

NANDAN DENIM LIMITED'S CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[This code is being adopted in satisfaction of Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

I. PREAMBLE

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') mandates the listed companies to frame a Code of Practices and Procedures for fair and timely dissemination of unpublished price sensitive information. Accordingly, Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information has been approved and implemented by the Board of Directors of the Company.

II. APPLICABILITY

This Code shall be applicable with effect from May 15, 2015.

III. CODE

1.1 Prompt disclosure of price sensitive information

Price sensitive information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available. For this purpose, Price Sensitive Information means any information which relates directly or indirectly to the Company and which, if published is likely to affect the price discovery of shares of the Company. The following shall be deemed to be Price Sensitive Information:

- i. Periodical financial results of the Company;
- ii. Intended declaration of dividends (both interim and final);
- iii. Issue of securities, buy-back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- iv. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
- v. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
- vi. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- vii. Changes in Key Managerial Personnel;
- viii. Material events in accordance with the Listing Agreement; and
- ix. Other matters as may be prescribed by SEBI / considered by the Compliance Officer to be price sensitive from time to time

1.2 Overseeing and Co-ordinating Disclosure

- i. The Board shall designate a senior officer such as a Compliance Officer who shall be responsible for overseeing the timely and adequate public disclosure of Unpublished Price Sensitive Information as required under this Disclosure Code and the Regulations ("Chief Investor Relations Officer"). In the absence of the Compliance Officer for any reason, such other person as appointed by the Board shall carry out the responsibilities of the Compliance Officer as required under this Disclosure Code and the Regulations.

- ii. The responsibilities of the Compliance Officer shall include overseeing and co-ordinating the disclosure of Price Sensitive Information to stock exchanges, analysts, shareholders and the media and educating staff on disclosure policies and procedures. Routine disclosures to the stock exchanges shall continue to be made by designated officers who have responsibility for making such disclosures.
- iii. Any disclosure / dissemination of Unpublished Price Sensitive Information (unless mandated by the Regulations or the Code of Conduct) on behalf of Nandan Denim Limited shall be first approved by the Officer designated for the purpose. In the case of doubt as to whether any information is Unpublished Price Sensitive Information or not, the same shall be referred to the Compliance Officer.
- iv. If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if the information is not considered price sensitive..

1.3 Uniform and Universal dissemination of Unpublished Price Sensitive Information

The price sensitive information shall be disseminated uniformly and universally to all stakeholders through Stock Exchanges and / or by posting the same on official website of the Company i.e. www.nandandenim.com. The Company shall use its best endeavours to avoid selective disclosure of price sensitive information. However, if any information gets disclosed selectively or inadvertently or otherwise, endeavour shall be made to make generally available the above information through dissemination of the same to the Stock Exchanges and / or posting the same on the official website of the Company as soon as practicable.

1.4 Procedure for responding to any queries on news reports and / or requests for verification of market rumors by regulatory authorities.

- i. Appropriate, fair and prompt response shall be submitted to all queries on news reports or requests for verification of market rumors received from regulatory authorities only after approval of the Chairman or Managing Director. The Compliance Officer shall reply to the queries or requests for verification of market rumors within 48 hours of receipt of such further period as may be allowed by the Stock Exchanges;
- ii. Such replies shall be signed by the Managing Director / Compliance Officer. In their absence, such replies shall be signed by such other officer / person as may have been authorized;
- iii. In case the query / request has been received from a Stock Exchange, a copy of such reply shall be sent to other stock exchange(s) also where the shares of the Company are listed;
- iv. The Compliance Officer shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

1.5 Timely Reporting of shareholdings/ ownership and changes in ownership.

Disclosure of shareholdings/ ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the listing agreement shall be made in a timely and adequate manner.

1.6 Procedure for disclosure / dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors, etc.

The Company should follow the guidelines given hereunder while dealing with analysts and institutional investors :-

- i. Only Public information to be provided**
Listed companies shall provide only public information to the analyst/ research persons/ large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- ii. Recording of discussion**
In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives be present at meetings with Analysts, Brokers or Institutional Investors and discussion should preferably be recorded.
- iii. Handling of unanticipated questions**
Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- iv. Simultaneous release of Information**
When a company organises meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet. The company may also consider live web casting of analyst meets.

1.7 Medium of disclosure/ dissemination

- i. Disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination;
- ii. The Company shall ensure that disclosure to stock exchanges is made promptly;
- iii. The Company may also facilitate disclosure through the use of their dedicated Internet website.
- iv. Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
- v. The Company 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.
- vi. The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the company website.

1.8 Need to Know

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

1.9 Monitoring and Co-ordinating dissemination of disclosures

The Compliance Officer or any other Designated Officer shall act as Chief Investor Relations Officer and will be responsible for ensuring that the Company complies with the continuous disclosure requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code. He shall also be responsible for overseeing, monitor and co-ordinating dissemination of disclosure of price sensitive information to Stock Exchanges and stakeholders.

IV. DISCLOSURES

This Code and any amendment thereof will be published on the Company's official website (www.nandandenim.com) and shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.