

WINSOME YARNS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 which are effective from 15th May 2015, the Board of Directors of Winsome Yarns Limited formulated the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (*hereinafter referred as “Code”*) in pursuance to regulations 8(1) of aforesaid regulations. The Code aims to provide a framework of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (*hereinafter referred as “UPSI”*) which may impact the price discovery in the market for the securities of the Company listed on the stock exchanges. The said code is also uploaded on the website of the Company i.e. www.winsomegroup.com

“CODE OF UPSI”

Unpublished price sensitive information (UPSI) means any information, relating to a Company or its securities, directly or indirectly, that is not generally available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 including but not restricted to, information relating to the following:-

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisition, delistings, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnels; and
- (vi) Material events in accordance with the listing agreement.

The words, terms and expansion used in the Code shall have the same meaning as given in Regulation 2 of Chapter I of SEBI (Prohibition of Insider Trading) Regulations, 2015.

1. Prompt public disclosure of Unpublished Price Sensitive Information.

- i. There shall be prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii. There shall be uniform and universal dissemination of UPSI to avoid selective disclosure.
- iii. There shall be prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

2. Chief Investor Relations Officer

- i. The Company Secretary of the Company has been designated as Chief

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Investor Relations officer of the Company who shall deal with dissemination of information and disclosure of UPSI.

3. Responding to Market Rumors

- I. The Company shall always endeavor to provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

4. Sharing of information with Analysts and Research Personnel

- i. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- ii. Whenever the Company proposes to organize meeting with analysts and other investor relations conferences, the Company shall post relevant information/record on its official website after every such meeting/conference.

5. Sharing of Unpublished Price Sensitive Information on need-to-know basis

- i. All unpublished price sensitive information shall be handled on a need-to-know basis only to those persons who need the information for legitimate purposes to discharge their duty or legal obligations.
- ii. The Board of Directors may also establish further rules/regulations and procedures from time to time to give effect to the intent of this code and to further the objective of good corporate governance.

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