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GST : 33AAFCA7082C1ZO

CIN: L17111TZ1987PLC002090

31.07.2020

To

**The Listing Department**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**SUBJECT: SUBMISSION OF AMENDED CODE OF PRACTICES AND  
PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED  
PRICE SENSITIVE INFORMATION**

Dear Sir/Madam,

In compliance with Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations"), the Board of Directors of the Company in their meeting held on 31st July, 2020 had amended the existing Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

In Compliance with the Regulation 8(2) of the Regulations, please find enclosed a copy of the aforesaid code for your information and records.

Thanking You,

**For Amarjothi Spinning Mills Ltd.,**

A handwritten signature in purple ink, appearing to read "M. Mohana Priya .M".

**MOHANA PRIYA .M**  
**Company Secretary**



**AMARJOTHI SPINNING MILLS LIMITED**

**(CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION)**

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**INTRODUCTION**

In accordance with the Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"), Amarjothi Spinning Mills Limited ('Company') has formulated this Code of Practices And Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('Code').

**1. PRINCIPLES OF FAIR DISCLOSURE**

**The Company shall endeavour to do the following:**

- a) Promptly disclose to the public all unpublished price sensitive information(s) (UPSI) that may impact price discovery, as soon as credible and concrete information comes into being, in order to make such information generally available.
- b) Make Uniform and universal dissemination of UPSI to avoid selective disclosure.
- c) Designate a senior officer to act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- d) Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e) Make appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities. (The company will not respond to every market rumor. However, if requested by the Stock Exchange, the company will submit it's response to the market rumor)
- f) Ensure that information shared with analysts and research personnel is not UPSI.
- g) Ensure that no communication shall be made by the Company to any analyst or investor of any UPSI or a part thereof at any such meetings with analysts or investor conferences. All information communicated at such meetings will be only such information that is available in public domain or otherwise disclosed on the website of the company or in transcripts or recordings of quarterly results disclosed on the website of the company.



h) To handle all price sensitive information on a "need-to-know" basis,

**2. DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION FOR LEGITIMATE PURPOSES**

- a. For "legitimate purposes" the Company may share information including unpublished price sensitive information in the ordinary course of business by an insider, with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulation.
- b. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of the regulation and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with the Code of Conduct for prevention of Insider Trading of the Company, which is available in the website of the Company [www.amarjothi.net](http://www.amarjothi.net).
- c. The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database."
- d. The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings."
- e. clause 12 shall be substituted with the following, namely-  
"Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, etc., that may be imposed, by the listed company required to formulate a code of conduct under sub-regulation (1) of regulation 9, for the contravention of the code of conduct. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act."



- f. In Schedule C, clause 10 shall be substituted with the following, namely  
“Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, etc., that may be imposed, by the intermediary or fiduciary required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, for the contravention of the code of conduct. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.”
3. The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
  4. The Company Secretary/Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
  5. The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
  6. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
  7. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
  8. The Company shall develop and follow 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.

The Company shall handle of all unpublished price sensitive information on a need to-know basis.

The Managing Director of the Company, subject to approval of the Board, is authorized to amend or modify this Code in whole or in part.

The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information. This Code shall be published on the official website of the Company.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.



The Code has been adopted by the Board of Directors of Amarjothi Spinning Mills Limited in its meeting held on 30th May 2015 and shall be deemed to have come into force with effect from 15th May 2015 & amended on 23rd March 2019 & amended on 31<sup>st</sup> July, 2020.

Subsequent modification(s) / amendment(s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

### **INTERPRETATION**

Any words used in this Code but not defined herein shall have the same meaning prescribed to it in the Companies Act, 2013 or rules made thereunder, SEBI Act or rules and regulations made thereunder, Accounting Standards or any other relevant legislation/law applicable to the Company.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Code, the same shall be referred to the Audit Committee and the decision of the Audit Committee in such a case shall be final. In interpreting such term/provision, the Board of Directors may seek the help of any of the officers of the Company or an outside expert as it may deem fit.

### **AMENDMENT**

The Company reserves the right to amend or modify this Code in whole or part, in accordance with any regulatory amendment or notification or otherwise, at any time without assigning any reason whatsoever. Any such amended Code will be accordingly updated on the website of the Company.

*Amended on 31<sup>st</sup> July, 2020.*