



AXITA COTTON

AXITA COTTON LIMITED

CIN: L17200GJ2013PLC076059

CODE OF CONDUCT FOR

PROHIBITION OF INSIDER TRADING

1. Introduction:

Pursuant to Securities and Exchange Board of India (Prohibition on Insider Trading) Regulations, 2015, as amended from time to time, The Board of Directors in their meeting held on February 13, 2019 approved and adopted the Code of conduct for Axita Cotton Limited (Hereinafter referred as Axita) for Prevention of Insider Trading which came into force from immediate effect.

2. Applicability:

This Code is applicable to the Designated Persons of Axita and other Connected Persons as mentioned in this code.

3. Definitions:

- A. "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- B. "**Board**" means the Board of Directors of the Company.
- C. "**Company**" means Axita Cotton Limited.
- D. "**Compliance Officer**" means any senior officer, designated so and reporting to the Board of Directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under this Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as may be amended from time to time), 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in this Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as may be amended from time to time), under the overall supervision of the Board of Directors of the listed Company or the head of an organization, as the case may be. [Regulation 2(n)]

¹[Explanation - For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows];

E. Connected Person" means:

- i. Any person who is or has during the six months prior to the concerned act been associated with a 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 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 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 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

NOTE: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information. [Regulation 2(d)]

- F. **"Dealing in Securities"** means act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in Securities either as principal or agent.
- G. **Designated Persons(s)** shall include:
- i. Promoters and their Immediate Relatives;
 - ii. Directors of the Company;
 - iii. Key Managerial Personnel of the Company
 - iv. Every Employee in the grade of Assistant General Managers and above;
 - v. every Employee in the finance, accounts, secretarial, MIS and legal departments as may be determined and informed by the Compliance Officer;
 - vi. Permanent invitees to the meetings of the Board of Directors of the Company and committees of the Board of Directors of the Company (if any); and
 - vii. Such other persons as may be notified by the Compliance Officer from time to time on the basis of their role in the Company and their access to Unpublished Price Sensitive Information.
- H. **"Director"** means a member of the Board of Directors of the Company.
- I. **"Employee"** means every employee of the Company including the Directors (whether a whole time director or not) in the employment of the Company.
- J. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis, such as information published on the websites of stock exchanges.

K. **"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 dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

- a) Spouse
- b) Father
- c) Mother
- d) Brother
- e) Sister
- f) Son (including step-son)
- g) Daughter (including step-daughter)

L. **"Insider"** means any person who: [Regulation 2(g)]

i. A Connected Person; or

ii. In possession of or having access to Unpublished Price Sensitive Information.

Note: It may be clarified here that anyone in possession of or having access to unpublished price sensitive information should be considered an "insider" regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

M. **"Insider Trading Regulations"** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

N. **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.

O. **"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.

- P. **"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.
- Q. **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- R. **"Trading"** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- S. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- T. **"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, delistings, 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;

NOTE: It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

Words and expressions used and not defined in these regulations but defined in 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 rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

4. Compliance Officer:

- A. The Compliance Officer shall report on insider trading to the Board of Directors of the Company 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.
- B. The Compliance Officer shall assist all Designated Persons/Connected person in addressing any clarifications regarding the Insider Trading Regulations and the Company's Code of Conduct.

5. Prevention of "Unpublished Price Sensitive Information":

- A. 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.
- B. Provided that Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the company; or
 - not attracting the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated or is to be made generally available atleast two Trading Days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require all such parties to whom Unpublished Price Sensitive Information is either provided, made available or provided access, to execute agreements to obligate confidentiality and nondisclosure on the part of such parties of such information and keep all information so received confidential, except for the limited purpose for which the information was disclosed and shall not otherwise trade in listed Securities

or Securities proposed to be listed when in possession of Unpublished Price Sensitive Information.

C. Need to know:

- i. In clause above, "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 Compliance Officer.

6. Limited Access to Confidential Information:

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc., and the security details should be maintained confidentially.

7. Trading Restrictions:

Designated Person and Connected Persons designated on the basis of their functional role in the Company shall be governed by this Code.

8. Trading Plan:

A. An Insider who may be perpetually in possession of Unpublished Price Sensitive Information shall be entitled to formulate a trading plan for Trading in Securities ("Trading Plan") which are listed on any stock exchange or are proposed to be listed in a compliant manner 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 Trading Plan.

