

# *HIGH STREET FILATEX LTD.*

## CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

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**Code of Conduct for Prevention of Insider Trading**  
**High Street Filatex Limited**  
**CHAPTER – I**

**1. INTRODUCTION**

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (hereinafter referred to as "the Regulations") make it mandatory for every listed Company to frame a Code of Conduct for prevention of Insider Trading. In pursuance of the said regulations the Company has framed Code of Conduct and the same was approved by the Board of Directors at its meeting held on 17<sup>th</sup> January 2011 and which was further amended on 28<sup>th</sup> January 2013.

In line with the SEBI (Prohibition of Insider Trading) Regulations, 2015 issued by SEBI on 15<sup>th</sup> January 2015 and which has come into force with effect from 15<sup>th</sup> May 2015 and are applicable to all companies whose shares are listed on any recognized stock exchange, The following Code of Conduct has been approved and adopted by the Board of Directors of the Company at their meeting held on 10<sup>th</sup> August, 2015..

This Code will be known as "High Street Filatex Limited Code of Conduct for Prevention of Insider Trading" (hereinafter referred as "Code of Conduct" or "the Code").

The objective of the Code is to preserve the confidentiality of Unpublished Price Sensitive Information by way of preventing the dealing in Company's Shares by an Insider either on his own or through some other persons connected with him.

This Code shall supersede the existing Code for prevention of Insider Trading, which was adopted earlier by the Company, pursuant to the requirements of Regulation 12(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, which has now been repealed by SEBI.

**2. APPLICABILITY OF THE CODE**

This Code shall apply to all the members of the Board of Directors (executive and non-executive), President, Vice-president(s), General Managers, Key Managerial Personnel, Connected Persons, Promoters and other designated employees of High Street Filatex Limited (hereinafter referred as "the Company") and persons connected therewith who in the opinion of the Board of the Company has access to or is likely to have access to unpublished price sensitive information relating to the Company, collectively referred to as Designated Persons.

**3. DEFINITIONS**

- a) "Act" means the Securities and Exchange Board of India Act, 1992.
- b) "Board" means the Board of Directors of the Company.
- c) "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of High Street Filatex Limited as amended from time to time.
- d) "Company" means High Street Filatex Limited.
- e) "Compliance Officer" means Company Secretary or such other senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for

legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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 Company.

f) "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:
    - an immediate relative of connected persons specified in clause (i); or
    - a holding company or associate company or subsidiary company; or
    - an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
    - an investment company, trustee company, asset management company or an employee or director thereof; or
    - an official of a stock exchange or of clearing house or corporation; or
    - 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
    - a member of the Board or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
    - an official or an employee of a self-regulatory organization recognized or authorized by the Board of Directors of the Company; or
    - a banker of the Company; or
    - a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- g) "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.
- h) "Designated Employees" refers to all employees comprising the top three tiers of the Company management and all employees in the Finance/Accounts/Audit, Executive assistants and Personal Assistants to the Directors/ Senior Management of the Company and such other employees, to whom the trading restrictions shall be applicable and who may be able to have access to any 'price sensitive information'.
- i) "Director" means a member of the Board of Directors of the Company.
- j) "Employee" means every employee of the Company including the Directors in the employment of the Company.

- k) "Generally available Information" means information that is accessible to the public on a non-discriminatory basis;
- l) "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;
- m) "Insider" means any person who is :
  - i. a connected person; or
  - ii. in possession of or having access to unpublished price sensitive information.
- n) "Key Managerial Personnel" means person as defined in Section 2(51) of the Companies Act, 2013;
- o) "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;
- p) "Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
- q) "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;
- r) "Specified" means specified by the Board in writing;
- s) "Specified Persons" means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relative's are collectively referred to as Specified Persons;
- t) "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- u) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- v) "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- w) "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, de-listings, 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.

#### **4. DUTIES OF COMPLIANCE OFFICER**

The Board of Directors has appointed Company Secretary as the Compliance Officer.

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

He / she shall hold the position as long as he / she is in employment of the Company. The time till there is no Company Secretary, Mr. Bhagwan Singh, Whole-Time Director or any other person as authorized by the Board will act as the Compliance Officer of the Company.

