



**PDS LIMITED**  
*(Erstwhile PDS Multinational Fashions Limited)*

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED  
PRICE SENSITIVE INFORMATION<sup>1</sup>**

*[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]  
(Approved in the Board Meeting held on February 14, 2019 and made effective from April 1, 2019)*

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<sup>1</sup> This code is revised by the Board of Directors in their meeting held on 14<sup>th</sup> February, 2019 and it shall have effect from 1<sup>st</sup> April, 2019.

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION<sup>2</sup>**

**[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]**

As required under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), PDS Limited (“the Company”), hereby notifies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“UPSI”) in adherence to the principles set out in Schedule A to the said Regulations (hereinafter referred to as “the Code”).

Regulation 3 of PIT Regulations allows communication or procurement of UPSI if the same is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The Code intends to formulate a framework and policy for:

- i. fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company; and
- ii. determination of “Legitimate Purposes”.

To achieve this objective, the Board of Directors shall adhere to the principles of fair disclosure mentioned hereunder to ensure fair disclosure of events and occurrence that could impact price of its securities in the market. The executive management of the Company shall appropriately determine the purpose of sharing any UPSI based on the principles, as elaborated hereunder.

### **DEFINITIONS:**

“Insider” shall have the meaning as assigned under PIT Regulations.

### ***Un-published Price Sensitive Information (“UPSI”)***

***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. Periodical financial results of the Company;
- ii. Intended declaration of dividends (Interim and Final);
- iii. Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares;
- iv. Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions.
- v. Changes in key managerial personnel;
- vi. Any other matter as may be prescribed under SEBI Regulations to be price sensitive, from time to time.

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<sup>2</sup> This code is revised by the Board of Directors in their meeting held on 14<sup>th</sup> February, 2019 and it shall have effect from 1<sup>st</sup> April, 2019.

**Note:** Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, 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 the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislation.

#### **PRINCIPLES OF FAIR DISCLOSURE OF UPSI:**

The Company shall adhere to the following principles to ensure timely and fair disclosure of UPSI:

1. Unless otherwise restricted under the terms of any contract, the Company shall ensure prompt public disclosure of UPSI that could 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 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.
4. The Company shall ensure prompt public dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.
5. The Compliance Officer and/or any other official(s) ("spokesperson") authorized by the Board of Directors of the Company shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.
6. All UPSI shall be first communicated to the stock exchanges before the same is shared with Analyst and Research personnel. The transcript of the meetings/concalls with Analysts shall be furnished to the stock exchanges and then posted on the Company's website: [www.pdsLtd.com](http://www.pdsLtd.com).
7. All presentations made to financial analysts or investor relation conference/meetings will be hosted on the Company's official website.
8. The Company shall ensure the handling of all UPSI on a need-to-know basis.

#### **SHARING OF UPSI FOR "LEGITIMATE PURPOSES"**

1. No Insider shall communicate, provide, or allow access to any UPSI except where such communication is in furtherance of legitimate purposes. Sharing of UPSI by an Insider shall be determined for a "legitimate purpose" if:
  - 1.1 it conforms with the statutes applicable to the Company;
  - 1.2 it is taken pursuant to performance of duties or discharge of legal/ regulatory

- obligation(s);
- 1.3 it conforms to the business of the Company/ is in the ordinary course of business of the Company;
  - 1.4 it is undertaken by a person to fulfil the obligations of his/ her role with respect to the Company;
  - 1.5 the action is executed in a manner which can be considered fair, transparent and effective;
  - 1.6 the action does not lead to 'market abuse';
  - 1.7 the action does not result into personal benefit of any Connected Person.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of PIT Regulations.

2. Issue of Notice to the recipient of UPSI:

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons:

- (i) To make aware such person that the information shared is or would be UPSI.
- (ii) To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
- (iii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

**However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.**

The decision of the Board of Directors with regard to all matters relating to the Code will be final and binding. The Board of Directors reserves the right to modify or amend the Code in whole or in part.

The Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges.

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