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**Code of Conduct for Prohibition of Insider Trading
And**

**Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
(UPSI)**

[pursuant to the provisions of the sebi (prohibition of insider trading) regulations, 2015]

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ANL CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

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ANL CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

A. BACKGROUND:

1. The Art Nirman Limited (hereinafter referred to as “the Company/ANL”) believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.
2. The SEBI (Prohibition of Insider Trading) Regulations, 2015 [“the Regulations”] and amendments thereto, have laid down a framework for prohibition of insider trading in securities and requires a Code for Fair Disclosure and Conduct be laid down by the listed companies to prevent such insider trading. Accordingly, the Company has formulated the following guidelines which shall serve as the ANL Code of Conduct for Prohibition of Insider Trading (hereinafter referred to as “The Code”).

All capitalized terms used and not defined herein, shall bear the meaning as defined under the Regulations, The SEBI Act, 1992, the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Companies Act 2013 and the SEBI (LODR) Regulations, 2015, SEBI (SAST) Regulations, 2011 and any other statute governing the said term.

B. APPLICABILITY

3. This Code shall apply to all Designated Persons and Immediate Relatives of Designated Persons and any other person in possession of or having access to Unpublished Price Sensitive Information (“UPSI”) of Securities of ANL including Connected Persons as defined under the Regulations.

C. THE CODE:

4. Compliance Officer

The Company Secretary or any other senior officer designated by the Board of Directors shall be the Compliance Officer cum Chief Investor Relation Officer for the purpose implementation of the Code and other requirements under the Regulations, who shall be Financially Literate as defined in the Regulations. The Compliance Officer shall report to the Board of Directors and shall provide report to Chairperson- Audit Committee on annual basis regarding Compliance of the Code.

Under this Code, the Company Secretary of the Company/ANL shall be the Compliance Officer cum Chief Investor Relation Officer for the purpose of implementation of the Code and other requirements under the Regulations.

Connected Person

5. "Connected Person" means,-

- (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,-
 - (a) A relative 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 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) a banker of the company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest; or
 - (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (5) is also a partner; or
 - (l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (5)

Designated Persons

6. The Designated Persons shall include the following:

- a) All Directors, including Chairperson & Managing Director (CMD), whole-time Directors and non-Executive Directors, including Government Directors.
- b) Executive Directors / General Managers

- c) Deputy General Managers
- d) All employees in the Finance & Accounts Department, Board Secretariat, PR Department, ISM Department, Planning & MIS Department, IT Staff and any other employees identified as "Designated Employees" by any of the Directors of ANL.
- e) Employees of Fiduciaries and Intermediaries of ANL identified so by the management of the said Fiduciary /Intermediary.
- f) Officers dealing with budgeting/monitoring of results in the Profit Centers.
- g) All employees in the Secretariats of CMD, whole-time Directors and Executive Directors /General Managers.
- h) All promoters of ANL and promoters who are individuals.
- i) Employees of material subsidiaries of ANL designated on the basis of their functional role or access to UPSI in the organization by the board of directors.
- j) Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to UPSI.
- k) An Insider identified as such by the management of the Company.

Fiduciary

7. Fiduciary means any person having fiduciary relation with the company, including but not limited to auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

Legitimate Purpose

8. "Legitimate purpose" shall include sharing of information with partners, analysts, collaborators, lenders, customers, suppliers, banks, merchant bankers, legal advisors, registrar and/or share transfer agent, husbanding/ marketing agents, manning agents, advertising/ publication agency, auditors, insolvency professionals or other advisors or consultants or any other individual or entity.

Provided that such sharing of UPSI in the ordinary course of business by an Insider is for performance of official duties and/ or discharge of legal obligations in connection with performance of official duties and also, the sharing has not been carried out to evade or circumvent the Code or the Regulations.

