

TCNS CLOTHING CO. LIMITED

Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders

of

Unpublished Price Sensitive Information

(Effective from August 20, 2018)

**Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders
of
Unpublished Price Sensitive Information**

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INTRODUCTION

Insider trading means dealing in securities of a company listed/traded on any stock exchange in India based on, or when in possession of, unpublished price sensitive information.

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) had formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'The Regulations').

Sub-regulation (1) of Regulation 9 inter alia, requires all listed companies to frame a Code of Conduct for Regulating, Monitoring and Reporting of trading by insiders by adopting the minimum standards as set out in Schedule B to the Regulations.

Sub-regulation (1) of Regulation 8 requires all listed companies to formulate and publish on its website, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information by adopting the minimum standards as set out in Schedule A to the Regulations.

TCNS Clothing Co. Limited ("TCCL") has formulated this Code of Conduct for Regulating, Monitoring and Reporting of trading by Insiders' ("Code"). All the Directors, Designated Persons, officers and other connected persons of TCCL are governed by the Code.

The Code has been formulated by the Board on August 20, 2018 and shall be applicable with immediate effect.

All the Directors, Designated Persons, officers and connected persons of TCCL are advised to carefully go through and familiarize themselves with and adhere to the Regulations and the Code.

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information ("UPSI") and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director, Officer, Designated Person and connected person of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Director, Officer, Designated Officer and connected persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

The Company hereby stipulates that this code of conduct is to be complied by all directors, officers, Designated Persons and connected persons.

This Code shall apply to all Directors, Designated Persons, officers and connected persons of the Company.

1. Definitions

- 1.1. “**Act**” means the Securities and Exchange Board of India Act, 1992;
- 1.2. “**Board**” means the Securities and Exchange Board of India;
- 1.3. “**Code**” or “**Code of Conduct**” shall mean the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosures of TCNS CLOTHING CO. LTD as amended from time to time;
- 1.4. “**Company**” means TCNS CLOTHING CO. LTD;
- 1.5. “**Compliance Officer**” means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI 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 SEBI regulations or in these Codes under the overall supervision of the Board of Directors of the Company or the Head of the Organisation;
- 1.6. “**Company Secretary**” means a qualified person who has been designated by the Company as a Company Secretary of the Company;
- 1.7. “**Connected Person**” means:
 - (i) Any person who is or has during the six months prior to the concerned act been associated with the 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
 - a) an immediate relative of connected persons specified in clause (i); or
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) 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
 - g) 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
 - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i) a banker of the Company; or
 - j) 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.

- 1.8. **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company either as principal or agent;
- 1.9. **“Designated Persons”** shall include:
- a) All Directors
 - b) Promoters
 - c) All Key Managerial Persons
 - d) Employees at the level of Heads of Department
 - e) All employees in the Finance and Accounts Department, Corporate Secretarial Department and Legal Department.
 - f) Any other employee which the Board determines as having unpublished sensitive information.
- 1.10 **“Director”** means a member of the Board of Directors of the Company;
- 1.11 **“Employee”** means every employee of the Company including the Directors in the employment of the Company;
- 1.12 **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis;
- 1.13 **“Immediate Relative”** means a spouse of a person, and includes parent, dependent 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;
- 1.14 **“Insider”** means any person who is,
- a) a connected person; or
 - b) In possession of or having access to unpublished price sensitive information.
- 1.15 **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013;
- 1.16 **“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;
- 1.17 **“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;
- 1.18 **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.19 **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 1.20 **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- 1.21 **“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:
- a) financial results;
 - b) dividends;
 - c) change in capital structure;

- d) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- e) changes in key managerial personnel; and
- f) material events in accordance with the listing agreement.

1.22 “**Regulations**” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

1.23 “**Specified Persons**” means the Directors, connected persons, the insiders, the Designated Persons and the promoters and immediate relatives(s) who are collectively referred to as Specified Persons;

Words and expressions used and not defined in these Codes 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.

2. Role of Compliance Officer

- 2.1 The Company Secretary is designated 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, or to the Chairman of the Board of Directors on quarterly basis or at such frequency as may be stipulated from time to time by the Board of Directors.
- 2.2 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and shall administer the Company’s Code of Conduct and other requirements under the SEBI Regulations.

3. Restrictions on Communication and Trading by Insiders

3.1 Communication or procurement of unpublished price sensitive information:

- 3.1.1 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.
- 3.1.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.1.3 Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - 3.1.3.1 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; or
 - 3.1.3.2 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.

