



RANA SUGARS LIMITED

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CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN THE SECURITIES OF THE COMPANY AND CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY

[UNDER REGULATION 9(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AS AMENDED FROM TIME TO TIME

1. INTRODUCTION:

The Securities and Exchange Board of India ("SEBI") has, in order to protect the interests of investors in general and to put in place a framework for prohibition of insider trading in securities of the Company and to strengthen the legal framework thereof, issued the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

The Regulation provides that every listed company shall frame (a) Code of Conduct, to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons. (b) Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information, towards achieving compliance with the Regulations.

This document embodies:

- (a) the Code of Conduct for regulating, monitoring and reporting of trades by designated persons and immediate relatives of designated persons, and
- (b) the Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information, as provided under the Regulations.

2. APPLICABILITY

This Code applies to all Designated Persons and Connected Persons, as defined in the Code.

This Code shall supersede the existing RANA SUGARS LIMITED Code for prevention of Insider Trading, which was adopted earlier by the Company, pursuant to the requirements of Regulation 12(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, which has now been repealed by SEBI.

3. DEFINITIONS

In this Code, unless the context otherwise requires, the following words, expression and derivations there from shall have the meanings assigned to them, as under:

- **"Act"** means the Securities and Exchange Board of India Act, 1992 and includes any statutory modifications or amendments thereto from time to time in force.
- **"Board"** means the Board of Directors of the Company.
- **"Code"** means this Code of Conduct for regulating, monitoring and reporting of trades under the Regulations, and any modifications /amendments made thereto from time to time.
- **"Chief Investor Relations Officer"** shall have the meaning assigned to it in the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- **"Company"** means **RANA SUGARS LIMITED**.
- **"Companies Act"** means the Companies Act, 2013 and the Rules made there under and shall include any modifications or amendments thereto from time to time in force.
- **"Compliance Officer"** "compliance officer" means 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.

- **“Connected Person”** as per Regulation 2 (1) (d) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time which presently as under:
 - I. 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 director, officer or an 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.
 - 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,
 - (i) an immediate relative of connected persons specified in clause 2 (p); or
 - (ii) a holding company or associate company or subsidiary company; or
 - (iii) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (iv) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (v) an official of a stock exchange or of clearing house or corporation; or
 - (vi) 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
 - (vii) 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: or
 - (viii) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (ix) a banker of the Company; or
 - (x) 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.
- **“Contra Trade”** shall have the meaning assigned to it in Clause 7 of this Code.
- **“Dependent”** with respect to any person, means the parents, siblings, spouse, children, children of the spouse (whether minors or adults) of such person who are either financially dependent on such person or consult with such person while taking decisions relating to trading insecurities.
- **“Designated Persons”** means:
 - (i) All Directors of Company and their Executive Secretaries;
 - (ii) All Directors of Material Subsidiaries
 - (iii) All Officers and Senior Managers in the Company.
 - (iv) Senior Manager and above across all business units in the Material Subsidiaries in India or outside India;
 - (v) Every employee in Finance, Secretarial, Legal Department; and those involved in typesetting and printing of results in the operation steam.
 - (vi) Every employee of Material Subsidiaries in Finance, Secretarial, Legal Department; and those involved in typesetting and printing of results in the operation steam.
 - (vii) Promoters of the Company

- (viii) Promoter of intermediaries (intermediaries as defined in Section 12 of Securities Exchange Board of India Act, 1992) and promoter of fiduciaries.
- (ix) Every employee of intermediary or fiduciary as may be designated by them for assisting or advising the Company, who has access to Unpublished Price Sensitive Information of the Company.
- (x) All other persons, being in any contractual, fiduciary or employment relationship with the Company or material subsidiaries, 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;
- (xi) Such other persons as may be specified by the Board in consultation with the Compliance Officer; and
- (xii) Any other persons designated as such by the Compliance Officer in consultation with the Chairman of the Board/ Chief Executive Officer/ Managing Director/ Chief Financial Officer keeping in mind the objectives of the Code.

- **"Director"** means a member of the Board of Directors of the Company.
- **"Employee"** means every employee of the Company, including the Directors who are in employment of the Company.
- **"Fiduciary"** includes Statutory Auditors, Internal Auditors, Secretarial Auditors, Retainers, lawyers and other advisors of the Company.
- **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.
- **"Immediate Relative"** means 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.
- **"Insider"** means any person who is a connected person in possession of or having access to unpublished price sensitive information
- **"Key Managerial Personnel (KMP)"** means a person as defined so under Section 2(51) of the Companies Act including any amendment or modification made thereto.
- **"Legitimate Purpose"** 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, other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Regulations.
- **"LODR Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by the Securities and Exchange Board of India for the listed Companies on Stock Exchange(s).
- **"Material Subsidiary"** shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- **"Need to know"** means Price Sensitive Information 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 the information.
- **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any statutory modification thereof for the time being in force.
- **"PIT Regulations"** shall mean The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time in force.
- **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof for the time being in force, except units of a mutual fund.
- **"SEBI"** means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992 and any modifications or amendments thereto for the time being in force.