B. The Compliance Officer shall ensure that such Trading Plan shall:

- i. not entail commencement of Trading on behalf of the Insider earlier than six months from the public disclosure of the Trading Plan;
- ii. not entail Trading 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;
- iii. entail trading for a period of not less than twelve months;

- iv. not entail overlap of any period for which another Trading Plan is already in existence;
 - v. 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 not entail trading in Securities for market abuse.
- C. The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan as per provisions of the Insider Trading Regulations.
- D. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any Trade in the Securities outside the scope of the Trading Plan. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the Trading 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 of the Trading Plan. The commencement of such Trading 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 any 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.
- E. Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

9. Trading window:

- A. The Designated Persons and his/her Immediate Relatives and all Connected Persons shall trade in the Securities of the Company only during a specific trading period, ('Trading Window'), available for trading in the Company's Securities.
- B. The Compliance Officer shall close the Trading Window during the time any of the following information is unpublished and is likely to materially affect the price of the Securities of the Company:
 - (a) Financial results;
 - (b) Dividends;

- (c) Change in the capital structure;
 - (d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (e) Change in the Key Managerial Personnel;
 - (f) Material events in accordance with the listing regulations;
 - (g) Such other information as may be specified by the Compliance Officer.
- C. The Trading Window shall be, inter alia, closed 7 days prior to (or such period as the Compliance Officer determines that a Designated Person or his/her Immediate Relatives or any Connected Person can reasonably be expected to have possession of Unpublished Price Sensitive Information) and for a period of 48 hours thereafter.
- D. When the Trading Window is closed, the Designated Persons or his/her Immediate Relatives or any Connected Person shall not trade in the Company's Securities in such period.
- E. All Designated Persons and their Immediate Relatives and all Connected Persons shall conduct all their Trading in the Securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the periods when the Trading Window is closed, as referred to in Clauses above or during any other period as may be specified by the Company from time to time.
- F. In case of Employee Stock Options, the exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when a trading window is closed.
- G. The Compliance Officer shall intimate the closure of Trading Window to all the Designated Persons and Connected Persons of the Company when he determines that a Designated Person or class of Designated Persons or Connected Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates.
- H. The Compliance Officer after taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for reopening of the trading window, which in any event shall not be earlier than forty eight hours after the information becomes generally available.

- I. 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, analysts, consultants etc., assisting or advising the Company.

10. Pre-Clearance of Trades:

- A. All Designated Persons, who intend to deal in the Securities of the Company when the Trading Window is open and in any other listed Security or Securities proposed to be listed, if the value of the proposed trades exceeds the Trading Threshold, shall obtain a pre-clearance of the trading by them in such Securities from the Compliance Officer in the manner detailed below. However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information (including where the Trading Window is open) and hence he shall not be allowed to carry out Trading in such Securities.
- B. The pre-dealing procedure shall be hereunder:
- i. Any application may be made in the prescribed Form (**Form I as provided in Annexure 1**) to the Compliance Officer indicating the estimated number of Securities that the Designated Person intends to deal in, the details of the depository participant with which the Designated Person has an account, the details of the account maintained by the Designated Person with such Depository, the details of the Securities which are proposed to be Traded and such other details as may be required by any rule made by the Company in this behalf.
 - ii. The said application should be accompanied with an undertaking (**as provided in Annexure 2**). The said undertaking shall be executed in favor of the Company by such Designated Person incorporating, inter alia, the following clauses, in addition to clauses mentioned in **Annexure 2**, as may be applicable:
 - a) That the Designated Person does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - b) That in case the Designated Person has access to or receives "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 position and that he/she would completely refrain from dealing in the Securities till the time such information becomes public.
 - c) That he/she has not contravened the Code for Insider Trading as may be notified by the Company from time to time.
 - d) That he/she has made a full and true disclosure in the matter.

- iii. The Compliance Officer shall give its decision substantially in form provided in [Annexure 3](#).
- iv. All Designated Persons shall execute their order in respect of Securities within one week or such period after the approval of pre-clearance is given by the Compliance Officer.
- v. The Designated Person shall file within 2 (two) days of execution of the deal, the details of such deal with the Compliance Officer in the prescribed form (**Form II** as set out in [Annexure 4](#)). In case the transaction is not undertaken, a 'Nil' report to that effect shall also be filed.
- vi. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.
- vii. All Designated Persons who buy or sell any number of Securities pursuant to this Clause shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any 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.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- viii. The Compliance Officer shall maintain a grey list of Securities which shall be the basis for the approving or rejecting applications for preclearance of Trades.
- ix. The Compliance officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

11. Other Restriction:

- A. The disclosure to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes Trading decisions.

- B. The disclosures of Trading in Securities shall also include Trading in derivatives of Securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

12. Disclosure Requirements for Designated Persons

- a. Designated Persons shall be required to disclose, as set out in [Annexure 5](#), names and permanent account number or any other identifier authorized by law of the following persons to the Bank on an annual basis and as and when the information changes:
- (i) Immediate Relatives;
 - (ii) persons with whom the Designated Persons share a material financial relationship;
 - (iii) phone, including mobile numbers which are used by them.

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 (12) 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. Designated Persons shall also disclose, on a one time basis, the names of educational institutions from which such Designated Persons have graduated and names of their past employers (as set out in [Annexure 5](#)).
- c. Disclosure in [Annexure 5](#) shall be given by the designated person on Annual Basis and as and when, there is a change in the information provided except units holding.

13. Disclosure Requirements:

A. Initial Disclosure:

- (i) Every Designated Person shall, within thirty days of the Code taking effect in the Company, shall forward to the Company the details of all holdings in listed Securities or Securities proposed to be listed presently held by them including the statement of holdings of dependent family members in the prescribed Form ([Form III](#) as provided in the [Annexure 6](#)).
- (ii) Every person on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a promoter shall disclose his holding of listed Securities or Securities Proposed to be listed as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form ([Form B](#) as provided in [Annexure 7](#)).

B. Continual Disclosure:

- (iii) Every promoter, 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 in the prescribed Form (**Form C** as provided in **Annexure 8**) 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 Rs. Ten Lakhs.
- (iv) The disclosure in **Form C** shall be made within 2 working days of:
 - a) the receipt of intimation of allotment of shares, or
 - b) the acquisition or sale of shares or voting rights, as the case may be.
- (v) Disclosure by other Connected Person: Transactions by every other Connected Person in the prescribed Form (**Form D** as provided in **Annexure 9**) as indicated by the Company under Regulation 7(3).

14. Disclosure by the Company to Stock Exchange(s):

- i. Within 2 days of the receipt of intimation under clause 9.3, the Compliance Officer shall disclose to all stock exchanges on which the Securities of the Company is listed, the information received.
- ii. The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of five years.

15. Disclosure by other connected Persons:

Every connected persons shall make disclosures of holdings and trading in securities of the Company at such frequency as may be determined by the Company in order to monitor compliance with this regulations.

The Compliance officer shall report to the Board of Directors for the purpose of the code and in particular, shall provide reports to the Chairman of audit Committee and to the Chairman of the board annually.

16. Dealing with Analysts / Institutional Investors

The Chairman, Managing Director and Chief Executive Officer and Chief Financial Officer of the Bank shall interact with Analysts, Institutional and other Large Investors. The Compliance Officer and a Designated Employee shall be present while addressing the Analysts, Institutional or Large Investors.

No Unpublished Price Sensitive Information shall be disclosed to Analysts or Institutional and other Large Investors by such persons and only public information is provided to them.

17. Penalty for Contravention of code:

- 1) All Designated Persons and Insiders shall also ensure compliance with the PIT Regulations and this Code. Any Designated Person or Insider who trades in Securities or communicates any information for trading in Securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- 2) Any person who trade in Securities or communicates any information for Trading in Securities, in contravention of this code may be penalised and appropriate action may be taken by the Company.
- 3) The disciplinary action may include wage freeze, suspension, recovery, ineligibility for future participation in any schemes / plans of the Company like employees stock option, etc. and such amount collected shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992, as amended.
- 4) The action by Axita shall not preclude SEBI from taking any action for violation of this regulation.
- 5) In case of the Compliance Officer becoming aware of any violation by the Designated Persons, their Immediate Relatives or Insider of the PIT Regulations, the Compliance Officer must promptly inform the Stock Exchange(s), where the Securities are traded, or any other appropriate regulatory authority, as required, in the standardized format as prescribed by SEBI in Circular SEBI/HO/ISD/ISD/CIR/P/2019/82 dated July 19, 2019 (or in such form and manner as may be specified by SEBI from time to time) so that appropriate action may be taken.

18. Protection against retaliation and victimization

- a. The Board shall ensure that suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure Form (as defined and provided under the PIT Regulations), irrespective of whether the information is considered or rejected by the Board or he/ she is eligible for a reward under the PIT Regulations, by reason of:

- 1) filing a Voluntary Information Disclosure Form; or
- 2) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws (as defined under the PIT Regulations) or in any manner aiding the enforcement action taken by SEBI; or
- 3) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

For the purpose of this provision, "employee" means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form and is a Director, Partner, Regular or Contractual Employee, but does not include an Advocate.

- b. Notwithstanding anything contained herein, any employer in non-compliance with these provisions may be liable for penalty, debarment, suspension, and/or criminal prosecution by SEBI, as the case may be, provided that nothing in the PIT Regulations will require SEBI to direct re-instatement or compensation by an employer.

19. Authority to make Alterations

The Board is authorized to make such alterations to this Code as considered appropriate, provided that such alterations shall not be inconsistent with the provisions of the PIT Regulations and any other applicable law from time to time.

- * This code and any amendment thereto shall be available on the website of the Company.

Annexure 1**FORM I****SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL****Date:**

To,

The Compliance Officer,**Axita Cotton Limited**

Servey No. 324 357 358 Kadi Thol Road

Borisana Kadi Mahesana- 382715, Gujarat.

Dear Sir/Madam,

Application for Pre-dealing approval in Securities

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 _____ Securities as per details given below:

Sr No	Particulars	Remarks
1	Name of the applicant	
2	Designation	
3	Name of Security and SCRIP Code of the Security	
4.	Folio No./DP ID/ Client ID No.	
5.	The proposal is for	(a) Purchase of Securities (b) Subscription to Securities (c) Sale of Securities
6.	Proposed date of dealing in Securities	
7.	Estimated number of Securities proposed to be	
8.	Price at which transaction is proposed	
9.	Current Market Price (as on date of application)	

Sr No	Particulars	Remarks
10.	Whether the proposed transaction will be through stock exchange or off market deal	
11.	Folio No./ DP ID/ Client ID No. where the Securities will be credited / debited	

I / My immediate relatives are aware that I / We have to execute the trade in respect of securities of the company within one week after the approval of pre-clearance is given. If the order is not executed within the aforesaid period after the approval is given, I/We would have to pre-clear the transaction again.

Thanking you,
Yours faithfully,

(Signature of Designated Person)

AXITA COTTON

Annexure 2

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

Date:

To,
The Compliance Officer,
Axita Cotton Limited
Servey No. 324 357 358 Kadi Thol Road
Borisana Kadi Mahesana- 382715, Gujarat.

Dear Sir/Madam,

I, _____ of the Company residing at _____, am desirous of dealing in _____ * Securities as mentioned in my application, dated _____ ("Application"), for pre-clearance of the transaction.

I further declare that I am/was not in possession of or otherwise privy to any *Unpublished Price Sensitive Information* (as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code) on the date of the Application and am not in possession of or otherwise privy to any Unpublished Price Sensitive Information upto the time of signing this undertaking.

In the event that I have access to or received any information that could be constructed as "*Unpublished Price Sensitive Information*" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the Securities until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time. I undertake to submit the necessary report within four days of execution of the transaction/ a "Nil" report, if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

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

Date:

Name and Signature: _____

*Indicate number of shares

Annexure 3

FORMAT FOR PRE-CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

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

In case you do not execute the approved transaction / deal on or before the aforesaid date you will 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.

Yours faithfully,

For, Axita Cotton Limited

Compliance Officer

Date: _____

Place: _____

Encl: Format for submission of details of transaction.

Annexure 4

FORM II

FOR DISCLOSURE OF TRANSACTION

(To be submitted within 2 days of transaction / dealing in Securities)

Date:

To,
The Compliance Officer,
Axita Cotton Limited
Servey No. 324 357 358 Kadi Thol Road
Borisana Kadi Mahesana- 382715, Gujarat.

I / we hereby inform that

I / we have not traded in the security(ies) of Axita Cotton Limited during the financial year 2023-2024.