3.2 Trading when in possession of unpublished price sensitive information.

3.2.1 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:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

3.2.1.1 the transaction is an off-market *inter-se* transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of this Code and both parties had made a conscious and informed trade decision;

3.2.1.2 The trades were pursuant to a trading plan set up in accordance with the procedure hereinafter specified.

3.2.2 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.

4. Internal Code of Conduct to Regulate, Monitor and Report trading by Insiders:

The Code of Conduct is formulated to regulate, monitor and report trading by employees and other connected persons towards achieving compliance under the Regulations, adopting the minimum standards set out in Schedule B thereto, without diluting the provisions thereof, in any manner.

4.1 Employees and connected persons designated on the basis of their functional role ("designated persons as defined in clause 1.9 of this Code") in the Company shall be governed by the following internal code of conduct and they may execute trades subject to compliance with this Code and SEBI Regulations.

4.2 Need to know:

4.2.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated, provided or allowed access, to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of legal obligations.

“need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

4.3 All non-public information directly received by any employee should immediately be reported to the head of the department.

4.4 Limited access to confidential information:

4.4.1 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

5. 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.

5.1 Trading Plan shall:

- a) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- b) 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 Company and the second trading day after the disclosure of such financial results;
- c) entail trading for a period of not less than twelve months;
- d) not entail overlap of any period for which another trading plan is already in existence;
- e) 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
- f) not entail trading in securities for market abuse.

5.2 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of SEBI regulations and the Codes and shall seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

5.3 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.

5.4 However, the implementation of the trading plan shall not be commenced, if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

5.5 Upon approval of the trading plan, the Compliance Officer shall notify the Plan to the stock exchanges on which the securities are listed.

6. Trading Window and Window Closure

6.1 A notional trading window as specified herein below shall be used as an instrument of monitoring trading by the Designated Persons:

- a) The trading period, during which trading on Stock exchanges is permitted as hereinafter provided is called "trading window";
- b) The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published shall remain closed for further 48 hours after the information becomes generally available/ disclosed to exchanges.
- c) When the trading window is closed, the Designated Persons and their immediate relatives shall not trade in the Company's securities in such period.
- d) All Designated 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. (b) Above or during any other period as may be specified by the Company from time to time.

- e) 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 window is closed.
- 6.2 The Compliance Officer shall intimate the closure of trading window to all the designated Persons 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.
- 6.3 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, which shall be forty-eight hours after the information, becomes generally available.
- 6.4 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.

7. Pre-Clearance of Trades

All Designated Persons, who intend to deal in the securities of the Company when the trading window is open and if the value of the proposed trades is above Rs. 10 Lakhs (market value), should obtain pre-clearance from the Compliance Officer for each transaction. 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. The pre-clearance procedure shall be hereunder:

- 7.1 An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities that the Specified Person/Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by the Compliance Officer in that behalf.
- 7.2 A Declaration (**Annexure 2**) shall be executed in favour of the Company by such Specified Person incorporating, *inter alia*, the following clauses, as may be applicable:
- 7.2.1 That the employee/director/officer does not have any access or is not in possession of “Price Sensitive Information” up to the time of signing of the Declaration.
 - 7.2.2 That in case the Specified Employee has access to or receives “Price Sensitive Information” after the signing of the Declaration but before the execution of the transaction he/she shall forthwith inform the Compliance Officer of the change in his position and that he/she shall refrain from dealing in the securities of the Company till the time such information becomes public and after a lapse of 48 hours thereof.
 - 7.2.3 That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - 7.2.4 That he/she has made a full and true disclosure in the matter.
- 7.3 Before granting pre-clearance in form (**Annexure 3**), the Compliance Officer shall have due regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 7.4 All Specified Persons/Designated Persons shall execute their order in respect of securities of the Company within seven trading days from the date of the approval of pre-clearance. The Specified Persons/Designated persons shall file within 2 (two) days of the execution of the

deal, the details of such deal and changes in the holdings, with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (**Annexure 4**).

- 7.5 If the order is not executed within seven trading days from the date the approval is given, the employee/director must seek fresh pre-clearance of the transaction.
- 7.6 All Specified Persons/Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction (shall not execute a contra trade) i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons/Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case any contra trade is 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.
- 7.7 The Compliance Officer may lift the ban on contra trade 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.