- **"Stock Exchange"** means Bombay Stock Exchange (BSE Limited) and National Stock Exchange of India Limited.
- **"Specified"** means specified by the Board of Securities and Exchange Board of India, in writing.
- **"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any modifications or amendments thereto for the time being in force;
- **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company and 'trade' shall be construed accordingly.
- **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- **"Trading Window"** shall have the meaning assigned to it in Clause 8(a) of this Code;
- **"Unpublished Price Sensitive Information"** 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 and shall, ordinarily include but not restricted to, information relating to the following:
 - a. financial results;
 - b. dividends;
 - c. issue of securities or buy-back of securities
 - d. change in capital structure;
 - e. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - f. changes in key managerial personnel.

Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa.

Words and expressions used in this Code but not defined herein shall have the meanings respectively assigned to them under the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act.

4. POWERS, DUTIES AND RESPONSIBILITIES OF THE COMPLIANCE OFFICER

- a. The Company has appointed the person holding the position of Company Secretary/ Compliance Officer, as the Compliance Officer for the purposes of this Code and the Regulations. The Compliance Officer shall make best endeavors to ensure compliance with, and effective implementation of, the Regulations and the Code by Designated Persons.
- b. The Compliance Officer shall report to the Board at least once in a year and in particular, shall provide report to the Chairman of the Audit Committee or to the Chairman of the Board, at such frequency, as may be stipulated by the Board. Further, the Compliance Officer shall, at all times, abide by any directions and instructions that may be issued by the Board.
- c. The Compliance Officer shall be responsible for:
 - i. setting forth policies in consultation with the Chairman /Chief Executive Officer/ Chief Financial Officer as and when required;
 - ii. prescribing procedures in connection with the Code;
 - iii. monitoring adherence to the rules specified in the Code for the preservation of Unpublished Price Sensitive Information;
 - iv. pre-clearing approvals, either directly or through heads of various departments as decided by the Board, to dealings in the Company's Securities by the Designated Persons and Dependent and monitoring of such dealings;
 - v. implementation of this Code under the overall supervision of the Board.
- d. The Compliance Officer shall maintain a record of all the Designated Persons and immediate relatives of designated persons and changes to the list from time to time.
- e. The Compliance Officer shall maintain records of all declarations and disclosures received by him under the Code for a minimum period of five (5) years.

- f. The Compliance Officer shall be responsible for the approval of Trading Plans. The Compliance Officer shall also be responsible for notifying the Trading Plans to the stock exchanges on which Securities are listed.
- g. The Compliance Officer shall maintain a record of trading window from time to time.
- h. The Compliance Officer shall assist the employees in addressing any clarifications regarding the Regulations and this Code.

5. RESPONSIBILITIES OF DESIGNATED PERSONS AND CONNECTED PERSONS

- (a) **Preservation of Unpublished Price Sensitive Information:** The Designated Persons and Connected Persons shall maintain confidentiality of all Unpublished Price Sensitive Information and shall not communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (b) **Need to know:** Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall handle the same on a “**need to know**” basis and no unpublished price sensitive information shall be communicated to any person in furtherance of his / her legitimate purposes, performance of duties or discharge of legal obligations.
- (c) **Limited access to confidential information:** Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall ensure that:
 - files containing Unpublished Price Sensitive Information are kept secure;
 - computer files have adequate security of login through a password; and
 - follow the guidelines for maintenance of electronic records and systems as prescribed within the Company from time to time in consultation with the person in charge of the information technology function.
- (d) **Communication to Media/ Public:** The Compliance Officer shall be consulted in advance, before any communication is made to the media/ public on behalf of the Company, which may have impact on the price movement in the Company’s scrip.

6. RESTRICTIONS ON DESIGNATED PERSONS & CONNECTED PERSONS FOR TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 1. No Designated Person and Connected Person shall–
 - a. either on his own behalf, or on behalf of any other person, trade in securities when in possession of any Unpublished Price Sensitive Information unless made in accordance with the Trading Plan as enumerated in this Code;
 - b. advise any person to trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that “advice” shall mean to include recommendations, communications or counseling.
- 2. Each Designated Person and Connected Person shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the Securities of the Company on behalf of any designated person and connected person unless such insider is permitted to trade in the Securities of the Company in accordance with this Code. Insiders/Designated Person/Connected Person in the organization shall be governed by an internal code of conduct governing dealing in securities.
- 3. When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession, provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

- (i) The transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. The company shall notify the particulars of such trades to the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of such information.

- (ii) The transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015, and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

- (iii) The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- (iv) The transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- (v) In the case of non-individual insiders: –

(a) The individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) Appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

- (vi) The trades were pursuant to a trading plan set up in accordance with regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

4. In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on SEBI.

7. RESTRICTIONS ON OPPOSITE TRANSACTIONS AND SHORT SELLING

Contra Trade

(i) All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite trade– if any, in the Securities of the Company at any time. This restriction on opposite trade shall not apply to ESOPs – if any, allotted to the Designated Persons provided the minimum period of holding is complied.