To enable the Compliance Officer to discharge his/her functions effectively and efficiently, he/she shall be adequately empowered and provided with adequate manpower and infrastructure and shall have an access to all information and documents relating to the shares of the Company:

1. administering the code of conduct and other requirements under these regulations;
2. setting forth the policies, procedures;
3. monitoring adherence to the provisions of the Code for preservation of Price Sensitive Information;
4. pre-clearing of Designated Employees' and their dependants' trades;
5. monitoring of trade plans and the implementation of the code of conduct under the overall supervision of the Board.
6. maintenance of records of all designated employees and any changes made to the list of Connected Persons from time to time;
7. specify and announce the prohibited period in consultation with the Managing Director or Chief Executive Officer, as the case may be;
8. maintenance of record of Prohibited Period specified from time to time;
9. entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information, prior to approving any trades. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
10. maintenance of records of all the declarations submitted in the appropriate form given by the Directors, Officers and Designated Employees for a minimum period of three years;
11. placing before the Managing Director or any other person authorized from time to time, on a monthly basis all the details of the dealing in the shares by Designated Employees, Directors, Officers of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules;
12. periodically inform the Stock Exchanges about any Price Sensitive Information on immediate basis;
13. shall assist all the employees in addressing any clarifications regarding the regulations and Company's Code of Conduct;
14. inform SEBI about any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 within 7 days of knowledge of violation.

## **5. "PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"**

- a) All Designated Employees and Connected Persons shall maintain the confidentiality of price sensitive information. All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated by any insider relating to the company or securities listed, to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- b) No insider shall 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.
- c) 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.
- d) Notwithstanding anything contained in the Code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–
  - i. 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;
  - ii. 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.
- e) For the purpose of the above clause, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
- f) For the purpose of prompt public disclosure of Unpublished Price Sensitive Information (UPSI), the Company also adopts the Code regarding practice & procedure for Fair Disclosure set out at Annexure-I.

## **6. NEED TO KNOW**

The Specified persons, who are privy to Unpublished Price Sensitive Information, shall handle the same strictly on a "Need to Know" basis. This means the unpublished Price Sensitive Information shall be disclosed only to those persons within the Company who need the same to discharge their duty and whose possession of Unpublished Price Sensitive Information will not in any manner give rise to a conflict of interest or likelihood of misuse of the information. All non-public information directly received by any Employee shall be immediately reported to the head of the department.

## **7. LIMITED ACCESS TO CONFIDENTIAL INFORMATION**

Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall ensure that:

- i. Files containing Unpublished Price Sensitive Information are kept secure;
- ii. Computer files have adequate security of login through a password; and
- iii. Follow the guidelines for maintenance of electronic records and systems as prescribed within the Company from time to time in consultation with the person in charge of the information technology function.

## **8. TRADING RESTRICTIONS ON DESIGNATED PERSONS AND CONNECTED PERSONS**

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.

However, the insider may prove his innocence by demonstrating the circumstances including the following:

(i) The transaction is a off-market inter-se retransfer between the promoters who were in possession of such unpublished price sensitive information when they took the decision to trade;

(ii) In the case of non-individual insiders: –

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(iii) the trades were pursuant to a trading plan.

In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

(iv) Prohibition on forward dealings in securities by Director or KMP

No Director/ Key Managerial Personnel of the company shall buy in the company or in its subsidiary or associate company—

a) a right to call for delivery or a right to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures; or

b) a right, as he/ she may elect, to call for delivery or to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures.

Explanation— For the purposes of this clause, “relevant shares” and “relevant debentures” mean shares and debentures of the company in which the concerned person is a Whole-time Director or other Key Managerial Personnel or shares and debentures of the subsidiary companies.

## **9. “Prevention of misuse of “Unpublished Price Sensitive Information”**

Employees and connected persons designated on the basis of their functional role (“designated persons”) in the Company shall be governed by an internal code governing dealing in securities.

### a) Trading Plan

An insider shall be entitled 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 on his behalf in accordance with such plan.

### b) Trading Plan shall:

- i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- iii. entail trading for a period of not less than twelve months;
- iv. not entail overlap of any period for which another trading plan is already in existence;
- v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi. not entail trading in securities for market abuse.

### c) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the 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.

- d) 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 at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- e) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **10. TRADING WINDOW AND WINDOW CLOSURE**

- a) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- i. The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.
  - ii. When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.
  - iii. All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (i) above or during any other period as may be specified by the Company from time to time.
- b) 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 is closed.
- c) The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- d) The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- e) The trading window 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.

## **11. PRE-CLEARANCE OF TRADES**

All Specified Persons are required to pre-clear their trades (acquisitions / purchase / sale transactions) as per the pre-clearance procedure described hereunder, if their cumulative dealings on a single day exceeds the threshold limit of Rs. 5 Lakhs in value or 5,000 Equity Shares of Rs. 10/- each, whichever is lower. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade.

## **12. PRE-DEALING PROCEDURE**

- All Specified Persons of the Company intending to deal in the shares of the Company exceeding the threshold limit will have to make an application to the Compliance Officer in the prescribed form for pre-clearance of the transaction in the format as set out in **Annexure – 1** incorporating, inter alia, the following clauses:
  - Name and estimated number of shares that the Specified Persons intends to deal in,
  - Details as to the depository with which he / she has a security account, and
  - Such other details as may be required by any rules as framed from time to time.
- Such Specified Persons shall execute an undertaking in the format as set out in **Annexure – 2** in favour of the Company incorporating, inter alia, the following clauses, as may be applicable:
  - That the employee / director / officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
  - That in case the Specified Person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he or she shall inform the Compliance officer of the change in his position and that he / she would completely refrain from dealing in the shares of the Company till the time such information becomes public.
  - That he / she has not contravened the Code of conduct for prevention of insider trading as notified by the Company from time to time.
  - That he / she has made a full and true disclosure in the matter.

The Compliance Officer shall on receiving an application for pre-clearance provide the Director, Officer and Designated Employee, with an acknowledgement of the application.

The Compliance Officer shall scrutinize the pre-clearance application and grant approval within 2 days from the date of acknowledgement in the format as set out in **Annexure - 3**.

The consent may be withheld by the Compliance Officer, if he / she find the proposed deal is on the basis of possession of any unpublished Price sensitive information. However, he/she is not obliged to give reasons for withholding his / her consent.

The Compliance Officer shall retain copies of all applications and approvals.

- All Specified persons shall execute the order in respect of the shares of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed.

- If the Order is not executed within 7(Seven) Days after the approval is given, the employee/director must pre clear the trade again.

### **13. MINIMUM PERIOD FOR HOLDING OF SECURITIES**

- All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction or contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction.
- All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any 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 the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

Application of waiver shall be in the format as set out in **Annexure – 4**.

### **14. PROVISIONS FOR DISCLOSURE OF TRADING**

The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

- The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- The disclosures made under this Code shall be maintained for a period of minimum five years.

### **15. DISSEMINATION OF PRICE SENSITIVE INFORMATION**

No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.

- 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.
- Simultaneous release of information after every such meet.

## CHAPTER IV

### REPORTING & DISCLOSURE REQUIREMENTS

#### 16. Disclosures to the Company

##### (i) Initial Disclosure

<b>By whom</b>	<b>What to be disclosed</b>	<b>When to be disclosed</b>	<b>Form prescribed (Annexure-5)</b>
Promoter/ Director/ KMP to the Compliance Officer	Holding of securities of the Company as on the date of this Code taking effect	Within thirty days of this Code taking effect	Form A
Promoter/ Director/ KMP to the Compliance Officer	Holding of securities of the Company as on date of appointment or becoming Promoter	Within seven days of such appointment or of becoming Promoter	Form B

##### (ii) Continual Disclosures

<b>By whom</b>	<b>What to be disclosed</b>	<b>When to be disclosed</b>	<b>Form prescribed (Annexure-5)</b>
Promoter/ Director/ Employee to the Compliance Officer	Number of such securities acquired or disposed	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 or such other value as may be specified.	Form C
Company	Details of above disclosure	Within two trading days of receipt of disclosure or becoming aware of such disclosure	

**(iii) Half-yearly and Yearly Disclosures**

<b>By whom</b>	<b>What to be disclosed</b>	<b>When to be disclosed</b>	<b>Form prescribed (Annexure-5)</b>
Directors, Officers/Promoters/Part of Promoter Group and Designated Employees	Details of shares transacted by them and by their dependant family members	Half-yearly (i.e. within 30 days from the close of 30th September every year)	Form E
Directors, Officers/Promoters/Part of Promoter Group and Designated Employees	Annual statement of all shares held by them and by their dependant family members	Within 30 days of the end of 31st March every year	Form F

**17. Disclosures by the Company to Stock Exchanges**

The Compliance Officer will intimate the information received under Clause 14 (i) and (ii) as above to all the Stock Exchanges through physical/electronic mode in accordance with the system devised by the Stock Exchanges on which the shares of High Street Filatex Limited are listed within 2 (two) working days of receiving the same.

## **CHAPTER V**

### **NON-COMPLIANCE AND PENALTIES**

#### **18. PENALTIES**

Every Specified Person shall comply with, and cause his Dependant to comply with, the provisions of this Code. (Including to the extent of provision hereof are applicable to his /her dependents).

Any Specified persons who trades in shares or communicates any information for trading in shares, in contravention of this Code may be penalized and appropriate action may be taken against him by the Company.

Specified persons of the Company who violate this Code shall also be subject to disciplinary action by the Company, which may include wage/ salary freeze, suspension, withholding of promotions, or any other suitable mode to deter others from non-compliance of the Code.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading), Regulations, 2015.

#### **19. REPORTING TO SEBI IN CASE OF VIOLATION OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

In case a violation of the regulations is observed, the Company and / or Compliance Officer shall immediately report the same to SEBI.

### **SCHEDULE A**

**[See sub-regulation (1) of regulation 8]**

#### **Principles of Fair Disclosure for purposes 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 into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing 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. Handling of all unpublished price sensitive information on a need-to-know basis.

## FORMS/ANNEXURES

### Annexure – 1

**APPLICATION FOR PRE-DEALING  
(For use by Directors/Officers/Designated Employees)**

Date: .....

To  
The Compliance Officer  
High Street Filatex Limited  
Jaipur

**Subject: Pre-dealing approval as required under 'High Street Filatex Limited Code of Conduct for Prohibition of Insider Trading'**

Dear Sir / Ma'am

I am desirous of dealing in the below mentioned shares of the Company in my own name or on behalf of my dependant family member (write name of family member and relationship) and seek your approval to acquire/purchase/sell them:

Number of shares	Market price	Mode of acquisition/purchase/sale/physical/Demat	Date by which trade is proposed to be executed	Folio No./DP ID/Client ID along with the name of Depository	Present holding (Number of shares)	
					Physical	Demat

In relation to above, I seek your approval to acquire/purchase/sell these shares.

Yours faithfully

**Signature:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**Employee No.:** \_\_\_\_\_

**Designation:** \_\_\_\_\_

**Department:** \_\_\_\_\_

**Location:** \_\_\_\_\_

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\*DELETE WHICHEVER IS NOT APPLICABLE

## Annexure – 2

### **UNDERTAKING (For use by Directors/Officers/Designated Employees)**

I, \_\_\_\_\_ the undersigned, hereby undertake and represent that:

1. I have no access to nor do I and my dependants have any information that could be construed as "Price Sensitive Information" as defined in 'High Street Filatex Limited Code of Conduct for prohibition of Insider Trading (the Code)';
2. If following the execution of such undertaking but before the completion of the proposed transaction, I have access to, or receive Price Sensitive Information, I shall inform the Compliance Officer of the change in my position and I shall completely refrain from trading in securities of the company until such information becomes public;
3. I have not contravened the Code as notified by the Company from time to time and also the SEBI (Prohibition of Insider Trading), Regulations, 1992.
4. I have made a full and true disclosure in my application.
5. If approval is granted, I shall execute the transaction within 7 (seven) days of the approval, failing which I shall again seek pre-clearance.
6. I shall inform the Company within 2 (two) working days of the execution of the transaction in the prescribed form.

