



FASHIONS LIMITED
A Govt. Recognised Export House

Men's fashion technology

To,

Dated: 22nd June, 2015

**The Corporate Relationship Department
BSE LIMITED
P. J. Towers, Dalal Street
Mumbai-400001**

Sub: - Code of Fair Disclosure and Conduct as per SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sir/Ma'am,

This is with reference to the provisions of Regulations 8 & 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015. In this regard, please find enclosed herewith Company's new Code of Conduct and Code of Fair Disclosures already been approved by the Board of Directors.

Kindly take the same on records.

Thanking you,

Yours Faithfully,

For Santex Fashions Limited


Samini Gupta
Company Secretary & GM Finance



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SAMTEX FASHIONS LIMITED

Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Pursuant to sub-regulation (1) of regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015]

The Board of Directors of Samtex Fashions Limited ("the Company") are expected to manage their affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest all the stakeholders. The Company has since time immemorial, been committed to transparency and fairness in dealing with all the stakeholders.

Preface:

1. SEBI on 15th January, 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 15th May, 2015.
2. Chapter –IV of SEBI (Prohibition of Insider Trading) Regulations, 2015, Regulation 8 provides for the formulation of a "Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as "Code".)
3. The Company endeavour to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse such information. To achieve these objectives and in compliance with the aforesaid SEBI regulations, the Company notifies this code.
4. The code shall be applicable on all the Board of Directors of the Company w.e.f. 15th May, 2015.
5. Any subsequent modification and/or amendments brought about by SEBI in the aforesaid Regulations shall automatically apply this code.

Principles of Fair Disclosure for purpose of Code of practices and procedures for fair Disclosure of Unpublished Price Sensitive Information:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes in to being in order to make such information generally available.



2. Uniform and universal dissemination of unpublished price sensitive to avoid selective disclosure. shall be ensured.
3. The Company Secretary of the Company shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise. It shall be ensured that such information is made generally available.
5. The Board of Directors shall ensure that appropriate and fair response shall be provided to queries on news reports and request for verification of market rumours by regulatory authorities.
6. The Board of Directors shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Board of Directors shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Unpublished price sensitive information shall be followed on a need-to-know basis.

Powers of Board of Directors

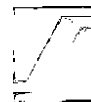
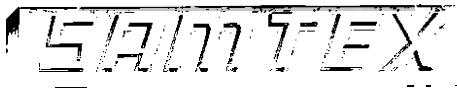
The Board of Directors of the Company will be responsible for implementation of this "Code". Board reserves the right to modify this code in whole or in part, at any time without assigning any reason what so ever but within the framework of the aforesaid regulations.

Disclosure of the Code in Public Domain:

This Code shall be published on the official website of the Company.

Further, this code and every subsequent amendment thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company Listed.





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SAMTEX FASHIONS LIMITED

SAMTEX FASHIONS LIMITED CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS, EFFECTIVE FROM MAY 15, 2015.

This Code of Conduct may be known as " **SAMTEX FASHIONS LIMITED Code of Conduct for Prohibition/Prevention of Insider Trading**" (herein after referred to as the "Code of Conduct").

This code has been made pursuant to Regulation 8 & 9 of the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time and may be modified by the Board of Directors of the Company from time to time.

This Code has been designed to enhance the standards of governance and to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 made effective from 15th May, 2015.

THE POLICY AND OBLIGATIONS

The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director and other Designated Employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No Director and other Designated Employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

OBJECTIVE OF THE CODE

The objective of the Code is to regulate, monitor and report trading by Designated Employees and other Connected Persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code shall also provide for practices and procedures for fair disclosure of unpublished price sensitive information.



APPLICABILITY

This Code shall apply to all Designated Employees and other Connected Persons as mentioned in this Code.

