



**TRIDENT TEXOFAB
LIMITED**

(CIN: L17120GJ2008PLC054976)

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

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

EFFECTIVE FROM 01ST APRIL, 2019

Trident Texofab Limited (“**The Company**”) is committed to fair disclosure of information about the Company without advantage to any particular person(s). The Company will adhere to the following principles for fair disclosure of Unpublished Price Sensitive Information relating to the Listed Company and/ or its securities without diluting the provisions specified in SEBI (Prohibition of Insider Trading Regulations), 2015, (“**Insider Trading Regulations**”).

1. The Company shall promptly make disclosure about any Unpublished Price Sensitive Information that would impact discovery no sooner than credible and concrete information comes into being and as soon as the information or the decisions are validated by the Board of Directors of the Company to BSE Limited (“**BSE**”) where securities of the company are listed and upload such information on the Company’s official website in order to make such information generally available to investors and members of the Company.
2. The Company shall make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure by disclosing the information to BSE, immediately, and simultaneously uploading the same on the Company’s website.
3. In case of selective disclosure of Unpublished Price Sensitive Information inadvertently or otherwise, the Company shall make prompt dissemination of such Unpublished Price Sensitive Information to ensure that such information is generally available.
4. The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
5. The Company Secretary & Compliance Officer of the Company shall act as the Chief Investor Relations Officer of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015 to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

The Chief Investor Relations Officer shall report to the Managing Director/Chief Executive officer.

6. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
7. The Company shall take reasonable steps to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences are generally available by uploading such transcripts and records available to the Company on the Company’s official website to ensure official confirmation and documentation of disclosures made.
8. Unpublished Price Sensitive Information shall be handled on a “need-to-know” basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company, who need the information to discharge their duty. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performances of duties or discharge of legal obligations.
9. The term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
10. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for the purposes of the Regulations and Company will give notice to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. PREAMBLE

- 1.1. This Policy is only an internal code of conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI Insider Trading Regulation to ensure compliance of the SEBI Act, Guidelines and other related statutes.
- 1.2. Trident Texofab Limited, the Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent the misuse of such information. The Company is committed to transparency, fairness in dealing with all the stakeholders and in ensuring adherence to all laws and regulations in force. Insider Trading - Code of Conduct was first adopted by the Board at a Meeting held on 03rd July, 2017. The Code of Conduct incorporates the amendments so as to align it with the new regulation i.e. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”).
- 1.3. The Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (the “**Regulations**”), seek to govern the conduct of insider, including directors, and other “connected persons” (as defined in the Regulations), in relation to the securities of the Company (this “**Code**” or the “**Code**”).
- 1.4. This Code is applicable to every Designated Persons of the Company (as defined below), their Immediate Relatives (as defined below) of Designated Persons and other connected persons (as defined in the Regulations) (together referred to as “**Designated Persons**”), and each such Designated Person has a duty to safeguard the confidentiality of all information obtained.

2. DEFINITIONS AND INTERPRETATIONS

Definitions

- 2.1. Terms used but not defined herein, shall unless the context requires otherwise have the meaning assigned to them below:

“Act” or “SEBI Act” means the Securities and Exchange Board of India Act, 1992.

“Board” or “Board of Directors” means the Board of Directors of the Company or any Committee thereof;

“Code” or “Code of Conduct” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Trident Texofab Limited as amended from time to time.

Company means Trident Texofab Limited

Compliance Officer means any senior officer, designated so and reporting to the Board of Directors and head of the organization in case of the board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under this regulation and who shall be responsible for 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 the Regulations under the overall supervision of the Board of Directors or head of an organization.

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 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 direct or thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorised 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.

Dealing in Securities means subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities either as principal or agent;

Designated Persons means: (a) All directors of the Company;
(b) All employees of the rank of General Manager and above of the Company;
(c) All employees of the rank of Manager and above in the finance and accounts, legal and secretarial and internal audit function/department.
(d) Such other persons as may be identified by Compliance officer.

Director means a member of the Board of Directors;

Employee means every employee of the Company including the Directors in the employment of the Company;

Financial results mean the quarterly, half yearly or annual financial statements of the Company;

Generally Available Information means information that is accessible to the public on non-discriminatory basis;

Immediate Relative for the purpose of this Code 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;

Insider means any person who is (a) a "Connected Person" or (b) any person in possession of or having access to Unpublished Price Sensitive Information;

Key Managerial Person means person as defined in Section 2(51) of the Companies Act, 2013;

Listing Agreement means the listing agreements entered into/to be entered into by the Company with the stock exchanges, as amended;

Prohibited Period means the period of time when the trading Window is close and as specified in clause 5;

Promoter shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

SEBI means the Securities and Exchange Board of India;

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;

Takeover regulations mean the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

Trading means Dealing in Securities of the Company;

Specified Persons means the Directors, Connected persons, the Insiders, the Designated Persons, Promoters and their immediate relatives collectively

Trading Window means the period of time when trading is allowed; and

“Unpublished Price Sensitive Information”-(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 include but not restricted to, information relating the following: -

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel.
- Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

Words and expressions used and not defined in this Code but defined in the Regulations, Act, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or the Depositories Act, 1996 (22 of 1996) shall have the meanings respectively assigned to them in those legislations, as amended from time to time.

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 during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”

Interpretations

2.2. This Code shall be interpreted as follows:

- 2.2.1.** terms that have not been defined in the Code shall have the meaning assigned to them in the Regulations;
- 2.2.2.** this Code can be modified/amended/alterd only by the Board of Directors subject to the condition that such alteration shall not be inconsistent with the provisions of the Regulations;
- 2.2.3.** reference to a statute or a statutory provisions includes to the extent applicable at any prevalent time: (a) that statute or statutory provision as from time to time consolidated, modified, re-enacted, replaced by any statute or statutory provision; and (b) any subordinate legislation or regulation made under the relevant statute or statutory provision;

2.2.4. Unless the context otherwise requires, all words (whether gender specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders and words importing the singular include the plural and vice-versa; and

2.2.5. Any reference to a person includes any individual, firm, corporation, partnership, company, trust, association, joint-venture, government or agency or political subdivision thereof or other entity of any kind, whether or not having separate legal personality. A reference to any person in this Code shall when the context permits include such person's executives, administrators, heirs, legal representatives and permitted successors and assigns.

3. **COMPLIANCE OFFICER**

3.1. The Company has designated the Company Secretary as the Compliance Officer. The Compliance Officer shall report to the Board of the Company and in particular, shall provide reports once in a year to the Chairman of the Board.

3.2. The Compliance Officer shall be responsible for, *inter alia*, the following;

3.2.1. maintenance of records required under the Regulation including (i) the record of Designated Persons substantially and any changes made in the list of Designated Persons; and (ii) a record of declarations for a minimum period of five years;

3.2.2. in consultation with the Chairman of the Company and as directed by the Board, the specification and announcement of a prohibited period;

3.2.3. maintenance of record of Prohibited Periods specified from time to time; and

3.2.4. Setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, approval of the trading, plan pre-clearing of Designated Persons, monitoring of trading and the implementation of this Code under the overall supervision of the Board.

4. **UNPUBLISHED PRICE SENSITIVE INFORMATION**

Preservation of Unpublished Price Sensitive Information

4.1. Designate Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities.

Need to Know

4.2. All information is to be handled within the Company on a "need-to-know" basis and no Unpublished Price Sensitive Information should be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

Limited access to confidential information

4.3. Files containing confidential information shall be kept secured. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted/destroyed after its use. No such related documents should be kept lying at any place accessible to other employees/persons.

4.4. If any Designated Person wants to cross the "Chinese Wall", they shall seek permission from the Compliance Officer in writing stating the reasons/justification for doing so, which permission shall be obtained from the Board. The Compliance Officer shall require such Designated Person to produce an undertaking or enter into agreements to ensure confidentiality and that the information will not be shared with any other person except as permitted and neither he nor the person with whom the information is shared or their Immediate Relatives shall trade in or induce others to trade in the Securities of the Company.

5. PROHIBITION OF INSIDER TRADING

Prohibition

5.1. No insider shall:

5.1.1. Trade in Securities of the Company, either on their own behalf or on behalf of any other person when in possession of any Unpublished Price Sensitive Information; or

5.1.2. Communicate, provide or allow access to any Unpublished Price Sensitive Information or Securities listed or proposed to be listed to any person including other insiders except where such communication is for legitimate purposes, performance of duties or discharge of legal obligations.

Trading plan

5.2. An Insider shall be entitled to formulate a trading plan 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 and subject to the Regulations.

Trading Restrictions

5.3. Designated Persons shall not indulge in Trading during a Prohibited Period.

5.4. The following events shall trigger a prohibited period, the duration of which shall be in accordance with clause 5.5 below:

5.4.1. declaration of financial results;

(Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.)

5.4.2. declaration of dividends, whether interim or final;

5.4.3. issue of securities by way of public issue, rights issue or bonus issue;

5.4.4. acquisition, amalgamation, merger, de-merger, take-over of companies/businesses, delisting, disposals or expansion of business, new projects or such other transactions in respect of the Company;

5.4.5. buy-back and splitting of Securities or any other change in capital structure;

5.4.6. changes in key managerial personnel;

5.4.7. any change in policies, plans or operations of the Company;

5.4.8. material events in accordance with the Listing Agreement.

5.5. The Prohibited Period shall begin on earlier of (i) seven days before the day on which the meeting of the Board of Directors is proposed to be held to consider the events set out in Clause 5.4; and (ii) the date of circulation of agenda papers pertaining to any of the events set out in Clause 5.4 above. The Trading Window shall open 48 hours after the close of the board meeting at which decisions in respect of the above events is made public, whichever is later, or at a later date as may be determined by the Compliance Officer. The Company shall intimate the beginning of the Prohibited Period to all Designated Persons in the form annexed hereto as Annexure I. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.”

- 5.6. Designated Persons shall undertake trading only when the trading window is open and shall not trade during the Prohibited Periods or all other periods 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.
- 5.7. Options under an ESOP may be exercised during a Prohibited Period. However sale of Securities allotted on exercise of such options shall not be allowed during a Prohibited Period.

Pre-clearance or pre-dealing of Trading

- 5.8. Designated Persons who intend to undertake Trading when the Trading Window is open, in 3,99,587 or more equity shares of Rs.10/- each of the Company in a single day, shall pre-clear the transactions as per pre-dealing procedure as described below. In case of change in face value of share of the Company in future, the limit for taking pre-clearance shall change accordingly.
- 5.9. An application for pre-clearance of Trading shall be made out to the Compliance Officer substantially in the form set out in Annexure II.
- 5.10. The application shall incorporate, *inter alia*, the following clauses:
- 5.10.1. the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the Securities in such depository mode and such other details as may be required by the Compliance Officer;
- 5.10.2. An undertaking (as per Annexure III) shall be executed in favour of the Compliance Officer and the Company, by such Designated Person which shall *inter alia* state that the applicant is not in possession of any Unpublished Price Sensitive Information.
- 5.11. The Compliance Officer shall on receiving an application for pre-clearance provide the relevant Designated Person with an acknowledgement on duplicate of the application.
- 5.12. If the application for pre-clearance has been duly completed in accordance with Annexure II and Annexure III, the Compliance Officer shall grant approval, at his sole discretion, within (2) working days from the date of acknowledgement substantially in the form set out in Annexure IV.
- 5.13. the Compliance Officer shall retain copies of all applications and acknowledgements.

Other Restrictions

- 5.14. Within one week of the grant of pre-clearance approval under clause 5.12, the relevant Designated Person shall complete the proposed transaction in respect of which such approval was granted. If such transaction is not completed within the period of one week, the relevant Designated Person must seek a fresh pre-clearance in accordance with the Code.
- 5.15. The Designated Person shall make declarations of pre-clearance transactions substantially in the form set out in Annexure VI. Even in cases where the transaction has not been undertaken, the same should be reported by the Designated Person in the above format together with reasons for non-execution of the trade. The Compliance Officer shall provided in relation to the non-execution of trades by Designated Persons who have secured pre-clearance.
- 5.16. Designated Persons who trade in any Securities of the Company shall not execute a contra trade during the next six months following the prior transaction. To the extent permitted under the Regulations, the Compliance Officer may, in his discretion, grant relaxations from this restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. In case a contra trade is executed inadvertently or otherwise in violation of such restriction the profit from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the investor protection and education fund administered by it under the SEBI Act. In case of subscription for Securities in the primary market (IPO) and to the extent required under the Regulations, Designated Persons shall hold their

investments for a minimum period of 30 days commencing from the allotment of the relevant Securities to such Designated Persons.

- 5.17. For the avoidance of doubt, equity shares allotted or granted to designated Persons pursuant to an ESOP shall not be subject to the restrictions on holding securities prescribed herein.

6. **DISCLOSURES**

6.1 **Initial Disclosure**

Every promoter, key managerial personnel and director of the company and any other person for whom such persons takes trading decisions shall disclose his holding of securities of the company as on the date of these regulations taking effect within thirty days in Form A;

Every person on appointment as a key managerial personnel or a director of the company or Designated Persons or upon becoming a promoter shall disclose his holding of securities of the company and any other person for whom such persons takes trading decisions 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.

6.2 **Continual Disclosure**

Every promoter, designated Persons and director of company and any other person for whom such persons takes trading decisions 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 such other value as may be specified by the Compliance Officer from time to time in Form C;

6.3 **Disclosure by the Company to the Stock Exchange(s):**

The company shall notify the particulars of such trading as mentioned in clause 6.2 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.

6.4 **Disclosure of Information by Designated persons:**

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- (a) immediate relatives
- (b) persons with whom such designated person(s) shares a material financial relationship
- (c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

7. **RECORDS OF DISCLOSURES RECEIVED BY THE COMPANY**

- 7.1. The Compliance Officer shall maintain records of all declarations in the appropriate form made by the Designated Persons for a minimum period of five years. The Compliance Officer shall also maintain a record of the Designated Persons and any changes made in the list of the Designated Persons.

- 7.2. The Compliance Officer shall place before the Managing Director of the Company on a monthly basis, all the details of the dealing in the Securities by the Designated Persons of the Company together with the accompanying documents provided by the Designated Persons in accordance with this Code.

8. PENALTIES FOR CONTRAVENTION

- 8.1. Designated persons who violate the Code shall be subject to appropriate Disciplinary Action.
- 8.2. The Disciplinary Action include recovery, clawback, suspension, wage freeze etc. taken by the Company shall not prohibit SEBI from taking any action if a violation of this Code also results in a violation of the Regulations.

9. INFORMATION

Where there is a violation of the Regulations, the Compliance Officer or the Company shall immediately inform SEBI about such violation.

GENERAL

All Specified Persons are advised to review this Code and the Regulations carefully and acquaint themselves with all the provisions contained therein.

ANNEXURE I

DRAFT OF E-MAIL FOR INTIMATING CLOSURE OF TRADING WINDOW

Subject: Urgent: Insider Trading- Restrictive period

To: All Directors/Designated Persons/Employees of the Company,

The Board meeting for approving____ shall be held in the _____ week of _____20 ____.

In view of this, as per the Code, I request all of you to refrain from trading in the Company's securities with immediate effect till the expiry of 48 hours after the public announcement of _____is made.

Any contravention of the above will be offence under the SEBI Act, 1992 and Regulations made there under and punishable with penalty which shall not be less than ten lacs rupees but which may extend to twenty-five Crores rupees or three times the amount of profits made out of such failure, whichever is higher./-

I request all of you to review the Code, which is available on the Company's intranet/website.

In case you have any doubts, please contact me: Tel: _____ Email: _____ or Mr. _____ Tel: _____ Email: _____.

Thank you for your co-operation in this regard,

ANNEXURE II

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADE IN SECURITIES

Date:

To,
The Compliance Officer,
Trident Texofab Limited
2004, 2nd Floor, North Extension,
Falsawadi, Begumpura, Nodh- 4/1650,
Sahara Darwaja, Surat, Gujarat- 395003

Dear Sir/Madam,

Application for pre-clearance of trade in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code, I seek approval to purchase/ Sale/ subscription of _____ Securities of the Company as per details given below:

1	Name of the Applicant		
2	Designation		
3	Number of securities held as on date(including through immediate relatives)		
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 dealt		
8	Price at which the transaction is proposed		
9	Current market price (as on date of application)		
10.	Name of the immediate relative and relation if the transaction is in the name of the immediate relative		
11	Whether the proposed transaction will be through stock exchange or off-market deal		
12	Folio no./DP ID/ Client Id No. where the securities will be credited/debited.		

I enclose here with the form of Undertaking signed by me.

Yours faithfully

(Signature of Employee)

Name:

Designation:

ANNEXURE III

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

UNDERTAKING

Date:

To,
The Compliance Officer,
Trident Texofab Limited
2004, 2nd Floor, North Extension,
Falsawadi, Begumpura, Nodh- 4/1650,
Sahara Darwaja, Surat, Gujarat- 395003

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

I hereby declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in this Code up to the time of signing this Undertaking.

I further declare that I cannot be deemed to be in possession of or otherwise privy to any Unpublished Price Sensitive Information for the reason that _____

In the event that I have access to or receive any information that could be construed 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 of the Company until such information becomes public.

I declare that I shall hold the Securities for a minimum period of 6 months from the date of purchase and shall not enter into opposite transaction within 6 months/I have complied with the requirement of the minimum holding period of 6 months with respect to shares sold.

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 two 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 trading days of the receipt of approval failing which I shall seek fresh pre-clearance and shall not execute my order until such pre-clearance is obtained.

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

Signature: _____

Name: _____

Designation: _____

* Indicate number of shares

ANNEXURE IV

FORMAT FOR PRE-CLEARANCE ORDER

To,
Name
Designation
Place:

This is to inform you that your request for dealing in ___(numbers) Securities 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 trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date 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 trading days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil ' report shall be necessary together with reasons for non-execution of the trade.

Yours faithfully,
For TRIDENT TEXOFAB LIMITED

COMPLIANCE OFFICER
Date: _____

Encl: Format for submission of details of transaction

ANNEXURE V

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 trading days of transaction /dealing in securities of the Company)

To,
The Compliance Officer,
Trident Texofab Limited
2004, 2nd Floor, North Extension,
Falsawadi, Begumpura, Nodh- 4/1650,
Sahara Darwaja, Surat, Gujarat- 395003

I hereby inform that I (including through my Immediate Relative)

- have not bought / sold/ subscribed any securities of the Company for the following reasons_____
- have bought/sold/ subscribed to _____securities as mentioned below on__(date)

Name of holder	No. of securities dealt with	Bought/sold/ subscribed	DP ID/Client ID /Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

- i. Broker's contract note.
- ii. Proof of payment to/from brokers
- iii. Extract of bank passbook/statement(to be submitted in case of demat transaction)
- iv. 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 along with reasons in writing. (Applicable in case of purchase / subscription).

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

Date:

Signature:

Name:

Designation:

FORM A
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: Trident Texofab Limited

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director 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)	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 Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For 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
1	2	3	4	5	6	7		

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

Signature:

Designation:

Date:

Place:

FORM B
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: Trident Texofab Limited

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 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 at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For 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
1	2	3	4	5	6	7		8	

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

Signature:

Designation:

Date:

Place:

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

Name of the company: Trident Texofab Limited

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 (Promoter/ KMP / Directors/ immediate relatives/ other etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of Shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	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)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:

**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT
PERSONNEL CODE OF CORPORATE DISCLOSURE PRACTICES**

[Under Regulation 46(2) (d) of the SEBI(Listing obligations and Disclosure Requirements) Regulations 2015]

The SEBI (Listing Obligations and Disclosure Requirements) 2015 mandates every listed company to formulate a code of conduct for its board of directors and senior management on its website.

Applicability

This code of conduct (“Code”) has been prepared in accordance with the Listing Regulations and shall apply to the board of directors and certain members of the senior management of Trident Texofab Limited (the “Company”) and same shall be affirm by them on annual basis.

For the Purpose of the above “Senior Management” shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer

Code of Conduct

The Board of Directors and Senior Management of the Company should:

- Demonstrate the highest standards of integrity, business ethics, and corporate governance.
- Perform their roles with competence, diligence, in good faith and in the best interests of the Company.
- Provide expertise / experience in their areas of specialization and share learnings at Board Meetings with best interests of the Company and its Stakeholders in mind. They should guide the Company's Management in the 'right' direction based on their experience and judgement.
- Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the Management. They should call for additional information, where necessary, for making such judgements.
- Not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to it. Any situation that creates a conflict of interest between personal interests and the Company and it's Stakeholders' interests must be avoided at all costs.
- Follow all the guidelines put forth in the Code of Conduct for Prevention of Insider Trading.
- Not disclose any confidential / privileged information of the Company and should direct• any media queries or approaches to the appropriate spokesperson within the Company.

Duties of Independent Director

The Independent Directors shall:

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- Strive to attend all Meetings of the Board of Directors and of the Board Committees of which he / she is a member;

- Participate constructively and actively in the Committees of the Board in which they are Chairpersons or Members;
- Strive to attend the General Meetings of the Company;
- Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board Meeting;
- Keep themselves well informed about the Company and the external environment in which it operates;
- Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- Ascertain and ensure that the Company has an adequate and functional Vigil Mechanism / Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- Acting within his/her authority, assist in protecting the legitimate interests of the Company, Shareholders and its Employees;
- Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations 2018 mandates every listed company to formulate written policy and procedures for inquiry in case of leak of unpublished price sensitive information, which shall be approved by board of directors of the company and accordingly initiate appropriate inquires on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquires and results of such inquires.

SCOPE OF THE POLICY

The policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company; The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any promoter, director, key managerial person, Insider, employee, designated person, or any other known or un-know person(s) with any un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors’ / financiers’ confidence in the company;

DEFINITIONS

Chief Investor Relation Officer (“CIO”) shall mean the Company Secretary and Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Unpublished Price Sensitive Information”-(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 include but not restricted to, information relating the following: -

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel.
- Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

Insider means any person who is (a) a “Connected Person” or (b) any person in possession of or having access to Unpublished Price Sensitive Information;

Duties of Chief Investor Relations Officer

The CIO shall be responsible to;

- Oversee the Compliance of this policy.
- Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.
- Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee

Disclosure of actual of suspected leak of UPSI to Stock Exchanges:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, The CIO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed.

Report of actual of suspected leak of UPSI to SEBI:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, The CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI.

Investigation and procedure for enquiry:

The Board of Directors along with Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by them initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

The following shall be the duties while initiating enquire:

- (a) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and
- (b) To authorize any person to collect necessary support material; and
- (c) To decide disciplinary action thereon

On becoming aware of sue moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-known person, the CIO after informing the same to the Managing Director or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure

(a) Preliminary enquiry

Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action. The Enquiry Committee shall appoint and / or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

(b) Report of Preliminary Enquiry to the Board:

The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Board within 7 days from the date of his appointment on this behalf.

(c) Disciplinary Action

The Disciplinary action(s) shall include, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Board.

Amendment

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy. This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or reenactment thereto.