

SRI NACHAMMAI COTTON MILLS LIMITED

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

(Effective from 15th May 2015)

1. INTRODUCTION:

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of the investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015("Regulations") to be effective from 15th May, 2015.

"Insider trading means trading in Securities of a company by its Directors, Employees or other Insiders while in possession of Unpublished Price Sensitive Information".

The Regulations prescribes all listed companies to formulate and publish internal code of conduct to comply with the mandates under the said Regulations. Regulation 9 requires the Board of Directors formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the said Regulations.

2. OBJECTIVES:

The Code is based on the principle that a Designated Person of the Company owes a fiduciary duty to the shareholders of the Company and should place the interest of the shareholders above their own their personal securities transactions in a manner that does not create any conflict of interest. The Code is also intended to serve as a guiding charter for all concerned persons associated with the functioning of the company and their dealings in securities. Further, the Code also seeks to ensure timely and adequate disclosure of price sensitive information to the investors by the Company so as to enable them to take informed investment decisions with regard to the Company's securities.

Sri Nachammai Cotton Mills Limited ("SNCM") on an ongoing basis endeavors to apply best practices in relation to corporate governance requirements. As a part of its efforts, the Company undertakes to regulate, preserve and manage unpublished price sensitive information and its abuse.

The code shall be called as Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Sri Nachammai Cotton Mills Limited, (SNCM) hereinafter referred to as the "Code".

3. DEFINITIONS:

In these regulations, unless the context otherwise requires, the following words, expressions and derivations there of shall have the meanings assigned to them as under:--

- 3.1 "Act" means the Securities and Exchange Board of India Act, 1992.
- 3.2 "Board" means the Board of Directors of the Company.
- 3.3 "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Sri Nachammai Cotton Mills Limited as amended from time to time.
- 3.4 "Company" means Sri Nachammai Cotton Mills Limited.

- 3.5 "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 these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- 3.6 "Connected Person" means:
- (i) any person who is or has during the six months prior to the concerned act been associated with the company, directly or indirectly, in any capacity 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 between himself and the Company whether temporary or permanent, that allows such 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) an immediate 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 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) 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 immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- 3.7 "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

- 3.8 "Designated Employees" mean :
- i. all the Directors of the Company;
 - ii Chief Financial Officer of Sri Nachammai Cotton Mills Limited and
 - iii. any other Employee as may be notified from time to time by the Board of Director of the company.
- 3.9 "Director" means a member of the Board of Directors of the Company.
- 3.10 "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.
- 3.11 "Immediate Relative" 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.
- 3.12 "Insider" means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- 3.13 "Key Managerial Person" means person as defined in Section 2(51) of the Companies Act, 2013
- 3.14 "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:
- 3.15 "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 3.16 "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 3.17 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- 3.18 "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- 3.19 "Unpublished Price Sensitive Information" means: 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, de-listings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) material events in accordance with the listing agreement
- 3.20 "Specified Persons" means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.

4. PRESERVATION OF "PRICE SENSITIVE INFORMATION"

(i) All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

(ii) Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with following transactions:

- a) the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of any regulation and both parties had made a conscious and informed trade decision;
- b) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade;
- c) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(iii) the trades were pursuant to a trading plan.

5. NEED TO KNOW

(i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

6. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

Employees and connected persons designated on the basis of their functional role ("Designated persons") in the Company shall be governed by an internal code of conduct governing dealing in securities.

(i) Trading Plan:

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Trading under the Trading Plan shall:

- (a) not commence earlier than six months from the public disclosure of the plan;
- (b) be prohibited for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

- (c) entail trading for a period of not less than twelve months;
 - (d) not overlap any period for which another trading plan is already in existence;
 - (e) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (f) prohibit trading in securities for market abuse.
- (ii) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
 - (iii) 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 implementation.
 - (iv) The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