(ii) If a Designated Person intends to enter into a Contra Trade before the expiry of next 6

months, such Contra Trade may be made only with prior approval of the Compliance Officer. The Compliance Officer while approving such exception, shall record in writing the reasons for which such exception was granted and why such exception would not be in violation of the Code or the Regulations.

- (iii) In the event that a Contra Trade has been executed before the expiry of next 6 months without prior approval of the Compliance Officer, 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 Act.

Provided that contra trade shall not be applicable for trades pursuant to exercise of stock options.

Short Selling

- (iv) opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction (“**Contra Trade**”). All Designated Persons shall also not take positions in derivative transactions. No Designated Person shall directly or indirectly sell any Security if such Designated Person (i) does not own the Security sold; or (2) owns the Security but does not deliver such Security against such sale within the acceptable settlement cycle (“short sale”).

8. TRADING WINDOW

- (a) Subject to sub-paragraph (b) below, the Compliance Officer may, in consultation with the Board, specify a trading period (hereinafter referred to as the “Trading Window”) for dealing in the Securities **PROVIDED THAT** unless otherwise specified by the Compliance Officer, the Trading Window shall, subject to sub-paragraph (b) below, remain open for dealing in the Securities.
- (b) Unless otherwise specified by the Compliance Officer, the Trading Window shall be:
- i. in addition to above, closed at least 1 day prior to the 1st of April, the 1st of July, the 1st of October and the 1st of January of every year, and until 2 days after the declaration of the respective quarterly financial results are considered by the Board.
 - ii. *inter alia* closed 2 (two) days prior to and 2 days after:
 - any intended announcements regarding amalgamation, mergers, takeovers and buy- back, disposal of whole or substantially whole of the undertaking, issue of Securities by way of public/ rights/bonus etc., any major expansion plans or execution of new projects,
 - any changes in policies, plans or operations of the Company that could have a material impact on its financial performance, and
 - iii. The Trading Window shall remain closed during the time the Unpublished Price Sensitive Information remains un-published. The Trading Window shall be opened 48 hours after the Unpublished Price Sensitive Information is made public.
 - iv. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
 - v. All Designated Persons shall conduct, and cause their immediate relatives to conduct, their dealings in the Securities only when the Trading Window is open and no Designated Person or immediate relatives of designated persons shall deal in any transaction involving the purchase or sale of the Securities of the Company during the periods when the Trading Window is closed, as referred to in sub-paragraph (b) above, or during any other similar period as may be specified by the Compliance Officer from time-to-time pursuant to sub- paragraph (a) above. It is the duty of the Designated Persons to inform the immediate relatives of the closure of the Trading Window and ensure that they do not deal in the Securities of the Company.
 - vi. The Designated Persons who participate in the Company's employee stock option

plan ("ESOP"), if any, shall not sell the Securities allotted to them on exercise of their ESOPs when the Trading Window is closed PROVIDED HOWEVER THAT the exercise by them of such ESOPs shall be permitted when the Trading Window is closed.

vii. In addition to the above, the Compliance Officer may in consultation with the Chairman/ Chief Executive Officer/ Chief Financial Officer, declare the Trading Window closed, on an "as-needed" basis for any reason.

viii. Despite the Trading Window being open, Designated Persons would only be allowed to trade subject to the conditions specified in Clause 9 below and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.

9. PRE-CLEARANCE FOR DEALINGS IN SECURITIES

(a) Applicability: During trading window open every Designated Person and immediate relatives of designated persons may intend to Trade in the Securities of the Company in a Calendar Quarter (either in one transaction or in a series of transactions) for a consideration of Rs. 5,00,000 (Five Lakh) or 10,000 Equity Shares whichever is higher, in the Securities of the Company need not obtain a prior approval for the transactions as per the procedure described hereunder.

However, a Designated Person shall apply for pre-clearance only if he/ she or his/ her Dependent intends to trade beyond the threshold limits mentioned above. This is a mandatory requirement even when the Trading Window is open.

Any Designated Person and immediate relatives of designated persons (including Dependent) who carries on any transaction or series of transactions to circumvent this clause shall be in violation of this Code.

Even the trading window is open the designated person cannot trade in securities after taking approval of Board. However, the Designated Person can take decision as per the trading plan.

(b) Pre-dealing Procedure: For the purpose of obtaining a pre-dealing approval, the concerned Designated Person and immediate relatives of designated persons shall make an application in the form specified in **Annexure- 1** hereto to the Compliance Officer, who shall forward a copy of the same to the Chairman/ Chief Executive Officer/ Chief Financial Officer. Such application should be complete and correct in all respects and should be accompanied by (i) an undertaking in the form specified in **Annexure - 2** hereto; and (ii) such other documents as may be prescribed by the Compliance Officer from time-to-time. The application for *pre-dealing* approval with enclosures shall be sent by the Designated Person through electronic mail to the address **madhur@ranasugars.com/compliance officer** followed by hard copies of the same.

