information to make it generally available.
4. The Company shall provide appropriate and fair responses to queries on news reports and market rumours received from regulatory authorities.
5. The Company shall ensure that information shared with analysts, institutional investors and research personnel is not UPSI.
6. Any presentation made to analysts or investors shall be made available on the Company's website and communicated to the stock exchanges, wherever required.
7. UPSI shall be shared only on a need-to-know basis and in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5. ROLE AND RESPONSIBILITIES:

The Board of Directors acknowledges that it may not always be practicable to convene a meeting of the Board or obtain approval from all Directors whenever a disclosure obligation arises under applicable laws. Accordingly, the Board has delegated certain responsibilities relating to continuous disclosure and dissemination of Unpublished Price Sensitive Information ("UPSI").

The Company Secretary shall act as the Chief Investor Relations Officer ("CIRO") and Compliance Officer of the Company for the purposes of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The CIRO shall be responsible for overseeing and ensuring timely, adequate and fair disclosure of UPSI to the stock exchanges, investors, analysts and other stakeholders in accordance with applicable laws and this Code.

In the absence of the Company Secretary, the Managing Director or such other person as may be authorized by the Board shall discharge the responsibilities of the CIRO.

The CIRO shall, inter alia:

- a) ensure prompt public disclosure of UPSI that would impact price discovery;
- b) ensure uniform and universal dissemination of UPSI to avoid selective disclosure;
- c) ensure prompt dissemination of UPSI that may have been disclosed selectively, inadvertently or otherwise unintentionally, so that such information becomes generally available;
- d) respond appropriately to queries received from stock exchanges, regulatory authorities, investors, analysts and other stakeholders; and
- e) maintain records of disclosures made under this Code and ensure compliance with applicable laws and regulations.

6. AMENDMENTS AND MODIFICATION:

This Code and Policy for determination of Legitimate Purposes is subject to review by the Board of Directors [at least once in every 3 (Three) financial years]. The Board of Directors of company may amend the policy from time to time depending upon the requirements of the provisions of the PIT Regulations. In case of any subsequent changes in the regulations which makes any of the provisions in the Policy inconsistent with the PIT Regulations, then the provision of PIT Regulations would prevail over the Policy and the provisions of the Policy would be modified in due course to make it consistent with law. However, the amended regulatory/statutory provisions will supersede the existing Policy till the time the Policy is suitably amended.

7. DISCLOSURE:

The Company shall ensure the compliance of other applicable provisions of PIT Regulations in this regard. This Code of Fair Disclosure and amendments thereof shall also be published on the official website of the Company.

**On and behalf of the Board of Directors
For, Abacus Lifestyle Brands Limited
(Formerly known as Abacus Lifestyle Brands private Limited)**



**Sunit Kumar Mishra
Managing Director
DIN: 05124540**