7. TRADING WINDOW

- (i) Designated Persons may execute trades subject to compliance with the Regulations. A trading window may be adopted for trading of such Designated Persons. 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 unpublished price sensitive information.
- (ii) from the period commencing from the time of announcement of the meeting of the Board of Directors for consideration of all matters which are deemed to be price sensitive information and ending 48 hours after the public announcement of the decision taken by the Board of Directors at such meeting ; or
- (iii) such other period as may be notified by the Compliance Officer from time to time, under the authority of Board of Directors.
- (iv) Designated Persons and their immediate relatives shall not trade in securities when the Trading Window is closed.
- (v) The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, with the Company, such as auditors, accountancy firms, law firms, analysts, consultants, contractors, advisors etc., assisting or advising the Company.
- (vi) The remaining days of a year other than the days during which the Trading Window is closed shall be called "Valid Trading Window".

(vii) The Designated Persons and their Immediate Relatives shall conduct all their dealing in Securities either in their own name or in the name of their Immediate Relatives only in a "Valid Trading Window" and shall not deal in any transaction involving the purchase or sale of Securities when the Trading Window is closed.

(viii) In case of Employee Stock Option Schemes ("ESOPs") of the Company, exercise of option may be allowed in the period when the Trading Window is closed. However, sale of Securities allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

8. PRE-CLEARANCE OF TRANSACTIONS

i) Every Promoter(s), Director(s), Officer(s), Insider(s) and Connected person(s) of the company who intend to deal in the securities of the company in excess of **5000 shares** or value of which exceeds **Rs. Ten lakhs**, whichever is lower, **in one transaction or a series of transactions over a calendar quarter**, in any manner whatsoever, shall apply in the prescribed form to the Compliance Officer for pre-clearance together with necessary undertakings as prescribed in annexure along with a statement of holdings at the time of pre-clearance. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

9. PROCEDURE FOR OBTAINING PRE-CLEARANCE APPROVAL

i. The Designated Person shall make pre-clearance application to the Compliance Officer. The application shall indicate the estimated number of Securities that the Designated Person intends to deal in, the details as to the depository with which he/she has a security account, the details as to Securities in such depository mode and such other details, as may be required by the Compliance Officer from time-to-time in this behalf.

ii. An Undertaking shall be executed in favor of the Company by Designated Persons incorporating, inter-alia, the following clauses, as may be applicable:

(a) that he/she does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the Undertaking;

(b) that in case he/she has access to or receives "Unpublished Price Sensitive Information" after the signing of the Undertaking but before the execution of the transaction, he/ she shall inform the Compliance Officer of the change in his/her position and that he/she would completely refrain from dealing in the Securities of the Company till the time such information becomes public;

(c) that he/she has not contravened the Code as notified by the Company from time to time;

(d) that he/she shall hold their investments in Securities for a minimum period of six months as and when acquired;

(e) that he/she undertakes to submit the necessary report within two trading days of execution of the transaction or a 'Nil' report, if the transaction is not undertaken;

(f) that he/she is aware that, he/she shall be liable to face penal consequences as set forth in the Code including disciplinary action, wage freeze, suspension etc. under the Code, in case the above declarations are found to be misleading or incorrect at any time;

(g) that he/she hereby undertakes not to transact in Securities in the sanctioned period in case Trading Window is declared closed subsequently;

Pre-clearance Application and Undertaking shall be submitted as per the format prescribed in **Annexure-1**.

iii. The Compliance Officer shall process the pre-clearance applications and if found in order shall issue approval letter as per format prescribed in **Annexure-2**, within a period not later than two trading days of the receipt of application. Dealing in Securities by the Compliance Officer shall require prior clearance from the Managing Director. Every approval shall be dated and shall be valid for a period of seven trading days from the date of approval, within which trades that have been pre-cleared have to be executed by the Designated Person, failing which fresh pre-clearance would be needed for the trades to be executed. However, if Trading Window is closed after pre-approval for trading of security, the pre-approval so granted is automatically deemed to be withdrawn if such period is superseded by closure of Trading Window. In the case of execution of the transaction or non - execution of the transaction, a report shall be filed in **Annexure-3** with the Compliance Officer.

iv. All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite (contra) transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate this Code. 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 SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Securities and Exchange Board of India Act, 1992 (15 of 1992). Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.

v. Register of "Waiver of restriction on holding investment in the Securities for minimum period of six months" shall be maintained by the Compliance Officer as per format prescribed in **Annexure-4**.

vi. The Compliance Officer shall maintain a Register of pre-clearance of trading of Securities.

10. DISCLOSURE OF TRADING BY INSIDERS

Initial Disclosure:

a) Every Promoter, Key Managerial Personnel and Director of the Company, shall disclose his/her holding of Securities and trading in derivatives of Securities of the Company as on May 15, 2015, to the Company within thirty days i.e. on or before June 14, 2015 in **Form A**.

b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his/ her holding of Securities and trading in derivatives 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 in **Form B**.

Continual Disclosure:

Every promoter, key managerial personnel, employee and director of the 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 5000 shares whichever is lower in **Form 'C'**

The disclosure required under shall be made within two (2) working days of:

- i. the receipt of intimation of allotment of shares, or
- ii. the acquisition or sale of shares or voting rights, as the case may be.

The 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.

Quarterly statement(s) in **Form 'D'** furnishing details of transactions, if any, during the quarter and the total number of shares or voting rights held, by him and/or relative(s), his dependent family members (whichever applicable) within 4 working days of the end of each calendar quarter.

Statement in **Form 'E'** disclosing the total number of shares or voting rights held, by him and/or relative(s), his dependent family members (whichever applicable), as at the end of the financial year of the company, within 30 days of the end of the financial year.

Disclosures by other connected persons

The Company, 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 this Code of Conduct and the Regulations

Maintenance of Records:

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Designated Employees for a minimum period of five (5) years.

11. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

The Designated Persons shall be individually responsible for complying with the provisions of this Code, including to the extent the provisions hereof as are applicable to his/her Immediate Relatives.

Designated Persons who trades in securities or communicates any information for trading in securities, in contravention of the Code of Conduct may be penalized and appropriate action may be taken by the Company.

Designated Persons of the Company who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

12. INTIMATION TO SEBI

In case, it is observed by the Board of Directors that there has been violation of this Code, the same shall be informed to the SEBI promptly.

In case of violation of the Code, the disciplinary action taken by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. In case the SEBI Regulation or any Statutory Provisions are more stringent than those contained in the Code, the SEBI Regulations / Statutory Provisions will prevail.

13. CLARIFICATIONS / ENQUIRIES

The Compliance Officer may be contacted for any assistance as to the interpretation and application of this Code.

14. CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION [PURSUANT TO REGULATION 8(1) OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015]

A code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information for adhering each of the principles is set out below:

1. Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
3. Investor Relations Officer is an officer of the Company who is designated to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
4. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website i.e. www.sncmindia.com to ensure official confirmation and documentation of disclosures made.
8. Handling of all Unpublished Price Sensitive Information on a need-to-know basis.

**APPLICATION FOR PRE-DEALING APPROVAL
[DESIGNATED EMPLOYEE / CONNECTED PERSON]**

Date:

To
The Compliance Officer,
Sri Nachammai Cotton Mills Limited
Salem.

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below-

	Name of the applicant	
	Designation	
	Number of securities held as on date	
	Folio No. / DP ID / Client ID No.)	
	The proposal is for (a) Purchase of securities (b) Subscription to securities (c) Sale of securities	
	Proposed date of dealing in securities	
	Estimated number of securities proposed to be acquired/subscribed/sold	
	Price at which the transaction is proposed	
	Current market price (as on date of application)	
	Whether the proposed transaction will be through stock exchange or off-market deal	

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) that I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the Undertaking;
- b) that in case I have access to or receive "Unpublished Price Sensitive Information" after signing of the Undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall refrain from dealing in Securities till the time such information becomes public;
- c) that I have not contravened the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Sri Nachammai Cotton Mills Limited, as notified by the Company from time to time.
- d) that I shall hold the Securities for a minimum period of six months from the date of purchase/ that I have complied with the requirement of the minimum holding period of six months with respect to the Securities sold. (applicable only in respect of sale transaction)

e) that I undertake to submit the necessary report within two trading days of execution of the transaction/a 'Nil' report, if the transaction is not undertaken.

f) that I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action, wage freeze, suspension etc. under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

g) that I hereby undertake not to transact in Securities in the sanctioned period in case Trading Window declared is closed subsequently.

h) that I hereby made a full and true disclosure in the matter.