Or

I / we have traded in the security(ies) of Axita Cotton Limited during the financial year 2023-2024 and details are as mentioned hereunder,

Sr. No.	Name of holder or Name of Immediate Relative if transaction is in the name of immediate relative.	PAN	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID/CLIENT ID/ Folio no.	Price (Rs)

In connection with the aforesaid transaction(s), I / we hereby undertake to preserve, for a period of 8 years and produce to the Compliance Officer/ SEBI any or all of 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 agree that I / we shall not be entitled carry out a contra transaction to the transaction detailed in this letter for a period of six (6) months hereafter. In case there is any urgent need to carry out such transaction, I shall approach the Compliance Officer for necessary approval. However, I / we understand that the decision of the Compliance Office shall be final and binding. I / we 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).

Signature of Director/Employee: _____

Name of Director/Employee: _____

Employee Code: _____

Designation: _____

Company/Department: _____

Place: _____

Date: _____

AXITA COTTON

Annexure 5

DISCLOSURE - SHAREHOLDING AND IMMEDIATE RELATIVES, ETC.**(To be submitted within 2 days of transaction / dealing in Securities)**

Date:

To,
The Compliance Officer,
Axita Cotton Limited
 Servey No. 324 357 358 Kadi Thol Road
 Borisana Kadi Mahesana- 382715, Gujarat.

I, _____ S/o /D/o _____
 Director/Employee do hereby confirm and disclose that -

(i) The following persons are my Immediate Relatives*:

Sr. No.	Self and Name of the Immediate Relative	PAN	Relationship	Phone / Mobile No.	Shareholding
1.					
2.					
3.					
4.					

(ii) I have shared the material financial relationship[#] with following persons in the immediately preceding 12 months:

Sr. No.	Self and Name of the Immediate Relative	PAN	Relationship	Phone / Mobile No.	Shareholding
1.					
2.					
3.					
4.					

(iii) I also confirm that in case of any change in the abovementioned list in point (i) & (ii), I shall intimate the same within 2 days in writing to the Compliance Officer.

Signature of Director/Employee: _____

Name of Director/Employee: _____

Employee Code: _____

Designation: _____

Company/Department: _____

Place: _____

Date: _____

* **"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/units.

"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 excluding the relationships in which the payment is based on arm's length transactions."

Annexure 6

FORM III

SEBI (Prohibition of Insider Trading) Regulation, 2015

[Regulation 7(1)(a) read with Regulation 6(2)- Initial Disclosure to the Company]

Name of the Company: **Axita Cotton Limited**

ISIN of the Company: **INE02EZ01014**

Details of Securities held on appointment of Key Managerial Personnel (KMP) of Director or upon becoming a promoter of a listed company and other persons as mentioned in Regulation 6(2).

Date of Appointment of Director/ KMP or Date of becoming promoter:

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

AXITA COTTON

Annexure 7

FORM B

SEBI (Prohibition of Insider trading) Regulation, 2015[Regulation 7(1)(b) read with regulation 6(2)- Disclosure on becoming a Key Managerial Personnel / Director / Promoter / Member of the Promoter Group]

Name of the Company: Axita Cotton Limited

ISIN of the Company: INE02EZ01014

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact No.	Category of Person (Promoter / KMP / Directors /Immediate / Relatives/ Other, 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 Debenture 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 on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open interest of the Future Contracts held at the time of			Open interest of the Option Contracts held at the time of		
Contract specification	Number of Units (Contracts* Lot size)	Notional value in Rupee Term	Contract specification	Number of Units (Contracts* Lot size)	Notional value in Rupee Term
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:

AXITA COTTON

Annexure 8

FORM CSEBI (Prohibition of Insider trading) Regulation, 2015[Regulation 7(2) read with regulation 6(2)- Continual Disclosure]

Name of the Company: Axita Cotton Limited

ISIN of the Company: INE02EZ01014

Details of Changes in holding of Securities of Promoters, Employee or Director of Listed Company and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoter/Member of the Promoter group/ Designated Person/ 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 / Disposal 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.)	Exchange on which the Trade was executed
		Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights Entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. - Shares, Warrants Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation/ Invocation/ Others - please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place:

AXITA COTTON

Annexure 9

FORM D

SEBI (Prohibition of Insider trading) Regulation, 2015[Regulation 7(3)-Transaction 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 / Disposal 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.)	Exchange on which the Trade was executed
		Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights Entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. - Shares, Warrants Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation/ Invocation/ Others - please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of Trading in Derivatives on the Securities of the Company 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)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place: