

SANTARAM SPINNERS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION.

[As envisaged under Regulation 8(1) SEBI (Prohibition of Insider Trading) Regulation, 2015]

INTRODUCTION

SEBI has framed the new guidelines for the prevention of Insider Trading activities within the Company. Being a Company, Santaram Spinners Limited (the "Company") is obligated to comply with the disclosure requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations") that have come into effect on 15th May, 2015. The fair disclosure requirements set forth in the Regulations are premised on all persons investing in securities of listed companies having equal access to information that may affect their investment decisions. Even more importantly, the integrity of the capital markets is based on full and fair disclosure of material information concerning public companies.

The Code is framed by the Company for the purpose of establishing procedures for fair and transparent disclosures of Unpublished Price Sensitive Information.

The Board had approved and adopted the code of practice and procedure for fair disclosures of unpublished price sensitive information, pursuant to Regulation 8 and other applicable regulation of SEBI (Prohibition of Insider Trading) Regulation, 2015.

OBJECTIVES

The code of practice and procedure for fair disclosures is required for the company to ensure timely and adequate disclosure of Unpublished Price Sensitive Information which would impact the prices of the company's Securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further the company endeavor to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information.



SANTARAM SPINNERS LIMITED

DEFINITIONS

"Company" or **"SSL"** means the Santaram Spinners Limited, registered in India under the Companies Act 1956/2013 having CIN L17110GJ1983PLC006462.

"Compliance Officer" means Company Secretary or such other 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;

"Chief investor relations officer" means Compliance officer of the company

"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



SANTARAM SPINNERS LIMITED

PRINCIPLE OF FAIR DISCLOSURE FOR PURPOSE OF CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. The Company will make, prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will make, uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. The Compliance officer of the company will be chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company will make, prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide, appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company will ensure that, information if any, shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company will 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. The Company will handle all unpublished price sensitive information on a need-to-know basis.

This Code shall be uploaded on the official website of the Company. This Code shall be intimated to the Stock Exchanges where the equity shares of the Company are listed.

This Code may be amended with the approval of the Board of Directors of the Company from time to time to comply with the said Regulations as may be applicable for the time being in force. Any amendment to the Code shall be promptly intimated to the Stock Exchanges, where the equity shares of the Company are listed and shall be uploaded on the official website of the Company.

The Code was duly approved by the Board of Directors of the company and code shall come in to force from 15th May, 2015.

