

**Code of Conduct for Insider Trading  
&  
Fair Disclosure of Unpublished Price Sensitive  
Information**



## 1. INTRODUCTION

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Company has framed a “Code of Conduct to Regulate, Monitor and Report trading by Designated Persons and Immediate relatives of Designated Persons & Code of Practices and Procedures for Fair Disclosure of UPSI”. The objective of the Code is to prevent dealing in securities of the Company by such designated persons either on his own behalf or on behalf of any other person, on the basis of Unpublished Price Sensitive Information (UPSI).

## 2. THE POLICY AND OBLIGATIONS

The Company endeavors to preserve the confidentiality of UPSI and to prevent misuse of such information. The Company aims at safeguarding the confidentiality of all information obtained in the course of business. No person shall use his or her position in the Company to gain personal benefit or to provide benefit to any third party.

## 3. DEFINITIONS

In this Code, unless the context otherwise requires:

- i) “**Act**” means the Securities and Exchange Board of India Act, 1992.
- ii) “**Board**” means the Board of Directors of Kitex Garments Limited
- iii) “**Code**” means Code of Conduct to regulate, monitor and report trading by the Designated Persons and Immediate relatives of Designated Persons & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”, as modified from time to time.
- iv) “**Company**” or “**KGL**” means Kitex Garments Limited.
- v) “**Compliance Officer**” shall mean any 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 SEBI (Prohibition of Insider Trading) Regulations, 2015 and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board.
- vi) “**Connected Person**” means:
  - i) any person who is or has been, during the six months prior to the concerned act, associated with the Company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such person, directly or indirectly, access to UPSI 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) 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 recognized 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 a company or his relative or banker of the company, has more than ten per cent. of the holding or interest; or
- k) a firm or its partner or its employee in which a connected person specified in point (vi) is also a partner; or
- l) a person sharing household or residence with a connected person specified in point (vi);

vii) **“Designated Person”** means:-

- a. Promoters and Promoter Group Entities of the Company;
- b. Directors of the Company;
- c. Key Managerial Personnel of the Company;
- d. Chief Executive Officer (CEO) and employees upto two level below CEO of the Company;
- e. All the employees in Accounts, Finance, IT and Secretarial Department;
- f. Employees of Material Subsidiary companies of listed company designated as General Manager and above;

g. Any other employees of the Company as may be determined by the Compliance Officer on the basis of their functional role

viii) **“Director”** means a member of the Board of Directors of the Company from time to time.

ix) **“Employee”** means every employee of the Company including the Directors in the whole time employment of the Company.

x) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.

xi) **“Immediate Relative”** means 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.

xii) **“Insider”** means any person who is,

- a connected person; or
- in possession of or having access to UPSI of the Company;

*Explanation: As per Reg 3 (2B) of the regulation, any person who is in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations*

xiii) **“Officer of the Company”** means any person as defined under Section 2 (59) of the Companies Act, 2013 including an auditor of the company.

Section 2(59) of the Companies Act, 2013 provides that “Officer of the Company” includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.

xiv) **“Promoter and Promoter Group”** shall have the same meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

xv) **“Regulations”** mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

xvi) **“Relative”** shall mean the following:

- i) spouse of the person;

- ii) parent of the person and parent of its spouse;
- iii) sibling of the person and sibling of its spouse;
- iv) child of the person and child of its spouse;
- v) spouse of the person listed at sub-clause (iii); and
- vi) spouse of the person listed at sub-clause (iv)

xvii) **“Securities”** shall have the same meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund;

xviii) **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

xix) **“Trading”** means and includes subscribing, [redeeming, switching,] buying, selling, dealing, or agreeing to subscribe, [redeem, switch,] buy, sell, deal in any securities, and "trade" shall be construed accordingly

xx) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;

xxi) **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

- i) financial results;
- ii) dividends;
- iii) change in capital structure;
- iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, [award or termination of order/contracts not in the normal course of business] and such other transactions;
- v) changes in key managerial personnel, [other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;]
- vi) change in rating(s), other than ESG rating(s);
- vii) fund raising proposed to be undertaken;
- viii) agreements, by whatever name called, which may impact the management or control of the company;
- ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

- x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Words and expressions used and not defined in these regulations but defined in the SEBI Act, 1992, the Securities Contract (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 (as amended from time to time) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

#### **4. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI**

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) (hereinafter called as the “Code”) has been framed and adopted by Kitex Garments Limited (“the Company”), pursuant to Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the “Regulations”), to adhere to each of the principles, stated below:

- i) Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii) The Company shall make uniform and universal dissemination of UPSI to avoid selective disclosure.
- iii) The Board of Directors of the Company has designated the Company Secretary and Chief Financial Officer as Chief Investor Relations Officers who shall deal with dissemination of information and disclosure of UPSI.