8. Disclosures of Trading by Insiders

- 8.1 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.
- 8.2 The disclosures of trading in securities shall also include trading in derivatives of securities, if any permitted by law and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 8.3 The disclosures made under this Clause shall be maintained by the Company for a minimum period of five years, in such form as may be specified by SEBI;
- 8.4 Initial Disclosure
- 8.4.1 Every promoter, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the date of these regulations taking effect, to the Company within thirty days of the regulations taking effect;
- 8.4.2 Every person on appointment as key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.
- 8.5 Continual Disclosures.
- 8.5.1 Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of 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 ten lakh rupees or such other value as may be specified by SEBI;
- 8.5.2 The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation - It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause 8.5(1).

8.6 Disclosures by other connected persons.

- 8.6.1 The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with SEBI regulations and this Code.

8.7 All Designated Persons shall file an annual statement in the 'Annexure 5' to the Compliance Officer of their entire holding in the Company's Securities along with the statement of Immediate Relative as on 31st March every year. The annual statement should be filed by 30th April every year.

9. Dissemination of Unpublished Price Sensitive Information:

- 9.1 The disclosure of unpublished price sensitive information shall be on a uniform basis and non-discriminatory.
- 9.2 The Chief Financial Officer is designated as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information in a uniform and appropriate manner.
- 9.3 No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 9.4 The Chief Investor Relations Officer shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise shall take appropriate steps to make such information generally available.
- 9.5 The following guidelines shall be followed while dealing with research analysts and institutional investors:
- a. Only public information to be provided.
 - b. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
 - c. 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.
 - d. Simultaneous release of information after every such meet.

10. Penalty for contravention of Code of Conduct and Intimations:

- 10.1 Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code of Conduct may be penalized and appropriate action may be taken by the Company.
- 10.2 The Designated Person of the Company who violate this Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage, salary freeze, suspension, termination etc.
- 10.3 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.
- 10.4 Any violation of the Code of Conduct and the Regulations shall be immediately intimated to the Compliance Officer or the Board of the Company.
- 10.5 In case it is observed by the Board of Directors that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 in relation to securities of the Company, the same shall be immediately intimated to SEBI.

ANNEXURE 1

APPLICATION FOR PRE-CLEARANCE

[Pursuant to Clause 7(i)]

Date:

To,
The Compliance Officer,
TCNS CLOTHING CO. LTD

Dear Sir,

Application for Pre-clearance of trading in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the **Company's** Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I seek approval to purchase / sale / subscribe _____ equity shares of the Company as per details given below:

| | | |
|-----|--|---|
| 1. | Name of the Applicant | |
| 2. | Designation | |
| 3. | Number of Securities held as on date | |
| 4. | Folio No./DP ID/Client ID No. | |
| 5. | The proposal is for | a) Purchase of Securities b) Subscription of Securities c) Sale of Securities |
| 6. | Proposed window of dealing in securities | |
| 7. | Estimated number of securities proposed to be acquired/subscribed/sold | |
| 8. | | |
| 9. | Current Market Price (as on date of application) | |
| 10. | Whether the proposed transaction will be through stock exchange or off-market deal | |
| 11. | Folio No./DP ID/Client ID No. where the securities will be credited/debited | |

I enclose herewith the form of Declaration signed by me.

Yours faithfully

(Signature of Designated Person)

Name:

Client Id:

Email:

Cell:

ANNEXURE 2

**DECLARATION TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-CLEARANCE**

DECLARATION

To,

TCNS CLOTHING CO. LTD

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (the Code) up to the time of signing of this Undertaking.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within one day of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days from the date of approval of pre-clearance failing which I shall seek fresh pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: _____

* Indicate number of shares

Name:

Client Id:

Email Address:

Cell:

ANNEXURE 3

PRE- CLEARANCE APPROVAL

To,

Name: _____

Email Address:

Designation: _____

Client Id:

Place: _____

Cell:

This is to inform you that your request for dealing in _____ (no's) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed within 7 trading days from today

In case you do not execute the approved transaction /deal within the aforesaid period you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the prescribed format within one day from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary. You shall not execute a contra trade within 6 months from the date of your present trade

Yours faithfully,
For TCNS CLOTHING CO. LTD

COMPLIANCE OFFICER

Date: _____

Encl: Format for submission of details of transaction

ANNEXURE 4

REPORT OF TRADES EXECUTED/DECISION NOT TO TRADE WITH REASONS [Pursuant to Clause 7(iv)]

(To be submitted within one day of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
TCNS CLOTHING CO. LTD

Date:

I hereby inform that in furtherance of your Pre-Clearance Order dated..... for Purchase/Sale of _____ Shares, I

• have not bought / sold/ subscribed any securities of the Company for the following reasons:

• have bought/sold/subscribed _____ securities as mentioned below on ____ (date)

| Name of holder | No. of Securities dealt with | Bought/sold/subscribed | DP ID/Client ID/Folio No. | Price (Rs.) |
|----------------|------------------------------|------------------------|---------------------------|-------------|
| | | | | |
| | | | | |
| | | | | |

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. I shall not enter into a contra trade within 6 months from the previous transaction.

I submit the following details of change in holding of securities of the Company:

| Name, PAN No. & address of shareholder | No. of securities held before the transaction | Receipt of allotment advice/acquisition of/sale of securities | Nature of Transaction & Quantity | | | Trading Member through whom the trade was executed with SEBI Registration No. of TM | Exchange on which the trade was executed |
|--|---|---|----------------------------------|------|--------|---|--|
| | | | Purchase | Sale | Others | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

Details of change in securities held by immediate relatives:

| Name, PAN No. & address of shareholder and relationship | No. of securities held before the transaction | Receipt of allotment advice/acquisition of/sale of securities | Nature of Transaction & Quantity | | | Trading Member through whom the trade was executed with SEBI Registration No. of TM | Exchange on which the trade was executed |
|---|---|---|----------------------------------|------|--------|---|--|
| | | | Purchase | Sale | Others | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature: _____

Name & Designation:

Client Id:

Email:

Cell:

**REPORTING OF HOLDINGS AS ON ____ AUGUST, 2018
(INITIAL DISCLOSURE)**

To
The Compliance Officer,
TCNS CLOTHING CO. LTD

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on ____ AUGUST, 2018.

I. Details of securities held by me:

| Type of Securities | No. of Securities held | Folio No | Beneficiary A/c Client ID |
|--------------------|------------------------|----------|---------------------------|
| | | | |

II. Details of Immediate Relatives:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I hereby declare that I have the following immediate relatives:

| Sr. No | Name of the Immediate Relatives | Relation with Designated Person | No. of Securities Held | Folio No. | Beneficiary A/c Client Id |
|--------|---------------------------------|---------------------------------|------------------------|-----------|---------------------------|
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| | | | | | |
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| | | | | | |

Date:

Signature: _____

Name:
Client Id:
Email:
Cell:

CONTINUAL DISCLOSURE

Promoters, Employees and Directors of the Company

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulations 7 (2) (a)]**

**Details of change in shareholding or voting rights held by Promoters, Employees and Directors
(including their immediate relatives)**

| Name, PAN No. & Address of Promoters / Employees / Directors | No. & % of shares/voting rights held by the Promoter/s / Employee/s / Directors | Date of receipt of allotment / advice/acquisition / sale of shares/voting rights | Date of intimation to Company | Mode of Acquisition (market purchase / public rights / preferential offer etc.) / sale | No. & % of shares/voting rights post acquisition / sale | Trading Member through whom the trade was executed | Exchange on which the trade was executed | Buy quantity | Buy Value (₹) | Sell quantity | Sell Value (₹) |
|--|---|--|-------------------------------|--|---|--|--|--------------|---------------|---------------|----------------|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| | | | | | | | | | | | |

Place :

Signature :

Date :

Name :

REPORTING OF ANNUAL HOLDINGS AS ON _____

To
The Compliance Officer,
TCNS CLOTHING CO. LTD

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on ___ AUGUST, 2018.

I. Details of securities held by me:

| Type of Securities | No. of Securities held | Folio No | Beneficiary A/c Client ID |
|--------------------|------------------------|----------|---------------------------|
| | | | |

II. Details of Immediate Relatives:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I hereby declare that I have the following immediate relatives:

| Sr. No | Name of the Immediate Relatives | Relation with Designated Person | No. of Securities Held | Folio No. | Beneficiary A/c Client Id |
|--------|---------------------------------|---------------------------------|------------------------|-----------|---------------------------|
| | | | | | |
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| | | | | | |

Date:

Signature: _____

Name:
Client Id:
Email:
Cell:

TCNS CLOTHING CO. LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION FOR ADHERING TO THE PRINCIPLES OF FAIR DISCLOSURE

(As envisaged under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015) as adopted and implemented by the Board of Directors of TCNS CLOTHING COMPANY LIMITED with effect from 20th August, 2018

The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

- a) 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.
- b) The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- c) The Chief Financial Officer of the Company appointed under the said Regulation shall act as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- d) The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e) The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- f) The Company will ensure that, information, if any, shared with analysts and research personnel is not unpublished price sensitive information.
- g) The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
- h) The Company will handle all unpublished price sensitive information on a need-to-know basis