

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED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

MINAXI TEXTILES LIMITED

Effective from 15th May, 2015

Modification / Revision w.e.f. 01.04.2019

Modification / Revision vide BM dtd 08.07.2025

As per Regulation(8) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, a listed company to formulate and publish on its official website a "Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information" in adherence to the principles set out in Schedule A to the said Regulations.

Further, SEBI Notification No. SEBI/LAD-NRO/GN/2018/59 dated 31st December, 2018 amended SEBI (Prohibition of Insider Trading) Regulations, 2015, which will be effective from 1st April, 2019, to make a policy/criteria for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct".

Accordingly, a code is hereby amended as under:-

Definitions:

- 1) "Act" means the Securities and Exchange Board of India Act, 1992.
- 2) "Board" means the Board of Directors of the Company.
- 3) "Company" means Minaxi Textiles Limited
- 4) "Code" shall mean the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)
- 5) "Code of Insider Trading" shall mean the Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Person of the Company as amended from time to time.
- 6) "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 PIT regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of Code, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information under the overall supervision of the Board of Directors of the Company.

- 7) **“insider”** means any person who is :
- a connected person; or
 - in possession of or having access to unpublished price sensitive information;
- 8) **“Legitimate purposes”** means sharing of any information/data which is unpublished price sensitive information, in the ordinary course of business by an insider with any person including partners, collaborators, lenders, customers, suppliers,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 PIT regulations.
- 9) **“Connected person”** shall means
- i. any person who is or has been, during the six months prior to the concerned act been associated with a 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 a 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) 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 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 relative or banker of the Company, has more than ten per cent, of the holding or interest.
 - k) a firm or its partner or its employee in which a connected person specified in sub clause (i) of clause (d) is also partner or
 - l) a person sharing household or residence with a connected person specified in sub - clause (i) of clause (d)
- 10) **“Unpublished Price Sensitive Information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- i) financial results;
 - ii) dividends;
 - iii) change in capital structure;
 - iv) mergers, de-mergers, acquisitions, delisting, 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) Fraud 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.

Explanation 1- For the purpose of sub-clause (ix):

- a. **'Fraud'** shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. **'Default'** shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

- 11) **"immediate relatives"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- 12) **"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;
- 13) **"PIT Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

The following Practices and Procedures shall follow for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

1. The company shall ensure prompt public disclosure of Unpublished Price Sensitive Information ("UPSI") that would impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available', i.e. to make the information accessible to the public on a non-discriminatory basis.
2. The company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.
4. The company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
5. The company shall ensure that information shared with analysts and research personnel is not UPSI.
6. The company shall develop 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.
7. The company shall ensure the handling of all UPSI on a need-to-know basis.
8. The Company shall give due notice to the "Insider" to maintain confidentiality of such unpublished price sensitive information shared with them, in compliance with PIT regulations.
9. A structured digital database shall be maintained containing the names of Designated Persons and such persons or entities as the case may be with whom information is shared under PIT Regulations alongwith the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purpose.

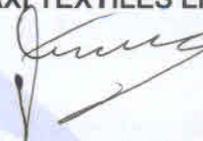
The Board of Director shall ensure that the entry of information shall be made in structured digital database within 2 calendar days from the receipt of such information not emanating from within the organization.

Board should ensure that for unpublished price Sensitive information not emanating from within the listed company, trading window may not be closed.

10. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.

11. This Code is subject to review from time to time.

For, MINAXI TEXTILES LIMITED



Dineshkumar P. Patel
Managing Director
DIN : 02268757