Immediate Relative

9. "Immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

Relative

10. "Relative" shall mean the following:

- (i) spouse of the person;
- (ii) Parent of the person and parent of its spouse;
- (iii) Sibling of the person and sibling of its spouse;
- (iv) Child of the person and child of its spouse;
- (v) Spouse of the person listed at sub-clause (iii); and
- (vi) Spouse of the person listed at sub-clause (iv)

Informant

11. 'Informant' means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

Board

11A. "Board" means the Securities and Exchange Board of India in terms of regulation 2(1)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Insider

12. "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 (UPSI)

13. It means any information, relating to ANL or its securities, directly or indirectly, that is not generally available which upon being generally available, is likely to affect the price of the securities and shall, ordinarily but not restricted to, information relating to the following:

- a) Financial Results (Audited as well as unaudited) and Financial Statements as defined under the Companies Act, 2013;
- b) Declaration of dividends (interim, special and final);
- c) Any change in Capital Structure;
- d) Amalgamation, mergers, demergers, acquisitions, takeovers, delisting, disposals, buy-back, expansion of business and, award or termination of order/contracts not in the normal course of business and such other transactions;
- e) Any changes in policies, plans or operations of the Company which will have effect on net worth to the extent of 20% or more;
- f) Changes in Key Managerial Personnel , other than due to superannuation or end

of term, and resignation of a Statutory Auditor or Secretarial Auditor;

- g) Change in rating(s), other than ESG rating;
- h) fund raising proposed to be undertaken;
- i) agreements, by whatever name called, which may impact the management or control of the Company;
- j) 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;
- k) resolution plan/ restructuring or one -time settlement in relation to loans/borrowings from banks/financial institutions;
- l) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the Company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- m) 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;
- n) 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;
- o) outcome of any litigation(s) or dispute(s) which may have an impact on the Company;
- p) 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;
- q) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;

Explanation 1 – For the purpose of sub-clause (j):

‘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

Explanation 2 – For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred

at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

- r) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

NOTE: Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

Protection of 'Unpublished Price Sensitive Information'

14. All information shall be handled within the organisation on a "NEED-TO-KNOW" basis and no UPSI shall be communicated to any person except in furtherance of the Legitimate Purposes.

15. The UPSI shall be disclosed only with approval from the CMD of ANL or any Whole time Director of ANL or Compliance Officer under the Code or any other officer nominated by the CMD of ANL for this purpose.

16. It shall be duty of each Designated Person to ensure that no UPSI is provided to any person/entity without necessary clearance in writing from the competent authority. The Designated Person shall maintain confidentiality of UPSI in their possession. They shall not pass on such information directly or indirectly, to any person or entity, for any purpose except for Legitimate Purposes.

17. If Insider commits breach or accidentally crosses Chinese wall in respect of UPSI, it shall be reported to the Compliance Officer and immediate action shall be initiated by the Compliance Officer to stop such information from being misused.

18. The Company shall have a right to issue notice to any person/ entity identified as Insider to maintain confidentiality of UPSI in his possession or deemed to be in his possession or expected to be in possession in near future.

19. The Compliance Officer may demand justifications in writing from any person/ entity passing on UPSI directly or indirectly as well intentionally or accidentally. The justifications/ reasons provided by such persons/ entities shall be submitted to the Board of Directors for its information.

20. In the event any person related to the Company is in knowledge of or gets hold of any UPSI without 'Need to Know Basis', he shall immediately report such incident to the Compliance Officer. The Compliance Officer shall immediately

inform the CMD about such incident and shall take all such steps to either protect further leakage of such UPSI or make such UPSI generally available, as may be decided by the CMD in each case.

21. It shall be the duty of the relevant Designated Persons to ensure that all documents and files containing confidential information of the Company is kept secured at all times. The IT department shall ensure that all information stored in electronic mode shall also be made secured through the use of anti-theft software and necessary encoded security protection.

Communication and Procurement of Unpublished Price Sensitive Information

22. The Compliance Officer and the Designated Persons shall ensure the following:

- I. There is prompt public disclosure of UPSI to stock exchanges in order to make such information generally available.
- II. There is uniform and universal dissemination of UPSI to avoid selective disclosure.
- III. There shall be prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- IV. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities is provided.
- V. Ensuring that information shared with analysts and research personnel is not UPSI.
- VI. Transcripts or records of proceedings of meetings with analysts and other investor relation conferences will be disclosed to the stock exchanges and on the company website to ensure official confirmation and documentation of disclosures made.
- VII. The individuals and other entities shall be brought 'inside' on sensitive transactions only on need to know basis and if need be, only after signing confidentiality agreement. They would be made aware of the duties and responsibilities attached to the receipt of UPSI and the liability that attaches to misuse or unwarranted use of such information.
- VIII. UPSI shall be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
 - a) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of ANL are of informed opinion that sharing of such information is in the best interests of the company;
 - b) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of ANL are of informed opinion that sharing of such information is in the best interests of the company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being

effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

IX. The Director of each department shall ensure that a structured digital database is maintained containing the nature of Unpublished Price Sensitive Information (UPSI) of ANL Securities and the names of such persons/ employees who have shared the information and also the names of such persons with whom information is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorized by law where Permanent Account Number is not available. Provided that the entry of information, not emanating from within the organization, in such database may be done not later than 2 calendar days from the receipt of such information.