Pre-clearance may kindly be accorded in terms of provisions of the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulating, Monitoring & Reporting of Trading by Insiders of Sri Nachammai Cotton Mills Limited.

Name:

Signature :

Designation :

Department :

Official Address :

Telephone and E-mail :

Mobile No. :

Date :

Place :

FOR OFFICE USE

Serial number of the application received:

Date & time of receipt of the Application:

Date & time of communication of the pre-clearance or otherwise:

Reasons for not giving pre-clearance:

Signature of the Compliance Officer/ Authorised Officer

**FORMAT FOR APPROVAL OF PRE- CLEARANCE ORDER
[DESIGNATED EMPLOYEE/CONNECTED PERSON]**

To

Name:

Designation:

Place:

This is to inform you that your request for dealing in -----shares of the Company as mentioned in your application dated ----- is approved. Please note that the said transaction must be completed on or before ----- that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date this approval shall stand withdrawn and you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal.

In case the transaction is not undertaken a 'Nil' report shall be necessary. Based on your undertaking it is understood that you have not executed any opposite transaction in past six months and not contravened the provisions of the Code as notified by the Company from time to time.

Please note this approval can be withdrawn, if subsequently the information provided by you in the application form or the undertaking is found incorrect.

Yours faithfully,
For Sri Nachammai Cotton Mills Limited
Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS
[To be submitted within 2 Trading Days of transaction/Trading in Securities (including derivatives) of the Company]

To
The Compliance Officer,
Sri Nachammai Cotton Mills Limited

I hereby inform you that I / my _____

- have not bought/sold/subscribed any Securities (including derivatives) of the Company
- have bought/sold/subscribed to the _____ Securities (including derivatives) as mentioned below on _____

Name of holder	No. of Securities (including derivatives) dealt with	Bought /Sold/ Subscribed	DP ID/CLIENT ID (electronic form) or Folio no.	Price (Rs)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) 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 agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date: _____

Signature: _____

Name :

Designation:

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD
[For Designated Employees and Connected persons]**

To
The Compliance Officer,
Sri Nachammai Cotton Mills Limited
Salem-636016

I request you to grant me waiver of the minimum holding period of 6 months as required under the Code of Conduct for prevention of insider trading with respect to _____ shares of the Company held by me singly / jointly which were acquired by me on _____ (Date). I desire to deal in the said shares on account of _____ (give reasons)

Name:

Signature:

Designation:

Date:

APPROVAL GRANTED / REJECTED

for **Sri Nachammai Cotton Mills Limited**

Compliance Officer

* Reasons to be given, if rejected.

FORM A

Initial Disclosure

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: _____
ISIN of the company: _____

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors/immediate relatives/others, etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Ir Option Cc on the da comin
		Type of security	No.		Number of units (contracts*lot size)	Notional value in Rupee terms	Number units (contracts * size)

While furnishing information regarding your relatives, please mention category as 'Immediate relative'. All details to be filled in even if you & your immediate relative do not hold any SNCM shares.

"immediate relative" 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.

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

Name:

Signature:

Designation:

Date:

Place:

FORM B

Initial Disclosure

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]**

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 or on identification as Designated Employee and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc)	Date of appointment of Director/ KMP OR Date of becoming Promoter	Securities held as on date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Future contracts held as on the date of regulation coming into force	
			Type of security eg. – Shares, Warrants, Convertible Debentures ,etc)	No.		Number of Units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notional value in Rupee terms

While furnishing information regarding your relatives, please mention category as **'Immediate relative'**. All details to be filled in even if you & your immediate relative do not hold any SNCM shares.

"immediate relative" 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.

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

Name:

Signature:

Designation:

Date:

Place:

FORM C

FORMAT FOR DISCLOSURE OF TRANSACTIONS CROSSING CERTAIN THRESHOLDS BY PROMOTER/ DIRECTORS/EMPLOYEES PURSUANT TO REGULATION 7 (2) READ WITH REGULATION 6(2)

(To be submitted within 2 Trading Days of transaction/Dealing in Securities (including derivatives) of the Company)

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 No., CIN/DIN & address of Promoter / Employee / Director with contact nos.	Category of Person (Promoters /KMP/ Directors / immediate relatives /others, etc.)	Securities held prior to acquisition /disposal		Securities acquired/ Disposed		% of Share holding		Date of Allotment advice/ac quisition of shares / sale of shares specify	Date of Intimat ion to Compa ny	Mode of acquisition (market purchase /public rights preferential offer/off market/ Inter-se transfer, etc	Trading in derivatives (Specify type of contract, Futures or Options, etc)				Exchan ge on which the trade was execut ed
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre Trans action	post trans action				Buy		Sell		
											No. of units (cont racts* lot size)	value	No. of units (cont racts* lot size)	Value	
								From	To						

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

Name:

Signature:

Designation:

Date:

Place:

**FORM – D
QUARTERLY STATEMENT**

To,
The Compliance Officer,
Sri Nachammai Cotton Mills Limited,
CIN: L17115TZ1980PLC000916,
181, VASANTHAM, 4th Cross Street,
New Fairlands, Salem- 636 016.

I. Statement of Shareholdings of Promoter(s), Key Managerial Personnel, Director(s)/connected persons

Name	Designation	Department	No. of Shares held on 1st day of quarter	No. of Shares bought during the quarter	No. of Shares sold during the quarter	No. of Shares held on last day of quarter

II. Details of shares held by relatives/Dependent Family Members (as applicable)

Name	Relationship	No. of Shares held on 1st day of quarter	No. of Shares bought during the quarter	No. of Shares sold during the quarter	No. of Shares held on last day of quarter

I / We declare that I / we have complied with the requirements of minimum holding period of 30 days with respect to the shares sold.

Place:
Date:

Signature:

Name:

**FORM - E
ANNUAL DISCLOSURE**

To,
The Compliance Officer,
Sri Nachammai Cotton Mills Limited,
CIN: L17115TZ1980PLC000916,
181, VASANTHAM, 4th Cross Street,
New Fairlands, Salem- 636 016.

I. Statement of Shareholdings of Promoter(s), Key Managerial Personnel, Director(s)/connected persons

Name	Designation	Department	No. of Shares held on 1st day of quarter	No. of Shares bought during the quarter	No. of Shares sold during the quarter	No. of Shares held on last day of quarter

II. Details of shares held by relatives/Dependent Family Members (as applicable)

Name	Relationship	No. of Shares held on 1st day of quarter	No. of Shares bought during the quarter	No. of Shares sold during the quarter	No. of Shares held on last day of quarter

I / We declare that the shares sold have been held by me / us for 30 days. I / We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Place:
Date:

Signature

Name:

**FORM – E
ANNUAL DISCLOSURE**

To,
The Compliance Officer,
Sri Nachammai Cotton Mills Limited,
CIN: L17115TZ1980PLC000916,
181, VASANTHAM, 4th Cross Street,
New Fairlands, Salem- 636 016.

I. Statement of Shareholdings of Promoter(s), Key Managerial Personnel, Director(s)/connected persons

Name	Designation	Department	No. of Shares held on 1st day of quarter	No. of Shares bought during the quarter	No. of Shares sold during the quarter	No. of Shares held on last day of quarter

II. Details of shares held by relatives/Dependent Family Members (as applicable)

Name	Relationship	No. of Shares held on 1st day of quarter	No. of Shares bought during the quarter	No. of Shares sold during the quarter	No. of Shares held on last day of quarter

I / We declare that the shares sold have been held by me / us for 30 days. I / We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Place:
Date:

Signature

Name: