

June 29, 2019

<b>BSE Ltd.</b> <b>Corporate Relationship Department</b> <b>1st Floor New Trading</b> <b>Rotunda Building, P J Towers</b> <b>Daal Street Fort,</b> <b>Mumbai – 400001</b>	<b>National Stock Exchange of India Ltd</b> <b>Listing Department,</b> <b>Exchange Plaza,</b> <b>Bandra Kurla Complex,</b> <b>Bandra (East),</b> <b>Mumbai- 400 051</b>
<b>Scrip Code – 530517</b>	<b>Scrip Code – RELAXO</b>

**Sub: Intimation under SEBI (Prohibition of Insider Trading) Regulations, 2015**

Dear Sir,

We wish to inform you that the Board of Directors of the Company, at their meeting held on June 28, 2019 have considered and approved the following in compliance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 read with SEBI (Prohibition of Insider Trading) Regulations, 2015:

1. Revised Code of practices and procedures for fair disclosure of unpublished price sensitive information formulated in terms of Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Revised Policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" formulated under regulation 8.


Further, as per Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, 'Code of Practices and Procedures for Fair Disclosure of unpublished price sensitive information is annexed herewith.

2. Revised Code of conduct for Directors and Senior Management formulated in terms of Regulation 17 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
3. Policy and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and institutional mechanism for prevention of insider trading.

This is for your kind information and record.

Thanking You,

For Relaxo Footwears Limited,

  
Vikas Kumar Tak  
Company Secretary

Encl. as above

## RELAXO FOOTWEARS LIMITED

**Registered Office:** Aggarwal City Square, Plot No. 10, Manglam Place,  
District Centre, Sector-3, Rohini, Delhi-110085. Phones: 46800 600, 46800 700  
Fax: 46800 692 E-mail: rfi@relaxofootwear.com  
**CIN L74899DL1984PLC019097**



## PART B – CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Board of Directors of the Company is committed to manage the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all stakeholders. The Company upholds the basic tenets of Corporate Governance and to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework of the Company by prohibiting and regulating such activities within the applicable law.

Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**Insider Regulations**”) prescribes all listed companies to formulate and publish on its official website a ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information’ (“**Code of Fair Disclosure**”) as per Schedule A of the Regulations. The Company has accordingly established the Part B of this Code

The Code of Fair Disclosure shall be applicable to the Promoters, Key Managerial Personnel, Board and Employees of the Company which include the following regarding the prompt public disclosure of Unpublished Price Sensitive Information:

- a. The Company will make prompt public disclosure of unpublished price sensitive information in relation to the Company that would impact price discovery of the securities of the Company no sooner than credible and concrete Information comes into being in order to make such Information generally available.
- b. The Company will ensure uniform and universal dissemination of unpublished price sensitive information in relation to the Company via stock exchanges where the securities of the Company are listed and in order avoid selective disclosure.
- c. The 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 in relation to the Company.
- d. The Company will make efforts to promptly disseminate any unpublished price sensitive information in relation to the Company that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e. The Company will endeavor to provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.



- f. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information in relation to the Company.
- 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 Company's website [www.relaxofootwear.com](http://www.relaxofootwear.com) to ensure official confirmation and documentation of disclosures made.
- h. The Company executive will handle all unpublished price sensitive information in relation to the Company on a need-to-know basis.

### **SHARING OF UPSI PURSUANT TO LEGITIMATE PURPOSE**

- "Legitimate Purpose" includes sharing of UPSI by an insider in the ordinary course of business, on a need to know basis, performance of duties and discharge of legal obligations with persons including:
  - a. Promoter and members of the promoter group of the Company;
  - b. Partners and members of Audit firms, appointed for statutory audit of the Company;
  - c. Partners and members of legal/secretarial advisory/consultancy firms, appointed for providing legal or secretarial services to the Company;
  - d. Any other advisory or consultancy firm, as appointed by the Company, such as, internal auditor; secretarial auditor etc.
  - e. Customers;
  - f. Suppliers;
  - g. Bankers, including Merchant Bankers;
  - h. Lenders;
  - i. Collaborators;
  - j. Insolvency Professionals;
  - k. Service Providers;
  - l. Any other advisor or consultants or persons identified during the ordinary course of business of the Company

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.

- **Determination of legitimate purpose**

To determine whether the information sharing is for legitimate purpose or *not*, the person seeking the information or sharing the information shall satisfy the following conditions to the extent applicable:

- a. Sharing of information where such information is in furtherance of performance of duty;

- b. Sharing of information for discharge of legal obligation (i.e. contract, agreement etc) or pursuant to earlier agreed agreement/ MoU;
- c. Sharing of information is pursuant to business object of the Company under its MOA;
- d. Sharing of information pursuant to any statutory obligation;
- e. Sharing of information following compliance of regulatory or judicial order;
- f. Sharing information during due diligence for Merger & Amalgamation or Public Offer or any corporate restructuring;
- g. Sharing of UPSI for any other purpose as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibition provided under the Regulations.

- **Legitimate Purpose shall ordinarily include but not restricted to the information relating to the following:**
  - a. Sharing of information with auditors for audit purpose;
  - b. Sharing of information with bankers, partners, collaborators,
  - c. consultants and intermediaries etc. for completion of business transactions;
  - d. Sharing of information with lawyers/ statutory authorities to fulfil any legal obligation related to the Company;
  - e. Giving insight about the merger, amalgamation or restructuring of the Company pursuant to legal requirement, for time being in force;
  - f. Responding to statutory bodies etc.

### **CONFIDENTIALITY**

Any information shared in pursuant to the above provisions, the recipient of the information shall be considered as Insider for the purpose of this Code and is expected to maintain confidentiality of such information till such information has been released by authorised representative of the Company in public domain, violation of which shall attract severe punishment/ penalty.