

Code of Practices and Procedures for Fair Disclosures of Un-Published Price Sensitive Information

1. INTRODUCTION

The Board of Directors of Suryaamba Spinning Mills Limited (“The Company”) whose securities are listed on Bombay Stock Exchange, has formulated this code of Practices and Procedures (the “code”) for fair and continuous disclosure of Unpublished Price Sensitive Information (UPSI) in the market that it would follow in order to adhere to each of the principles as stated in schedule A of the Securities and Exchange Board of India (prohibition of Insider Trading) Regulations, 2015 (“the regulations”) to prevent Insider Trading and to preserve confidentiality of Un-published price sensitive information .

2. DEFINITIONS .

In these regulations, unless the context otherwise requires, the following words, expressions and derivations there from shall have the meanings assigned to them as under:–

- a) “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- b) “Board” means the Securities And Exchange Board of India
- c) “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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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
- d) "Connected Person" means,-
 - a) 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access

- b) 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, -
 - c) an immediate relative of connected persons specified in clause (i); or
 - d) a holding company or associate company or subsidiary company; or
 - e) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - f) an investment company, trustee company, asset management company or an employee or director thereof; or
 - g) an official of a stock exchange or of clearing house or corporation; or
 - h) 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
 - i) 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
 - j) an official or an employee of a self regulatory organization recognized or authorized by the Board; or
 - k) a banker of the company; or
 - l) 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;
- e) "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis;
- f) "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;
- g) "Insider" means any person who is :
- i) a connected person ; or
 - ii) in possession of or having access to unpublished price sensitive information ;
- h) "Key Managerial Personnel", in relation to a Company, means— (i) Director (ii) Chief Executive Officer; (iii) Chief Financial Officer; (iv) company secretary; and (v) Such other officer as may be prescribed by the Compliance Officer;

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- i) "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;
- j) "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;
- k) "specified" means specified by the Board in writing"
- l) "Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto
- m) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- n) "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- o) "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, delisting, 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.

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 thereunder shall have the meanings respectively assigned to them in those legislation.

3. DISCLOSURE PRINCIPLES :

The Company will immediately inform the stock exchanges, all the events which will have bearing on their performance/operations of the Company as well as any UPSI as required under clause 36 of the listing agreement.

However, the Company or any insider of the Company will not make any disclosure of UPSI to the selected individuals/ group of individuals or connected persons including other insiders except in the following cases

- The information disclosed is in furtherance of legitimate purposes, performance of duties or discharge of obligations on need to know basis
- The information disclosed is in connection with the transaction which would entail an open offer under take over regulations where the board of directors is of the informed opinion that the proposed transaction is in the best interests of the company.
- The information disclosed is in connection with the transaction which would 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 the Unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being affected.

In addition to above, the company will file all its reports and notices as required to be filed under the listing agreement with the stock exchanges where the securities of the company are listed within the prescribed period.

4. ROLES & RESPONSIBILITIES :

The Board acknowledges that it may not be possible to contact all the Directors whenever the need for disclosure arises regarding the nature and the content of the announcement. The Board has therefore delegated certain responsibilities with respect to continuous disclosure and external announcement.

The responsibilities under these policies are divided as under:

- Managing Director (s), Whole Time Director & Director (s) of the Company will be responsible for approval of making any announcements to the stock exchanges and public. They will also ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently and to ensure that such information is generally available.

- Managing Director of the Company shall act as a Chief Investor Relation officer of the Company and shall perform the following :
- deal with dissemination of the information and disclosure of UPSI.
 - shall ensure that the appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumors by regulatory authorities.
 - Shall ensure that the information shared with the analysts and research personnel (s) is not UPSI
 - Shall develop / follow best practices to promptly publish the transcripts or records of proceedings of meetings with analysts and other investor relations conferences, on the official website of the Company to ensure official confirmation and documentation of disclosures made.

5. DISCLOSURE PROCEDURES :

(i) Review of Price Sensitive Information :

After receipt of any potentially price sensitive information, the Company Secretary will immediately review the information in consultation with the Managing Director, Director(s) Corporate Finance and external advisors to determine whether the information is price sensitive and is required to be disclosed to the stock exchanges

(ii) Prepare Draft announcement to the Stock Exchanges :

If the information is price sensitive, the Company Secretary will prepare the draft announcements to the stock exchanges which is factual and expressed in clear manner and obtain approval of Managing Director or Director(s).

(iii) Lodge Announcements :

The Managing Director on behalf of the Company will lodge or arrange for lodgment of the announcements with the stock exchanges.

(iv) Post announcement on website :

After lodgment of announcement with the stock exchanges the Managing Director will arrange to place it on the website of the Company

6. COMMUNICATION OF THIS CODE :

A copy of this code and every amendment thereto shall be promptly intimated to the stock exchanges. A copy of this code shall be handed over to the Directors and all the employees of the company within one month from the date of approval by the Board. This code shall also be posted on the website of the Company.

7. AMENDMENT :

Any change in this code shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and/or amend any part of this code or the entire code, at any time, as it deems fit, from time to time, and the decision of the Board in this respect shall be final and binding.

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