- iv) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available
- v) Appropriate and fair response to queries on news reports or verification of market rumors by regulatory authorities
- vi) To ensure that information shared, if any, with analysts and research personnel is not UPSI.
- vii) Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences conducted, if any, on the official website to ensure official confirmation and documentation of disclosures made.
- viii) Handle all UPSI on a need-to-know basis.

## **5. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

This code is applicable to Insiders and Designated Persons and their Immediate Relatives of the Designated Persons.

### **5.1. Need to Know**

- a) The Compliance Officer shall report to the Board of Directors 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, but not less than once in a year.
- b) All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of his legal obligations.
- c) Designated persons of the Company shall follow “Chinese Wall” procedures i.e., no UPSI shall be communicated to any person other than on a ‘need to know’ basis except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

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

- a) Designated Persons and immediate relatives of Designated Persons in the Company shall be governed by an internal code of conduct governing dealing in securities, as below:
  - The Directors / designated employees / their immediate relatives shall conduct all dealings in the securities of the company only in a valid and open trading window.

- The Directors / designated employees / their immediate relatives shall not deal in the securities of the company during the closure of the trading window and when they are in possession of UPSI unless there is an approved trading plan

Note: (1) and (2) will not be applicable for trades executed pursuant to a trading plan formulated if any in accordance with the Insider Trading Regulations.

### **5.3. Trading Plans**

- a) An insider shall have an option to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and make public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan;
- b) Such trading plan shall not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the Trading Plan;
- c) Such trading plan shall not entail overlap of any period for which another trading plan is already in existence;
- d) Such trading plan set out the parameters for each trade to be executed as mentioned in the Regulations;
- e) Such trading plan shall not entail trading in securities for market abuse.
- f) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these 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.
- g) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan [or to deviate from it except due to permanent incapacity or bankruptcy or operation of law].

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 the implementation. The Commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available.



- h) The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

#### **5.4. Trading Window and its Closure**

- a) The trading window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- b) Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board Meeting to be as narrow as possible and preferably on the same day to avoid leakage of material information.
- c) The trading window restrictions shall not be applicable in respect of the following cases, if:
- i) the transaction is an off-market inter-se transfer between insiders who were in possession of same UPSI and when both the parties had made a conscious and informed trade decision. Such off market trades shall be reported by the Insiders to the Company within 2 working days. The Company shall in turn disclose such trades to the Stock Exchange on which securities are listed within two trading days from receipt of disclosure or from becoming aware of such information.
  - ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of UPSI and when both the parties had made a conscious and informed trade decision.
  - iii) transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bonafide transaction.
  - iv) transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre- determined in compliance with applicable regulations.
  - v) trades were pursuant to a trading plan, which has been approved by the Compliance Officer and duly disclosed to the Stock Exchange.
  - vi) it is a pledge of shares for a bonafide purpose, such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective SEBI Regulations.
  - vii) transactions undertaken in accordance with respective SEBI Regulations, such as Acquisition by Conversion of Warrants/ Debentures, subscribing to Rights Issue, Further Public Issue, Preference Share Allotment and Tendering of Shares in a buy back offer, open offer, de-listing offer or transactions undertaken through other mechanisms as may be specified by SEBI from time to time.

viii) In respect of offer for sale and rights entitlement transactions carried out in accordance with the frameworks specified by SEBI from time to time.

d) The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

### **5.5. Pre-Clearance of Trades**

- a) When the trading window is open, trading by designated persons shall be subject to pre- clearance by the Compliance Officer, if the value of the proposed trades is likely to exceed Rs. 10 lakhs in any calendar quarter.
- b) Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He/she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- c) Once pre-clearance is obtained, the trade should be executed in not less than 7 trading days, failing which fresh clearance to be obtained prior to execution of trades.
- d) The designated person shall not execute a contra trade for a period of not less than six months unless there is an approved trading plan. Should a 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. Provided that this shall not be applicable for trades pursuant to exercise of stock options.
- e) Designated persons who violate this code shall be subject to warning or disciplinary action by the Company. Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund (IPEF) administered by SEBI under the Act.
- f) In case it is observed that there has been a violation of these Regulations/ Code of Conduct, the Company shall promptly inform the Stock Exchange where the securities are traded, in the format given elsewhere in this Code of Conduct and such manner as may be specified by SEBI from time to time.

## 5.6. Disclosure by certain persons

### ➤ Initial Disclosures:

- a) Every person on appointment as a key managerial personnel or a director of the company or upon becoming a 64[promoter or member of the promoter group] 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.

### ➤ Continual Disclosures:

- a) Every promoter, member of the promoter group, designated person and director of every 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;
- b) Every 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-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in point (a)*

- c) The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time

### ➤ Disclosures by other connected persons

- a) Any company whose securities are listed on a stock exchange 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 these regulations.

## 5.7. General Provisions

- a) Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
  - a) immediate relatives

- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

*Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.*

- b) Listed entities shall have a process for how and when people are brought ‘inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information

#### **5.8. Inquiry of leakage of UPSI**

- a) UPSI when it is leaked should be proved with evidence to facilitate proper assessment.
- b) Upon receipt of evidence of leakage or suspected leak of UPSI, the Compliance officer shall send details of the information to be sought to the head of the relevant department viz., accounts, finance, secretarial department etc., which had access to the UPSI or to which the UPSI is related.
- c) The Compliance Officer shall make initial inquiry based on the evidence and has reasonable cause to believe that there was leakage of UPSI.
- d) The Compliance Officer shall submit preliminary report within shorter time to Audit Committee which shall proceed with detailed investigation and may seek advice from any external professional agency in this regard.
- e) The alleged person shall thereafter file its reply to the information sought by the Audit Committee, along with the list of documents, names and addresses of persons with whom the information may have been shared etc., within the period stipulated by the Audit Committee.
- f) Audit Committee shall be given an opportunity of being heard to such alleged Person.
- g) Report on such inquiry shall be by the Committee submitted to Board of Directors in the next meeting.
- h) The Board of Directors shall review such report and will take necessary action.

- i) Listed Company shall have “Whistle - Blower policy” and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information
- j) If an inquiry has been initiated by a listed company in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the listed company in connection with such inquiry conducted by listed company.

## **5.9. Amendments**

The Board of Directors can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

## **6. POLICY ON DETERMINATION OF LEGITIMATE PURPOSE**

### **6.1. Introduction**

This “Policy on Determination of Legitimate Purpose” (‘The Policy’) is being framed in compliance with the requirement stipulated under Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”), for determination of legitimate purposes. The Policy shall form part of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information framed under Regulation 8 of SEBI (PIT) Regulations, 2015.

### **6.2. Legitimate Purpose**

“Legitimate Purpose” shall include sharing of 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 or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations

### **6.3. Process for sharing UPSI**

An insider shall not communicate or share any unpublished price sensitive information (UPSI) relating to the Company or securities listed or proposed to be listed, to any person, except in furtherance of legitimate purposes as under:

- a. The sharing of UPSI shall be in the ordinary course of business.
- b. The sharing of UPSI shall be in connection with plans of the Company, relating to the operations, diversification, expansion, restructuring or discharge of legal obligations.
- c. Such sharing of UPSI shall be with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- d. The sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Any person who is in receipt of UPSI pursuant to a legitimate purpose shall be deemed to be an insider for the purpose of compliance with the Regulations. Due notice shall be given by the Company to such person(s) for the purpose of maintaining confidentiality of UPSI in accordance with the provisions of the Regulations.

**For Kitex Garments Limited**

**Sabu M Jacob**

Chairman and Managing Director

Kizhakkambalam

May 29, 2025

**Note:**

- The Code was first adopted on January 25, 2016
- The date of last revision is February 14, 2019

**APPLICATION FOR OBTAINING PRE-CLEARANCE**  
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Date:

To,  
**The Compliance Officer**  
Kitex Garments Limited  
Kizhakkambalam, Vilangu P.O  
Aluva, Ernakulam - 683561

Dear Sir.

**Sub: Application for pre-clearance approval in securities of Kitex Garments Limited**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992, SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated persons & immediate relative of designated person and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, I seek approval for purchase/sale of \_\_\_\_\_ Equity Shares of Kitex Garments Limited as per the details given below:

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

State Whether: Director/ Designated Person/ Employees/ Immediate Relative/ others (delete not applicable)

Employee Code :

Designation :

Department :

Location :

PAN:

Nature of Transaction (Buy/Sell)	Name of the Proposed Buyer/Seller	No. of Equity shares	Date of Purchase/ Sale	Previous Approval No. for Purchase/ allotment)	DP ID/ folio No. where the securities will be credited/ Debited	No. of Shares held in such account/ Folio No.

I hereby declare that I will deal the shares only through recognized stock exchanges where the company's shares are listed. I also declare that I will not undertake off market transactions in any circumstances.

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

**(Signature of Applicant)**  
**Employee Code & Name**

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

*(applicable to applicable to Director/ Officer/ Designated Person/ Immediate Relative/Employee)*

To,

**The Compliance Officer**

Kitex Garments Limited

Kizhakkambalam, Vilangu P.O

Aluva, Ernakulam - 683561

I, ..... working as Designated Person ..... (position)/ Immediate Relative of  
....., resident at ..... am desirous of trading 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 UPSI as defined in the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons & immediate relative of designated persons and Code of Practices and Procedures for Fair Disclosure of UPSI up to the time of signing this undertaking.

In case I have access to or I receive any UPSI after signing this Undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would ensure that I/my Dependents would completely refrain from dealing in the Securities of the Company till the time such UPSI becomes public.

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

In the event of this transaction being in violation of the Rules, or the applicable laws, (a) I will unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, define, crisis management or public relations activity in relation to this transaction, and (c) I authorize the company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction/ a 'NIL' report of the transaction is not undertaken.

If the approval is granted, I shall execute the trade within seven trading days of the receipt of approval failing which I shall seek pre-clearance afresh.

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

Date:

Place:

(Signature of Applicant)

**Employee Code and Name**



**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

(To be submitted within two working days of transaction/dealing in securities of the Company)

Date:

To,

**The Compliance Officer**

Kitex Garments Limited

Kizhakkambalam, Vilangu P.O

Aluva, Ernakulam - 683561

Dear Sir,

I/ we hereby inform you that I / my Immediate Relative(s)

- have not bought/sold any Securities of the Company due to .....

- have bought/sold ..... Equity shares as mentioned below on .....(insert date)

Name of Holder	Relationship with Designated Person	PAN	No. of shares dealt with	Bought / Sold	DP ID / Client ID or Folio No. where the Equity will be debited or credited	Price (Rs.)

In connection with the aforesaid transaction(s), I/ we hereby undertake to preserve for a period of 3(three) 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/ we declare that the above information is correct and that no provisions of the Company's Insider Trading Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

I/ we declare that I/We shall not enter into a contra trade\*\* in the Securities of the Company during the next six months following the last trade.

Yours truly,

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

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

Employee Code: \_\_\_\_\_

Dept/Div: \_\_\_\_\_

\*\* Contra trade means if you buy shares on a particular date you cannot sell any shares of the company for next six months from the last purchase and vice versa

**ANNUAL DISCLOSURE BY THE PROMOTER/ DESIGNATED PERSON AND THEIR  
IMMEDIATE RELATIVES**

Date:

To,  
**The Compliance Officer**  
Kitex Garments Limited  
Kizhakkambalam, Vilangu P.O  
Aluva, Ernakulam – 683561

Dear Sir,

I, \_\_\_\_\_ hereby declare that I shall maintain full confidentiality of all  
**Price Sensitive Information (the “PSI”)** coming within my possession and/or control

I, as a specified person under SEBI (Prohibition of Insider Trading) Regulations, 2015, shall comply with the confidentiality obligation and shall not

- i) pass on PSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of Kitex Garments Limited or
- ii) disclose PSI to their family members, friends, business associates or any other individual or
- iii) discuss PSI in public places or
- iv) disclose PSI to any employee who does not need to know the information for discharging his or her duties
- v) recommend to anyone that they may undertake Dealing in Securities of the Company while being in possession, control or knowledge of PSI or
- vi) be seen or perceived to be Dealing in Securities of Kitex Garments Limited on the basis of unpublished PSI

As on \_\_\_\_\_, I along with my dependents\* hold the securities of Kitex Garments Limited, details whereof are as under:

PAN	Name of the Holder	Physical Holding		Electronic Holding		
		Folio No.	Shares Held	DP ID	Client ID	Shares held

Yours truly,

Signature : \_\_\_\_\_  
Name : \_\_\_\_\_  
Employee Code : \_\_\_\_\_  
Dept./Div : \_\_\_\_\_

**FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

Name of the 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, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

**Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature: \_\_\_\_\_

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

Date: \_\_\_\_\_

Place: \_\_\_\_\_

\*\*\*\*\*

**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a**  
**director/KMP/Promoter]**

Name of the 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, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/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
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

**Details of Open Interest (OI) in derivatives of the company 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).**

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		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature: \_\_\_\_\_

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

Date: \_\_\_\_\_

Place: \_\_\_\_\_

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**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the 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, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

*Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name &amp; Signature: \_\_\_\_\_

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

Date: \_\_\_\_\_

Place: \_\_\_\_\_

**FORM D (Indicative format)**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**Regulation 7(3) – Transactions by Other connected persons as identified by the company**

**Details of trading in securities by other connected persons as identified by the company**

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc. )
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke / Invoke )	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

**Details of trading in derivatives by other connected persons as identified by the company**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.*

Name:

Signature:

Place:

\*\*\*\*\*