X. The Director of each department shall ensure that such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

XI. The Director of each department shall ensure the Structured Digital Database is preserved for a period of not less than eight (8) years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

XII. Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Director of their Department on an annual basis and as and when the information changes:

- a) Immediate Relatives
- b) persons with whom such Designated Person(s) shares a material financial relationship, which means where one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.
- c) Phone, mobile and cell numbers which are used by them
- d) The names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on one time basis.

Institutional Mechanism for Prevention of Insider Trading

23. The Chairman & Managing Director of ANL or any other officer authorised by him shall ensure adequate and effective system of internal controls to comply with the requirements given in the regulations to prevent Insider trading.

24. The internal controls shall include the following:

- a) Maintaining list of all employees who are identified as Designated Person;
- b) All the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the regulations;
- c) Adequate restrictions shall be placed on communication or procurement of UPSI as required by the regulations;
- d) Lists of all employees and other persons with whom UPSI, Nature of UPSI Shared on Need to Know basis, shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e) Periodic process review to evaluate effectiveness of such internal controls.
- f) All other relevant requirements specified under the Regulations shall be complied with on timely basis.

25. A report confirming compliance with the para 21, 22, 23 and 24 shall be submitted to Compliance Officer for onwards submission to the Board of Directors of ANL on annual basis through the Audit committee of the Board of ANL. The Audit Committee shall verify that the systems for internal control are adequate and are operating effectively.

26. ANL POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

I. Any ANL employee may report any instances of leak of UPSI in conformity with the Whistle Blower Policy of the Company. The Whistle Blower Policy is hosted on the website of the Company [>> About ANL >> Policies](http://www.artnirman.com).

II. The CMD shall within 7 (seven) working days from the date of receipt information regarding leak of UPSI or suspected leak of UPSI, shall proceed to investigate the matter and for such purpose he/she may consult such person, whether internal or otherwise or obtain such external assistance or opinion as he/she may deem fit. During the course of such investigation, CMD may call for additional documents, representations,etc.

III. If an inquiry has been initiated, the relevant Intermediaries and Fiduciaries shall co-operate with ANL in connection with such inquiry conducted by it.

IV. On completion of the preliminary investigation, CMD shall refer the matter to the Audit Committee. After considering the matter, the Audit Committee shall put

forward its recommendation to the Board of Directors of ANL.

V. The Board of Directors of ANL, on receipt of such recommendation and after due review, if forms an opinion that there is a leak of UPSI, then it will order for necessary disciplinary proceedings under the CDA Rules which will be in addition to the penal provisions stated under the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2015 as amended from time to time and any other statutory enactments, as applicable.

VI. This policy shall not in any way exclude any referrals, complaints, measures, actions, etc. which can be instituted under the existing Whistle Blower Policy of ANL.

TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

27. While trading in securities, all Designated Persons and Immediate Relatives of Designated Persons shall be governed by the Code and they shall also be subject to compliance with the Regulations.

28. No Designated Person shall trade in the securities of the Company while in the possession of UPSI except under the following circumstances provided under the Regulations:

a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of Regulation 4 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the Board;

(b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time

29. The trading undertaken by the Designated Persons shall be routed through a notional Trading Window ("Trading Window") which has been created to monitor the trading done by them. It is only when such Trading Window is open, will the Designated Persons or class of Designated Persons be allowed to carry on trade in the security of the Company. However, the Trading Window shall be closed when the Compliance Officer determines that a Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. The Designated Persons and their Immediate Relatives shall not trade in securities when the Trading Window is closed.

Provided that, for unpublished price sensitive information not emanating from within the Company, trading window may not be closed.

30. The Trading Window shall also be closed for the following events:

Closing of Trading Window

- a. From 1st April upto Forty Eight hours (48) after the declaration of the annual financial results (and dividend, if any) to the Stock Exchanges.
- b. From 1st July upto Forty Eight hours (48) after the declaration of the first quarter financial results to the Stock Exchanges.
- c. From 1st October upto Forty Eight (48) hours after the declaration of the second quarter financial results to the Stock Exchanges.
- d. From 1st January upto Forty Eight hours (48) after the declaration of the third quarter financial results to the Stock Exchanges.
- e. w.r.t. declaration of interim dividend or from seven (7) days before the date of the Board meeting wherein the Interim Dividend is being considered upto Forty Eight hours (48) after the cut-off date/ record date for payment of such Interim Dividend.

31. The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty eight hours (48) after the information becomes generally available.

32. Every Designated Person (including his Immediate Relative)shall-

- (i) execute trades in the securities of ANL subject to the compliance of the Code
- (ii) trade only when Trading Window is open and
- (iii) trade in the securities of ANL only after pre-clearance from the Compliance Officer, for a single transaction or series of transactions over any calendar quarter if the number of securities involved in the proposed transaction (buy and/or sell) is 2000 or more ANL's securities or if the value of the said trade(s) in a single transaction or a series of transactions over any calendar quarter is in excess of Rs. 10 Lakhs (Rupees Ten Lakhs). An application for seeking pre-clearance trade should be submitted in Form A-1.

33. Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. The trading

window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

34. The Compliance Officer shall place before the CMD on a monthly basis all the details of the dealing in the securities by Designated Persons of the Company (Including 'Nil' report, if any) and the accompanying documents that such person had executed under the pre-dealing procedure as envisaged in this code.

35. Within seven trading days, within which trades that have been pre-cleared, have to be executed, failing which fresh pre-clearance would be needed for the trades to be executed.

36. For six (6) months, Designated Persons who were permitted to trade with pre-clearance, shall not execute a contra trade. The Compliance Officer shall have the power to grant relaxation from strict application of this restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. Such a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992. However, this shall not be applicable for trades pursuant to exercise of stock options.

37. Every Designated Persons (including his Immediate relative) shall report his decision of not to trade after Securing Pre-Clearance.

38. The Formats w.r.t various compliances under this Code are as per the format specified in the rules and regulations time to time.

Initial Disclosures

39. Every promoter, member of promoter group, key managerial personnel and director of the Company shall disclose his holding of securities of the company as on the date of the adoption of this Code by the Board of Directors in Form A.

40. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

Continual Disclosures

41. Every promoter, member of the promoter group, designated person, director of the Company and immediate relatives of such persons and other such persons shall disclose to the Company, the number of such securities acquired or

disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Ten (10) Lakhs rupees or such other value as may be specified.

42. The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

43. The above disclosure by the Company shall be made in such form and such manner as may be specified by the Board from time to time.

Disclosures by other Connected Persons

44. The Connected Person shall make disclosure of trading of ANL securities as well as his/ her / its holdings on quarterly basis till he/ she/ it has access to the UPSI. The disclosure can be discontinued on such UPSI becoming generally available.

Periodical Disclosure

45. Periodicity of reporting of the transactions in securities shall be on a quarterly basis, which would also include the cases where pre-clearance is also required. The Designated Persons shall submit his/her report within 15 days from the end of each quarter.

46. An Acknowledgement shall be made by all Designated Persons of ANL on Quarterly basis affirming that they have read and understood the ANL code of conduct for Prohibition of Insider Trading and have agreed to comply by this code.

Annual Disclosure

47. Annual disclosure of number of shares and other securities held as on 31st March, including details of purchase/sale of shares and other securities during the financial year shall be made within 30 days from the close of each financial year by the Designated Persons.. An Annual Compliance Report shall be submitted by the Designated Persons of ANL on Annual Basis affirming that they have complied with the provisions of the ANL code of Conduct for Prevention of Insider Trading during the Financial Year.

48. The Compliance Officer shall maintain the records of all the declarations given in the appropriate form for a minimum period of five (5) years.

Reporting of Violations

49. Compliance Officer shall promptly inform the stock exchange(s) where the concerned securities are traded in Annexure-A regarding violation of the Regulations.

Restriction on Communication and Trading by Insiders

50. The provisions of the Regulations shall be applicable w.r.t restrictions on Dealing with UPSI of ANL Securities and Unauthorised use of UPSI of ANL Securities.

Amendment Clause

51. Any subsequent notification, circular, guidelines or amendments under SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable laws, as may be issued from time to time shall be mutatis mutandis applicable without any further modification or amendment in this policy.

52. The following amendments in the Code may be carried out with approval from Chairperson & Managing Director[CMD]:

The amendments to the Code including Forms thereto necessitated

- (i) due to amendments to The SEBI Act, 1992, the SEBI (Listing Obligations & Disclosure Requirements), 2015, the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Companies Act 2013, the SEBI (Substantial Acquisition of Shares and Takeover) Regulation, 2011 or any other statutory legislations or
- (ii) due to changes in the nomenclature of designations of the employees or directors of ANL
- (iii) to ensure that adequate information is sought in the declarations from the 'Designated Persons'

Provided the Board of Directors are kept informed about the said amendment at the first Board Meeting held after such amendment.

53. Any amendment for the reasons other than those mentioned above shall need approval by the Board of Directors.

PENALTY FOR CONTRAVENTION OF ANL CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

54. (i) Any employee/officer/whole-time director of the Company who trades in securities or communicates any Unpublished Price Sensitive Information (UPSI) for trading in securities of Company, in contravention of this Code, a disciplinary action against her/him would be taken under existing CDA Rules of the Company and said

employee/officer/whole time director may be penalized if so warranted.

(ii) Any violation of the Code other than those specified under clause(i) by any employee/officer/whole-time director of the Company above shall be dealt appropriately as per the directions of the management. If deemed fit by the Management, appropriate action may be taken by the Company, which may include wage freeze, suspension, recovery, ineligibility for future participation in employee stock option plans, etc.

55. For Designated Person other than employees/ officers/ whole time directors of Company, who trades in securities or communicates any Unpublished Price Sensitive Information (UPSI) for trading in securities, in contravention of this Code of Conduct or violates the Code in any other manner, appropriate action against her/him would be taken by the Company by making written complaint to the Statutory Authorities/ Association/ Board/ Council/Parent Company/any other Competent Authority etc. under which said Designated Persons are professionally enrolled or registered or employed. This action shall be notwithstanding of the action/ actions taken by Company if any like debarment or blacklisting, etc.

56. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund (IEPF) administered by it Board under the Securities and Exchange Board of India Act, 1992.

57. The action taken by the Company against the Designated Persons shall not preclude SEBI from taking any action, as it may deem fit, in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

By Order of the Board of Directors

Chairperson & Managing Director

Date: 20.06.2025

Place: Ahmedabad.

This Code is effective from 10th June, 2025

Annexure A

Report by Art Nirman Limited (ANL) for violations related to Code of Conduct under
SEBI (Prohibition of Insider Trading) Regulations, 2015.

Sr.No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	A. Details of Designated Person (DP) i) Name of the DP ii) PAN of the DP iii) Designation of DP iv) Functional Role of DP v) Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP Name of the immediate relative of DP PAN of the immediate relative of DP	
	C. Details of transaction(s) Name of the scrip No of shares traded and value (Rs.) (Date- wise)	
	D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter	
	Date of intimation of trade(s) by concerned DP/ director/ promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations,2015	
	Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations,2015	
4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	

6	Reasons recorded in writing for taking action stated above																							
7	Details of the previous instances of violations, if any, since last financial year																							
8	If any amount collected for Code of Conduct violation(s) i. Mode of transfer to SEBI – IPEF (Online/Demand Draft) ii. Details of transfer/ payment In case of Online: <table border="1" data-bbox="377 644 1197 939"> <thead> <tr> <th>Particulars</th><th>Details</th></tr> </thead> <tbody> <tr> <td>Name of the transferor</td><td></td></tr> <tr> <td>Bank Name, branch and Account number</td><td></td></tr> <tr> <td>UTR/Transaction reference Number</td><td></td></tr> <tr> <td>Transaction date</td><td></td></tr> <tr> <td>Transaction Amount (in Rs.)</td><td></td></tr> </tbody> </table> In case of Demand Draft (DD): <table border="1" data-bbox="393 1032 1210 1227"> <thead> <tr> <th>Particulars</th><th>Details</th></tr> </thead> <tbody> <tr> <td>Bank Name and branch</td><td></td></tr> <tr> <td>DD Number</td><td></td></tr> <tr> <td>DD date</td><td></td></tr> <tr> <td>DD amount (in Rs.)</td><td></td></tr> </tbody> </table>		Particulars	Details	Name of the transferor		Bank Name, branch and Account number		UTR/Transaction reference Number		Transaction date		Transaction Amount (in Rs.)		Particulars	Details	Bank Name and branch		DD Number		DD date		DD amount (in Rs.)	
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DD date																								
DD amount (in Rs.)																								
9	Any other relevant information																							

Yours faithfully,

Date and Place

Name and Signature of Compliance Officer:

PAN:

Email ID: