

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

Approved by the Board of Directors in their Meeting held on May 28, 2015

I. Introduction

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") under the powers conferred on it under the SEBI Act, 1992. These regulations come 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.

Regulation 8(1) of these Regulations, mandates the Board of Directors of every Company whose securities are listed on the Stock Exchanges to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A, without diluting the provisions of these regulations in any manner.

Accordingly, the Board of Directors of Arihant Superstructures Limited has in its Meeting held on May 28, 2015 adopted the following Code of Practices and Procedures for Fair Disclosures (hereinafter referred to as "Code" in this document).

II. Objective of the Code of Fair Disclosures

The said Regulations intend to require the Company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

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Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with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.

The principle objective of this Code is to ensure that there is a timely and adequate dissemination of Unpublished Price Sensitive Information to prohibit any Insider in any manner to undertake trading of securities by virtue of such unpublished price sensitive information.

This code is applicable to Promoters, Directors, Officers, Employees and Connected Persons of the Company as defined under these Regulations.

III. Definitions

(a) Board of Directors or Board:

The Board of Directors of the Company and will mean to include any Committee of the Board of Directors, so constituted and authorized, if any, to ensure due compliance with this Code of Conduct and the provisions of these Regulations.

(b) Compliance Officer means:

Compliance Officer for the purpose of this Code shall mean the Company Secretary of the Company. In absence of Company Secretary, the Board may authorize such other officer of the Company to discharge the duties of the Compliance Officer under the Regulations.

(c) Chief Investors Relations Officer:

The Chief Investors Relations Officer means the Compliance Officer of the Company.

(d) Generally Available Information:

Any information that is accessible to the public on a non-discriminatory basis will be considered to be Generally Available Information. Any information as published on the website of the Stock Exchanges will be considered to be Generally Available Information.

(e) Unpublished Price Sensitive Information 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 agreement which includes but is not limited to:

- a. Events such as strikes, lock-outs, closure on account of power cuts etc.
- b. Change in the general character or nature of business
- c. Disruption of operations due to natural calamity
- d. Commencement of Commercial Production / Commercial Operations
- e. Developments with respect to pricing/realization arising out of change in the regulatory framework
- f. Litigation / dispute with a material impact
- g. Revision in Ratings
- h. Any other information having bearing on the operation/performance of the listed entity as well as price sensitive information.

For the purpose of this Code, the definition of material events will mean to include all

events prescribed and falling under the Clause 36 (or other equivalent clause) of the Listing Agreement with the Bombay Stock Exchange as amended from time to time.

IV. In pursuance to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and such other circulars, notifications, regulations as may be issued by SEBI in this regard, the Board of Directors hereby consent that the Promoters, Board, Directors, Employees and all stakeholders shall strive to maintain the spirit and essence of this Code and adhere to the following provisions for fair disclosures and dissemination of Unpublished Price Sensitive Information to all the stakeholders:

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 unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary / Compliance Officer shall act as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information
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 rumors 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. The Company shall handle all unpublished price sensitive information on a "need-to-know" basis

V. The Managing Director of the Company subject to approval of the Board is authorized to amend or modify this Code whole or in part.

VI. The Code shall be published on the official website of the Company.

VII. This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

VIII. Subsequent modification(s) / amendment(s) to SEBI (Prohibition of Insider Trading) Regulations, 2015 shall apply to this Code Automatically.