I am aware that I shall be liable to face penal consequences as set forth in the Code, in case the above declaration is found to be false or incorrect at any time.

I hereby indemnify the Company and its Directors from and against any penalties imposed on them by the Securities and Exchange Board of India and/or any other statutory authority as a result of violation of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company's Code of Conduct.

**Signature:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**Employee No.:** \_\_\_\_\_

**Designation:** \_\_\_\_\_

**Department:** \_\_\_\_\_

**Location:** \_\_\_\_\_

**Annexure – 3**

**PRE-DEALING APPROVAL**

Date:  
Ref. No.:

To  
Mr./Ms. \_\_\_\_\_  
Employee Code No.: \_\_\_\_\_  
Designation \_\_\_\_\_  
Location \_\_\_\_\_

**Subject: Approval / rejection of application dated..... for pre-dealing approval.**

With reference to your application dated \_\_\_\_\_ seeking approval for undertaking certain transactions in the equity shares of the Company, please be informed that you are hereby permitted to undertake the said transaction(s). You may buy/sell in not more than \_\_\_\_\_ equity shares of the company pursuant to this approval letter.

This approval is being issued relying on the various declarations and indemnities made by you in your said application.

This approval letter is valid till \_\_\_\_\_ (i.e. for 7 days). If you don't execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction / deal in the securities of the Company. Further, you are required to inform the undersigned the details of the executed transactions within 2 (two) working days of the execution, in the prescribed form.

OR

With reference to your application dated \_\_\_\_\_ seeking approval for undertaking certain transactions in the equity shares of the Company, please be informed that your application has been rejected due to .....(reason of rejection).....

N.B.: Please take note that you shall not execute any opposite transaction to the above approval during next 6 months from the date of present transaction.

**For High Street Filatex Limited**

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Compliance Officer

**Annexure – 4**

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD  
(For use by Directors/Officers/Designated Employees)**

Date:

To  
The Compliance Officer  
High Street Filatex Limited  
Jaipur

The undersigned holds \_\_\_\_Equity Shares of the Company. As per the provisions of the 'High Street Filatex Limited Code of Conduct for Prohibition of Insider Trading' the shares are to be held for a minimum period of Six months (6 months). The said period has not yet elapsed, after the acquisition of the same.

I desire to sell \_\_\_\_\_ Equity Shares out of the above shares on account of \_\_\_\_\_(give reasons which should show personal emergency).

I confirm that I do not possess any unpublished price sensitive information about the Company as on date.

In view of the above, I request you to grant me waiver of the minimum holding period of Six Months as required under the Code.

**Signature:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**Employee No.:** \_\_\_\_\_

**Designation:** \_\_\_\_\_

**Department:** \_\_\_\_\_

**Location:** \_\_\_\_\_

For office use:

**ORDER**

**WAIVER GRANTED / NOT GRANTED** \_\_\_\_\_  
**REASON (S) IF ANY** \_\_\_\_\_

**For High Street Filatex Limited**

NO.: \_\_\_\_\_

DATE: \_\_\_\_\_

Compliance Officer

**Annexure – 5**

**FORM A**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of Company: \_\_\_\_\_

ISIN of the Company: \_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants , Convertible Debentures etc.)	No .		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Date:**

**Signature:**

**Place:**

**Designation:**

**Annexure – 5**

**FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of Company: \_\_\_\_\_

ISIN of the Company: \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name , PAN No., CIN/ DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

Note: “Securities” shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Date:**

**Signature:**

**Place:**

**Designation:**

**Annexure – 5**

**FORM C**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (2) read with Regulation 6(2)]**

Name of Company: \_\_\_\_\_

ISIN of the Company: \_\_\_\_\_

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market / Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post Transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Date:**

**Place:**

**Signature:**

**Designation:**

**Annexure – 5**

**Form D (Indicative format)  
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public/rights / preferential offer /off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell			
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)		

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Date:**

**Place:**

**Signature:**

**Designation:**