



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Framed under Regulation 8 of Securities and exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

PREAMBLE

The Securities & Exchange Board of India has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “Regulation”) on January 15, 2015. As per Regulation 8 read with the schedule A of the Regulations every listed Company has to frame a Code of Practices and Procedures for fair Disclosure of unpublished Price Sensitive Information)herein after referred to as the “Code”) in order to disseminate ‘Unpublished Price Sensitive information’(hereinafter referred to as ‘UPSI’) universally and not selectively by such companies. This Policy is intended to lay down the principles and practices to be followed by the Company pertaining to universal disclosure of UPSI.

The company intends to follow best practices, duly compliant with applicable law, in the matter of disclosure of UPSI. Accordingly the following Code was adopted by the Board of Directors of S K S Textiles Limited) hereinafter referred to as ‘Company’), at its meeting held on 14th March, 2018. In view of the SEBI (Prohibition of insider trading)(Amendment) Regulations, 2018 effective from 1st April, 2019, the Code has been amended on 29th March, 2019.

I. Applicability

This code shall apply in relation to disclosure by the Company of UPSI. The scope –exceptions as given in applicable law shall be applicable for the purpose of this code as well.

II. Definitions

“**Applicable Law**” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, or any statute, law, listing agreement, regulation, ordinance, rule, judgment, order, decree, bye law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other government instruction and /or mandatory standards and or guidance notes as may be applicable in the matter of trading by an insider.

“**Code**” or “**this Code**” shall mean this Code for “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”, as amended from time to time formulated to ensure prompt, timely and adequate disclosure of Unpublished Price Sensitive Information towards achieving compliance with the Regulations.

“**Company**” or “**the Company**” means SKS Textiles Limited.



“**Connected Person**” shall mean such persons as defined under the regulations.

“**Chief Investor Relations Officer**” means Compliance Officer or Chief Financial Officer or any senior officer, designated so by the Board of Directors, who shall

- deal with dissemination of information and disclosure of Unpublished Price Sensitive Information;
- 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.

“**Generally available information**” means information that is accessible to the public on a non-discriminatory basis.

“**insider**” means any person who is connected person or in possession of or having access to UPSI;

“**Selected group of persons**” includes security analysts or selected institutional investors, brokers and dealers, or their associated persons, investment advisers and institutional managers, investment companies, hedge funds or any other person.

“**Trading**” means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy sell. Deal in any securities, and “trade” shall be construed accordingly.

“Unpublished price sensitive information (**UPSI**)” 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 include but not restricted to, information relating to the following:

- i) Financial results;
- ii) Dividends;
- iii) Change in capital structure;
- iv) Mergers, demergers, acquisitions, disposables and expansion of business and such other transactions;
- v) Changes in key managerial personnel.

III. PRINCIPLES OF FAIR DISCLOSURE

The company shall endeavor to do the following:

1. Unless otherwise restricted under the terms of any contract, the Company shall ensure prompt public disclosure of UPSI that could impact price discovery, as soon as it has credible and concrete information, in order to make such information ‘generally available’, i.e. to make the information accessible to the public on a non-discriminatory basis.
2. The company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.



3. The Compliance Officer & Chief Financial Officer shall act as the Chief Investor Relations officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.
4. The CIRO shall ensure prompt public dissemination of UPSI that gets disclosed selectively inadvertently or otherwise to make such information ‘generally available’.
5. The company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. The company may choose not to respond to market rumours.
6. The company shall ensure that information shared with analysts and research personnel is not UPSI.
7. All presentation made to financial analysts or investor relation conference/ meeting will be immediately hosted on the Company’s Official website.
8. The company shall ensure the handling of all UPSI on need –to know basis.
9. Any person in receipt of unpublished price sensitive information pursuant to “legitimate purpose” shall be considered an “insider” for the purpose of PIT Regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

IV. PRINCIPLES FOR DETERMINATION OF “LEGITIMATE PURPOSE”:

1. the company shall ensure that UPSI is:
 - 1.1 communicated, provided or is accessible to insiders;
 - 1.2 Procured by any person only in furtherance of legitimate purpose.
2. An action shall be considered to be undertaken for a “legitimate purpose” if:
 - 2.1 it conforms with the statutes applicable to the Company;
 - 2.2 It is taken pursuant to a legal/regulatory obligation of the Company.
 - 2.3 It conforms to the business of the company / is in ordinary course of business;
 - 2.4 It is undertaken by a person to fulfil the obligation of his/her role with respect to the company;
 - 2.5 The action is executed in the manner which can be considered fair, transparent and effective;
 - 2.6 The action does not lead to ‘market abuse’;
 - 2.7 The action does not result into personal benefit of any connected person.
3. Legitimate purpose shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations. Purposes involving sharing of UPSI, which shall be deemed to be legitimate, shall include, but will not limited to the following:



- 3.1 facilitating conduct of due diligence for undertaking any transactions in the ordinary course of business;
- 3.2 Preparation of financial statements.

V. CORPORATE DISCLOSURE POLICY

Material information that could impact price discovery shall be given by the Company to stock exchange and disseminated on a continuous and immediate basis.

Speculative disclosures or selective disclosures that could have an adverse impact on the market and the price discovery process shall be avoided.

The Company may also consider ways of supplementing information released to stock exchange by improving investor access to their public announcements.

VI. INTERPRETATION:

Any words used in this code but not defined herein shall have the same meaning prescribed to it in the Companies Act, 2013 or rules made thereunder, SEBI Act, or rules and regulations made thereunder, Accounting Standards or any other relevant legislation/ law applicable to the Company.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this code, the same shall be referred to the Board of directors and decision by the Board with regard to all the matters relating to the code shall be final and binding.

VII. AMENDMENTS:

The board of directors reserves the right to modify or amend the code in whole or in part.

This code and every subsequent amendment made thereto shall be promptly intimated to stock exchange where the securities are listed.

VIII. POSTING OF THE CODE:

This code shall be posted on the website of the Company.

Amended on 29th March, 2019