I. DEFINITIONS

1. **“Act”** means the Securities & Exchange Board of India Act, 1992 as may be amended from time to time.
2. **“Board”** means Board of Directors of the Company, **Samtex Fashions Limited**.
3. **“Code”** means this Code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time.
4. **“Company”** means **Samtex Fashions Limited**.
5. **“Compliance Officer”** shall mean Company Secretary of the Company.
6. **“Connected Person”** means –
 - (i) Any person who is or has during the six months prior to the concerned act been associated with a 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, -
 - (a) An immediate 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 immediate relative or banker of the company, has more than ten per cent. of the holding or interest;
7. **"Designated Person"** means –
 - (i) All Directors whether executive, non-executive or independent;
 - (ii) Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS);
 - (iii) All employees of Manager cadre and above in Finance, Accounts and Secretarial Department;
 - (iv) All employees of General Manager cadre and above in all other Departments of the Company;
 - (v) Such other employees as may be determined by the Company from time-to-time.
 8. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;
 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;
 10. **"Insider"** means any person who is:
 - i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
 11. **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
 12. **"Regulation"** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.
 13. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
 14. **"Specified"** means specified by the Board in writing;
 15. **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
 16. **"Trading"** means and includes subscribing, buying, selling, dealing, or



agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

17. **"Trading day"** means a day on which the recognized stock exchanges are open for trading;
18. **"Trading Window"** means the period during which, trading in the Company's shares by insiders shall be permissible.
19. **"Unpublished price sensitive information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: —
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) material events in accordance with the listing agreement.

II. INTERPRETATION

- 1) Words and expressions used and not defined in these regulations 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 Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.
- 2) This Code can be modified/amended/alterd only by Board of Directors of the Company.
- 3) But in case of any statutory modification or amendment or alteration of the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015, the newly modified/amended/alterd provisions of the Regulation shall be deemed to be implemented in the Code immediately with effect from the date of the statutory notification for modification or amendment or alteration etc.

The amended code should be placed before the Board of Directors of the Company in the Board Meeting held immediately after the date of statutory notification for modification/amendment/alteration etc of the Regulation for noting.



**CONFIDENTIALITY & COMMUNICATION OF UNPUBLISHED PRICE
SENSITIVE INFORMATION**

III. CODE

1.0 Compliance Officer

- 1.1 The Company has appointed **Ms. Kamini Gupta, Company Secretary** of the Company as the Compliance Officer for the purpose of this Code of Conduct.
- 1.2 The Compliance officer 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;
- 1.3 The Compliance officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the company's code of conduct.
- 1.4 The Compliance Officer shall report on insider trading to the Board and to the Chairman of the Audit Committee on annual basis.

2.0 PRESERVATION OF CONFIDENTIALITY OF UPSI / CONFIDENTIAL INFORMATION

- 2.1 Insiders and their immediate relatives shall not communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be 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.
- 2.2 Price Sensitive Information is to be handled on a "need to know" basis, i.e., No Price Sensitive Information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 2.3 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.



- 2.4 Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
- 2.4.1 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 the proposed transaction is in the best interests of the company;
 - 2.4.2 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 the proposed transaction 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.
- 2.5 All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 2.6 The Company has put in place policies and procedures (hereinafter referred as Chinese Walls) to manage UPSI and prevent the inadvertent spread and misuse of UPSI. Chinese Walls are designed to curb on passing of UPSI. Employees, who are in possession of UPSI, have a responsibility to ensure that UPSI should not be shared or disclosed to any persons except their legal obligations. All non-public information directly / indirectly received by any employee should immediately be reported to the head of the department
- 2.7 Confidential Information / UPSI shall be kept with adequate security.

3.0 TRADING PLAN

- 3.1 An insider shall be entitled, at his option, to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out with such plan.
- 3.2 The Compliance Officer shall review such trading plan to assess whether the plan would have any potential for violation of these regulations and 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 plan.
- 3.3 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.



However, the implementation of the trading plan shall not be commenced, if any UPSI 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 event the Compliant Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4.

3.4 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

3.5 A notional window shall be used as an instrument of monitoring trading by Designated Persons. The Compliance Officer should close trading window when he determines that a Designated Person or class of 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. During closure of notional window, Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.

4.0 PREVENTION OF MISUSE OF "PRICE SENSITIVE INFORMATION".

4.1 All directors/officers and designated employees of the company shall be subject to trading restrictions as enumerated below.

4.2 TRADING WINDOW

4.2.1 The trading window shall be closed during the time the information referred to in Clause 4.2.2 becomes generally available.

4.2.2 The Trading Window shall be *inter-alia* closed:

- (a) Ten days prior to Board meeting for declaration of quarterly and half-yearly financial results and thirty days prior to board meeting in case of annual financial results;
- (b) Ten days prior to Board meeting for declaration of interim dividend and thirty days prior to Board meeting for declaration of final dividend;
- (c) Ten days prior to Board meeting for change in capital structure like issue of securities by way of public/right/bonus, buy-back, splitting or any other corporate action etc;
- (d) Ten days prior to the Board Meeting held to approve any mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (e) For such period and for any such other material event(in accordance with the listing agreement) as may be deemed fit by the Compliance Officer;

However if the circumstances so warrants the time for closing the window may be increased or decreased with the approval of Compliance Officer and Chairman & Managing Director.



The trading window shall be opened 48 hours after information referred to in clause 4.2.2 becomes generally available.

4.2.3 All Designated Employees and their immediate relatives shall conduct all their trading in the securities of the company only in a valid trading window and shall not trade in company's securities during the periods when trading window is closed, as referred to in clause 4.2.2 or during any other period as may be specified by the Company from time to time.

4.2.4 The trading window restrictions shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

4.2.5 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

5.0 PRE-CLEARANCE OF TRADES

5.1 All Designated Employees and their immediate relatives who intend to trade in the securities of the company above a minimum of 5000 (Five Thousand) shares of the company per transaction should pre-clear the transactions as per the pre-trading procedure as described hereunder.

5.2 An application shall be made to the Compliance Officer indicating the estimated number of securities that the Designated Employees or their immediate relatives intends to trade in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

5.3 All Designated Employees and their immediate relatives shall execute their order in respect of securities of the company within seven trading days after the approval of pre-clearance is given. If the order is not executed within the aforementioned specified period, the Designated Employee must pre-clear the transaction again.

5.4 In case the Designated Employee or his/ her immediate relative decides not to execute the trade after securing pre-clearance, he/ she shall inform the Compliance Officer of such decision alongwith reasons thereof immediately.

5.5 No Designated Employee or his/ her immediate relative shall apply for pre-clearance of any proposed trade when the trading window is closed or if he/ she is in possession of unpublished price sensitive information.

5.6 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 unpublished price sensitive information. He shall also have regard to whether



any such declaration is reasonably capable of being rendered inaccurate.

- 5.7 It shall be the responsibility of Designated Employees to ensure compliance of clauses 5.1 to 5.4 above in case of their immediate relatives also.
- 5.8 All Designated Employees who buy or sell any number of shares of the company shall not execute a contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction.
- 5.9 The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.
- 5.10 Should 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 Act.

6.0 CODE OF FAIR DISCLOSURE

- 6.1 UPSI which will impact on price of Security shall be promptly disclosed to general public.
- 6.2 UPSI shall not be disseminated selectively but it should be disseminated uniformly and universally.
- 6.3 Compliance Officer shall be a chief investor relations officer to deal with dissemination of information and disclosure of UPSI.
- 6.4 The Company shall give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 6.5 The following practice shall be complied while meeting with analysts, institutional investors and other investor relations conferences:
 - 6.5.1 No UPSI shall be shared with them and only information available in public domain shall be shared.
 - 6.5.2 Any of the designated company official shall remain present during meeting with them.
 - 6.5.3 Transcripts or records of proceedings of meeting with them shall be placed on website of the Company within 30 days from meeting.

7.0 DISCLOSURE BY CERTAIN PERSONS

7.1 INITIAL DISCLOSURE

- 7.1.1 Every promoter, key managerial personnel, director, Designated Person of the company shall disclose his holding of securities as on May 15,



2015 to the Company within 30 days from May 15, 2015.

- 7.1.2** Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of Securities as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

7.2 CONTINUAL DISCLOSURE

- 7.2.1** Every promoter, director and Designated Person of the Company 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 Rs.10 lac.

- 7.2.2** The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two working days of receipt of the disclosure or from becoming aware of such information.

8.0 PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

- 8.1** Any Designated Person who contravenes the Code of Conduct shall be penalised and shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension etc.
- 8.2** The Company shall promptly inform Securities and Exchange Board of India regarding any violation of the Code of Conduct.
- 8.3** The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

IV. GENERAL

Employees are advised to pursue the Code and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, carefully and acquaint themselves with all the provisions contained therein. The Compliance Officer will be available for clarification / assistance that may be necessary.