10. APPROVAL

The Compliance Officer shall consider the application made as per paragraph 9(b) above and shall convey his approval/ rejection to the same through electronic mail and forward a copy of the same to the Chairman/ Chief Executive Officer/ Chief Financial Officer. The Compliance Officer shall be entitled to seek declarations to the effect that the Insider applying for pre-clearance is not in possession of any Unpublished Price Sensitive Information. The Compliance Officer shall also have the discretion to assess and decide as to whether such declarations are factually accurate. The Compliance Officer shall convey his decision to the insider within 7 Trading Days of receipt of the application. If the Compliance Officer does not respond within 7 Trading days, it shall be deemed to be a rejection of the application.

(a) Preclearance of trades shall not be required for a trade executed as per approved trading plan.

- (b) Every such approval shall be issued in the form specified in **Annexure- 3** hereto. Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval.
- (c) In the event of absence of the Compliance Officer, the Board may delegate performance of the duties and responsibilities referred to in this paragraph to any head of department of the Company.
- (d) All transactions involving the Compliance Officer shall be approved by the Chairman of the Audit Committee/ Chief Executive Officer/ Chief Financial Officer.

11. COMPLETION OF PRE-CLEARED DEALING

- (a) All insider shall execute the pre-cleared deal in respect of the Securities of the Company not later than 1 (one) week from the date of the approval and send within 2 Trading Days of execution of the transaction, the details of such transaction, to the Compliance Officer in the format prescribed in **Annexure - 4**.
- (b) If the pre-cleared deal is not executed by the concerned and insider pursuant to the pre-dealing approval granted by the Compliance Officer within 1 (one) week of the date of such approval, the Designated Person and immediate relatives of designated persons shall not deal in such Securities without applying once again to the Compliance Officer for pre-clearance of the transaction covered under the said approval.

12. HOLDING PERIOD

- (a) All Designated Persons and immediate relatives of designated persons shall hold their investments in the Securities of the Company for a minimum period of 6 months. The holding period in case of subscription in the primary market shall be 30 days and shall, in such case, commence when the Securities of the Company are actually allotted.
- (b) In case the sale of Securities of the Company is necessitated by personal emergency, the holding period referred to above may be waived by the Compliance Officer after recording his reasons in writing in this regard.

13. TRADING PLAN

- (a) An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (b) The trading plan shall:
 - (i) Not entail commencement of **trading earlier than six (6) months** from the public disclosure of the plan;
 - (ii) Not entail trading for the period between **the twentieth (20) trading day prior** to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - (iii) Entail trading for a period of **not less than twelve (12) months**;
 - (iv) Not entail overlap of any period for which another trading plan is already in existence;
 - (v) Set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) Not entail trading in securities for market abuse.
- (c) The Compliance Officer upon receipt of such trading plan shall review the same to assess whether the plan would have any potential for violation of the Regulations. The

Compliance Officer shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the trading plan.

- (d) The Compliance officer will endeavor to approve the trading plan within seven (7) working days of receipt of the trading plan together with necessary undertakings and declarations.
- (e) The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- (f) The implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such an event, the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid violation of the Regulations.
- (g) Upon approval of the trading plan, the Compliance Officer shall notify it to the stock exchanges on which the Securities of the Company are listed.

14. DISCLOSURE OF INTEREST AND DECLARATION BY DESIGNATED PERSONS/ CONNECTED PERSONS

(a) Initial Disclosure

- i. Every Promoter, Director and KMP have disclosed his / her holding of Securities of the Company as on May 15, 2015, or shall disclose within thirty (30) days thereafter in **Annexure 5**.
- ii. Every person on appointment as a Director or KMP of the Company or upon becoming a Promoter shall disclose his / her holding of securities of the Company as on the date of appointment or becoming a Promoter to the Company within seven (7) days of such appointment or becoming a Promoter as per **Annexure -6**.

(b) Continual Disclosure

- (1) Every Promoter, Designated Person and Director of the Company shall disclose to the Company the number of the Securities of the Company acquired or disposed off, within 2 Trading Days of such transactions 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 Rs.10 Lakhs or such other value as may be specified as per **Annexure - 7**.
- (2) Additionally, all Designated Persons shall furnish the following declarations, from time to time, as detailed below:
 - I. All holdings in Securities of the Company by Designated Persons at the time of joining the Company as per **Annexure - 6**.
 - II. Quarterly statements of any transactions in Securities of the Company (including trades where pre-clearance is required and those made in accordance with the Trading Plan) as per **Annexure - 8**; and
 - III. Annual statement of all holdings in Securities of the Company as prescribed as per **Annexure- 9**.
 - IV. 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

company 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
- c. Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

Note: The disclosures required to be made by any person under this Clause shall extend to such person's Dependents or any other person financially dependent on such person or any person who consults with such person while taking trading decisions. Additionally, the disclosures requirements under this Clause would require to be made irrespective of the transaction being pre-approved or not.

(c) Disclosures by other Connected Persons

The Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.

(d) Disclosure by Company to Stock Exchanges

The Company shall notify the particulars of such trading in Securities of the Company as specified in sub-clause (b)(1) above to the stock exchanges on which they are listed, within 2 Trading Days of receipt of the disclosure or from becoming aware of such information.

15. PENALTY FOR CONTRAVENTION

- (a)** Every Designated Person shall comply with, and cause his Dependent to comply with, the provisions of this Code.
- (b)** A Designated Person who violates this Code shall, in addition to any other action that may be taken by the Company under law, be subject to appropriate sanctions and disciplinary action by the Company, which may include freezing of wages / salary, suspension and termination of employment.
- (c)** The action taken by the Company against any Designated Person pursuant to subparagraph (b) above shall not preclude SEBI from taking any action for violation of this Code.
- (d)** In case it is observed by the Compliance Officer that there has been a violation of this Code by any Designated Person, the Compliance Officer shall forthwith inform the Board about the violation. The Compliance Officer shall also simultaneously inform SEBI about such violation.
- (e)** Managing Director/CFO/Company Secretary/Compliance Officer shall formulate a process for how and when people are brought 'inside' on sensitive transactions and whenever any people are brought inside on sensitive transaction shall be made aware of the duties and responsibilities attached to the receipt of inside information, and the liability that attaches to misuse or unwarranted use of such information.

16. CLARIFICATIONS

For any queries concerning this Code, the Designated Persons may contact the Compliance Officer.

17. AMENDMENTS

The Board may, at any time, modify, alter or amend the provisions of this Code by giving notice of such modification, alteration or amendment to the Designated Persons

18. OTHERS

- (a)** Any two Directors and the Compliance Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. However, any major modification to the Code will require authorization by the Board.
- (b)** Where the Company engages a service provider who is a Connected Person, the head of the department of the Company which engages such Connected Person is responsible for communicating the requirements of this Code to such Connected Person & verify whether such Connected Person has a similar code of conduct applicable to its employees to prevent such persons from misusing Unpublished Price Sensitive Information of the Company, as well as the efficacy of implementation of such code by those Connected Persons.
- (c)** The Managing Director or CFO or Company Secretary or Compliance Officer in consultation with Chairman of Audit Committee shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in regulations to prevent insider trading.
- (d)** The Board of Directors of the Company shall ensure that the Managing Director, Compliance Officer, Chief Financial Officer shall ensure compliance with Regulation 9 and sub regulation (1) and (2) of the regulations.
- (e)** Audit Committee of the Company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and operating effectively.

19. DISCLAIMER

The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be Insiders for the purposes of this Code and the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of this Code or the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of this Code and the Regulations or other related laws.

20. OVERRIDING CLAUSE

In case any dispute can be arises between SEBI (Prohibition of Insider Trading) Regulations, 2015 and Companies Act, 2013 than Regulation will prevail over the Act.

Amended and Adopted by the Board of Directors on 14th June, 2024.

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

[Under Regulation 8 of the Regulations]

1. OVERSEEING AND CO-COORDINATING DISCLOSURE:

- a. The Board shall identify a Senior Officer who would be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information (“Chief Investor Relations Officer”) pursuant to this Code as required under the Regulations. In case no Chief Investor Relations Officer is appointed by the Board, the Compliance Officer shall be the Chief Investor Relations Officer and shall discharge and perform the relevant powers, duties and responsibilities of the Chief Investor Relations Officer hereunder.
- b. In case the Chief Investor Relations Officer is not the Compliance Officer, he shall report to, and abide by the directions and instructions issued by, the Chairman and shall also co-ordinate with the Compliance Officer.
- c. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-coordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating employees on disclosure policies and procedures.
- d. All disclosure/ dissemination whatsoever of any information (save and except disclosure required to be made under any law (including the Regulations) or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer shall consult and seek approval of the Chairman before disclosure/ dissemination of such information.
- e. Should any disclosure/ dissemination of information on behalf of the Company take place accidentally without the prior approval referred to above, the person responsible for such disclosure/ dissemination shall forthwith inform the Chief Investor Relations Officer about such disclosure/ dissemination, irrespective of whether such information is Price Sensitive Information or not.

2. RESPONDING TO MARKET RUMORS

- a. The employees, officers and Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from Stock Exchanges or any regulatory authorities or from the press or media or from any other source to the Chief Investor Relations Officer.
- b. The Chief Investor Relations Officer shall, on receipt of requests as aforesaid, consult the Chairman and respond to the same without any delay.
- c. The Chief Investor Relations Officer shall be responsible for deciding, in consultation with the Chairman, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures **PROVIDED THAT** no disclosure in response to the queries/ request shall be made by the Chief Investor Relations Officer when the Chairman does not approve the same.

3. TIMELY REPORTING OF SHAREHOLDINGS/ OWNERSHIP AND CHANGES IN OWNERSHIP

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Listing Agreements and/or the Regulations and / or any other rules/regulations made under the Securities and Exchange Board of India Act, 1992 are made in a timely and adequate manner.

4. DISCLOSURE/ DISSEMINATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS AND INSTITUTIONAL INVESTORS OR ANY OTHER PERSON FOR LEGITIMATE PURPOSE:

- a. No person, except those authorised by the Chairman/ Chief Investor Relations Officer/ Compliance Officer, shall disclose any information relating to the business activities of the Company to analysts and institutional investors.
- b. All Directors, officers and employees of the Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors:

Sharing of information: The Directors, officers and employees of the Company, shall provide only public information to analysts and institutional investors. In case non-public information is proposed to be provided, the person proposing to provide such information shall consult the Chief Investor Relations Officer in advance. The Chief Investor Relations Officer shall, in such cases, ensure that the information provided to the analyst or institutional investor as above is made public simultaneously with such disclosure.

The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

Unanticipated questions may be noted and a considered response given later. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, a public announcement should be made before responding to the same.

Sharing of Information for Legitimate Purposes: No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The policy for determination of Legitimate Purposes as mentioned in detail in Annexure-A to this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

c. Recording of discussion:

All analyst or institutional investor meetings shall be attended by the Chief Investor Relations Officer and other senior employee of the Company. The Chief Investor Relations Officer shall, in order to avoid misquoting or misrepresentation, arrange for recording the discussions at the meeting.

d. Simultaneous release of information:

Whenever the Company proposes to organize meetings with analysts, the Company shall issue a press release or post relevant information on its web site after every such meeting. The Company may also consider live web casting of analyst meets.

The Chief Investor Relations Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's website, in consultation with the Chairman.

e. Medium of disclosure/ dissemination:

The Company shall disclose/ disseminate all Unpublished Price Sensitive Information on a continuous and in a timely manner to Stock Exchanges where its Securities are listed and thereafter to the press.

As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges and to the press may also be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.

POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"**[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]**

1. Legitimate purpose shall 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, other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Regulations.
2. Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI PIT Regulations and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him/ her, in compliance with the Regulations.
3. An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the Company is of informed opinion that sharing of such information is in the best interests of the company.
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the Company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information 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.
 - (iii) For the purpose of (i) and (ii) as mentioned above, the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of (i) and (ii) above, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
4. Unpublished Price Sensitive Information, such as Financial Results, declaration of Dividends, change in Capital Structure, Open Offer, proposal of Corporate Restructuring which includes mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions, diversification, expansion acquisition in the stake of other entities or Change in Key Managerial Personnel or such other information as may be considered by the Board as Unpublished Price Sensitive Information, which shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information for legitimate purpose and to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
5. A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.
6. No insider shall trade in the securities of the Company who are in possession of Unpublished Price Sensitive Information for Legitimate Purposes. When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

To,

Date: _____

**The Compliance Officer,
RANA SUGARS LIMITED**

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for prevention of Insider Trading**, I seek approval to purchase/ sale/ subscription of Equity shares/ stock derivatives of the Company as per details given below:

| | | |
|----|--|--|
| 1 | Name of the applicant | |
| 2 | Designation | |
| 3 | Number of Securities held as on date | |
| 4 | Folio No. / DPID/ Client Id | |
| 5 | The Proposal is for: a) Purchase of Securities b) Subscription to Securities c) Sale of Securities | |
| 6 | Proposed date of dealing in securities | |
| 7 | Estimated number of securities proposed to be acquired/subscribed/sold | |
| 8 | Price at which the transaction is proposed (if off market) | |
| 9 | Current Market Price (as on date of application) | |
| 10 | Whether the proposed transaction will be through stock exchange or off -market | |
| 11 | Folio No/ DPID/CLID where the securities will be credited /debited - (applicable for off market) | |
| 12 | Stock Derivative- lot size as notified by exchanges a) Stock Future - Price & Expiry Date b) Stock Option- Put/ Call, Strike price & Expiry Date | |

I enclose herewith the Undertaking signed by me. Yours faithfully,

(Signature of Designated Person)

Note: This application has to be necessarily submitted through electronic mail at the dedicated e-mail id mkraina@ranasugars.com/ to compliance officer followed by a hard copy.

(On Stamp Paper of Rs.100)

FORMAT OF UNDERTAKING THAT SHOULD ACCOMPANY THE APPLICATION FOR PRE-DEALING

UNDERTAKING

To,
RANA SUGARS LIMITED

I, _____ residing at _____, am a Director/ Designated Person of Rana Sugars Limited ("the Company").

I declare that I do not have any access and have not received or had access to any Unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for Prevention of Insider Trading ("the Code")] upto and including the date of this Undertaking.

I shall, in case have access to, or receive, any Unpublished Price Sensitive Information after the date hereof, but before execution of the transaction referred to in my application dated _____, inform the Compliance Officer of the change in my position and completely refrain from dealing in the Securities (as defined in the Code) till the time such Unpublished Price Sensitive Information becomes public.

I declare that I have not contravened any provision of the Code or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action there under, in case the above declarations are found to be misleading or incorrect in any respect.

I hereby agree to indemnify and keep the Company and its Directors and Officers indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of contravention by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 and the Code prescribed by the Company.

I declare that I have made full and true disclosure in the matter.

(Signature of Director/ Designated Person)

Date:

FORMAT FOR PRE-DEALING APPROVAL LETTER

Date:

Approval No: _____ of _____

To,

Mr. /Mrs. _____ Emp. No.: _____ Designation: _____

PRE-DEALING APPROVAL/DISAPPROVAL -Your application dated _____

Dear Mr./ Ms. _____

With reference to your above application seeking approval for undertaking transactions in Securities of the Company as detailed therein, please be informed that you are hereby authorized /not authorized to execute the transaction(s) as detailed in your said application.

This approval is being issued to you based on various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. for {1} week). If you do not execute the approved transaction/deal on or before this date you would have to seek fresh pre-dealing approval before executing the same.

Yours,

For **RANA SUGARS LIMITED****COMPLIANCE OFFICER**

FORMAT FOR DISCLOSURE OF PRE -CLEARED TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
RANA SUGARS LIMITED

I hereby inform that I

have not bought / sold/ subscribed any securities of the Company

have bought/sold/subscribed to_____securities as mentioned below on_(date)

| Name of holder | No. of securities dealt with | Bought/ sold/ subscribed | DP ID/ Client ID/ Folio No | Price (Rs.) |
|----------------|------------------------------|--------------------------|----------------------------|-------------|
| | | | | |

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank pass book/statement (to be submitted in case of demat transactions).
4. Copy of delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date:_____

Signature:_____

Name: Designation:

FORM A

(Regulation 7 (1) (a) read with Regulation 6 (2) of Insider Trading Regulations, 2015 And
(Pursuant to Clause 14 (a) (1) of the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders)

Name of the Company:

ISIN of the Company:

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Name, PAN No., CIN/DIN & Address with Contact No. | Category of Person (Promoter / (KMP) / Directors / immediate relatives / any other person from whom trading decisions are being taken) | Securities held as on the date of regulation coming into force | | % of Shareho lding | Open Interest of the Future contracts held as on the date of regulation coming into force | | | Open Interest of the Option Contracts held as on the date of regulation coming into force | | |
|---|---|--|----------------------|--------------------------|---|---|--|--|---|----------------------------------|
| | | Type of security (For eg: Shares Warrants, Convertible Debentures etc) | No. of Securities | | Contract Specificati ons | Number of Units (contracts* lot size) | Notional value in Rupee terms | Contract Specificatio ns | Number of Units (contracts* lot size) | Notional value in Rupee terms |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 |
| | | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Details of Open Interest in derivatives of the Company held by Promoter, Key managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM B

(Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group and (Pursuant to Clause 14 (a)(2) of the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders)

Name of the Company:

ISIN of the Company:

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director 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 as mentioned in Regulation 6(2).

| Name, PAN No., CIN/ DIN & Address with Contact Nos. | Category of Person (KMP/ Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.) | Date of appointment of KMP/ Director/ OR Date of Becoming Promoter/ member of the promoter group | Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group | | % of Shareholding |
|---|---|---|---|-------------------|----------------------|
| | | | Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements, etc.) | No. of Securities | |
| 1 | 2 | 3 | 4 | 5 | 6 |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Details of Open Interest in derivatives of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a Listed Company and other such persons as mentioned in Regulation 6(2).

| Open Interest of the Future contracts held at the time of appointment of Director/ KMP or upon becoming Promoter/ member of the promoter group | | | Open Interest of the Option Contracts held at the time of appointment of Director/ KMP or upon becoming Promoter/member of the promoter group | | |
|---|--|----------------------------------|--|--|----------------------------------|
| Contract Specifications | Number of Units (contracts* lot size) | Notional value in Rupee terms | Contract Specifications | Number of Units (contracts* lot size) | Notional value in Rupee terms |
| 7 | 8 | 9 | 10 | 11 | 12 |

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM C

(Regulation 7 (2) read with Regulation 6 (2) of Insider Trading Regulations, 2015- Continual Disclosure And
(Pursuant to Clause 14(b)(1) of the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders)

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

| Name, PAN No., CIN/DIN, & address with contact nos. | Category of Person (Promoter/member of the promoter group/designated person/ Director s/immediate relative to/ others etc.) | Securities held prior to acquisition/ disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/ disposal | |
|---|---|---|-----|---|-----|-------|--|--|----------------------------|
| | | Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.) | No. | Type of security (For eg. - Shares, Warrants, Convertible Debentures, Rights Entitlements etc.) | No. | Value | Transaction Type (Buy/Sale / Pledge/ Revoke/ Invoke, other please specify) | Type of security (For eg.- Shares, Warrants, Convertible Debentures, Rights entitlements etc.) | No. and % of share holding |
| | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

| Date of allotment advice/ acquisition of shares/ disposal of shares specify | | Date of intimation to company | Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc) | Exchange on which the trade was executed | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | | Exchange on which the trade was executed |
|---|----|-------------------------------|--|--|---|-------------------------|-----|----------------|---------------------------------------|--|
| From | To | | | | Type of Contract | Contract Specifications | Buy | | Sell | |
| | | | | | | | | Notional Value | Number of units (contracts *lot size) | Notional Value |
| | | | | | | | | | | |

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

| Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company | Connect ion with company | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/disposal | | Date of allotment advice/ acquisition of shares/ disposal of shares specify | | Date of intimation to company | Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer / off market/ Interse transfer, ESOPs etc.) | Exchange on which the trade was executed |
|---|--------------------------|---|---------------------------|--|-----|-------|--|---|----------------------------|---|----|-------------------------------|--|--|
| | | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.) | No. and % of shareholding | Type of securities (For eg. – Shares, Warrants Convertible Debentures, Rights entitlement, etc.) | No. | Value | Transac tion Type (Purchase/Sale/ Pledge/ Revocat ion / Invocati on/ Othersplease specify) | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.) | No. and % of share holding | From | To | | | |
| | | | | | | | | | | | | | | |

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015. (ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

| Trading in derivatives (Specify type of contract, Futures or Options etc.) | | | | | | Exchange on which the trade was executed |
|--|-------------------------|----------------|--|----------------|--|--|
| Type of Contract | Contract specifications | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| | | | | | | |

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name**Signature:****Place:**

To,

Date: _____

**The Compliance Officer,
RANA SUGARS LIMITED**

I. STATEMENT OF SHAREHOLDINGS OF DIRECTORS / DESIGNATED PERSONS:

| Name & Address of Director/ Designated person | No. & % of shares/voting rights held by the Director/ Designated Person on Folio NO / DP ID / Client ID | Date of receipt of allotment advice/acquisition / sale of shares/ voting rights | Date of intimation to company | Mode of acquisition (market purchase/ public/ rights/ preferential officer etc.) | No. & % of shares/ post acquisition/ sale | Trading member through whom the trade was executed with SEBI Registration no. of the TM | Exchange on which the trade was executed | Buy quantity | Buy value | Sell quantity | Sell value |
|---|---|---|-------------------------------|--|---|---|--|--------------|-----------|---------------|------------|
| | | | | | | | | | | | |

II. DETAILS OF SHARES HELD BY IMMEDIATE RELATIVE*:

| Name | Relationship | PAN Number and Phone, mobile/ cell numbers, which are used by relative relatives | No. & % of shares/voting rights held by the Director/ Designated Person on | Date of receipt of allotment advice/acquisition / sale of shares/voting rights | Date of intimation to company | Mode of acquisition (market purchase/public / rights/ preferential officer etc.) | No. & % of shares/post acquisition / sale | Trading member through whom the trade was executed with SEBI Registration no. of the TM | Exchange on which the trade was executed | Buy quantity | Buy value | Sell quantity | Selling value |
|------|--------------|--|--|--|-------------------------------|--|---|---|--|--------------|-----------|---------------|---------------|
| | | | | | | | | | | | | | |

I/We declare that I/We have complied with the requirement of the minimum holding period of 6 months with respect to the shares sold.

**Immediate Relatives means spouse of the employee and includes parents, siblings and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such persons in taking decisions in relation to trading in Securities*

Signature: _____

Name: _____

Designation: _____

FORMAT FOR DISCLOSURE OF PARTICULARS BY DIRECTORS/ DESIGNATED PERSONS

Internal use

Signature: _____

Received date and time: _____

Date: _____

To
**The Compliance Officer,
 RANA SUGARS LIMITED**

Dear Sir

My personal details are as under:

| S. No. | Name of the Director/ Designated Person with Employee Code and Grade | Department, Location of Service and Date of Appointment | PAN Number | Mobile/landline number, which is in use | Persons with whom such designated person shares a material financial relationship | Name of the educational institution from which director/designated persons have graduated | Name of Past employers |
|--------|--|---|------------|--|---|--|---------------------------|
| | | | | | | | |

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following dependent(s)/immediate relatives:

| S. No. | Name of the Dependent/Immediate Relative | PAN Number | Mobile/landline number, which is in use by dependent/immediate relatives | Relationship with Director/ Designated Person |
|--------|--|------------|---|--|
| | | | | |

I hereby declare that I / my dependents

- do not hold any Equity Shares of the Company as on date
- hold _____ Equity Shares of the Company as per the details given below:

| Name & Address of Director /Designated Person | Date of assuming office | No. & % of shares/voting rights held at the time of becoming Director / Designated Person Folio No: or DP ID/ Client ID and Date of receipt of allotment/ advice/ Date of acquisition (specify) | No. & % of shares/ voting rights held on the date hereof | Date of intimatio n to company | Mode of acquisition (market purchase / public / rights / preferential offer etc.) | Trading member through whom the trade was executed with SEBI Registration No. of the TM | Exchange e on which the trade was execute d (if applicable le) | Buy quantity (if applicable) | Buy value (if applicable le) |
|---|-------------------------------|---|---|---|---|---|---|---------------------------------------|------------------------------------|
| | | | | | | | | | |

* Include holdings where Director/ Designated Person or dependent is a joint holder.

** Indicate "F" where the named holder is the first holder of the Securities and "J" where he/ she is the joint holder of the Securities.'

All DP Ids and Client Ids to be furnished even if no Securities of the Company are held, I hereby undertake to inform the changes in the above details from time-to-time.

I hereby declare that the above details are true, correct and complete in all respects.

Signature: _____

Name: _____

Note: Please do not submit through electronic mail.