

DHANLAXMI COTEX LIMITED

CIN: L51100MH1987PLC042280

CODE FOR PROHIBITION OF INSIDER TRADING

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1. INTRODUCTION

Insider Trading is dealing (buying and/ or selling) in the securities by the Shareholder Company, by any connected or deemed to be connected persons while in possession of any material un-published price sensitive information, in breach of a fiduciary duty or other relationship of a trust and confidence, to gain personal benefit out of such dealing.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "the Regulations") replaced the *Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 w.e.f. 15th May, 2015*. The SEBI Regulations requires every listed company shall formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations and enforce a code of internal conduct and procedures based on the Model code provided therein.

In Compliance with the said requirements, the Company has introduced a code for prohibition of Insider Trading (hereinafter referred to as the "Code").

Regulation 9(1) of the said Regulations requires listed companies to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons, for achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the said Regulations.

In order to align the content of the Code with the provisions of the SEBI (LODR) Regulation, 2015 ("Listing Regulations") the Board has, adopted this revised Code on 13th August, 2016

This Code shall come into force on 13th August, 2016.

2. OBJECTIVE

Dhanlaxmi Cotex Limited (hereinafter referred to as "the Company") endeavors to preserve the confidentiality and prevent the misuse of un-published price sensitive information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations. **Every Director, Officer, Designated Employee and connected person of the Company** has a duty to safeguard the confidentiality of all such information which he/ she obtained in the course of performance of official duties. Directors, Officers, Designated Employees and Connected persons of the Company should not use their position to gain personal benefit. To achieve these objectives, the Company hereby notifies this **Code of conduct**.

3. DEFINITIONS

- a) "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b) "Board" means the Securities and Exchange Board of India.
- c) "Code" means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.
- d) "Company" means **Dhanlaxmi Cotex Limited**.
- e) "Compliance Officer" means the Company Secretary of the Company or any other senior level employee who shall be directed by the Board of Directors of the Company to act as such and designated as the compliance officer of the Company.
- f) "Connected Person" means the persons so defined in the Regulation 2(d) of SEBI (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to the Company.

