

**Standard Shoe Sole and Mould India Limited**  
**Policies in respect of Insider Trading**

1

## **POLICIES IN RESPECT OF INSIDER TRADING**

### **INTRODUCTION**

Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and SEBI Circular dated:11-05-2015, Standard Shoe Sole and Mould India Limited ('the Company') is required to formulate a Code of Fair Disclosure, Code of Conduct, Code of Internal Procedures for Regulating, Monitoring and Reporting of trading by Insiders for prevention of insider trading by Promoters / Directors / Designated Employees / Connected Person of the Company, in relation to the securities of the company. Accordingly, the Board of Directors ("the Board") of the Company has adopted and formulated Codes, in compliance with the applicable regulations of the SEBI and the Listing Agreement.

### **APPLICABILITY**

This Code of Conduct for Prevention of Insider Trading, Code of Fair Disclosure and Code for Regulating, Monitoring and Reporting of trading by Insiders are applicable on all employees and other connected persons who have access to or could have access to unpublished price sensitive information about the Company. Such persons are required to comply with this Code and to make the necessary disclosures as per Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as adopted by the Company.

The following employees and any Connected Persons designated on the basis of their functional role ("Designated Persons") in the organization and shall be governed by this Code which governs dealing in Securities. In addition to the Connected Persons, the Board has, in consultation with the Compliance Officer, specified the following persons to be considered as Designated Persons:

- a) All directors on the board of directors of the Company;
- b) President/Chief Executive Officer and Officer(s) of the Company;
- c) All employees of the Company having access to such informations; and
- d) Any employee in Finance, Information Systems, Legal or Secretarial Department of the Company.

### **DEFINITIONS**

1. "Act" means the Securities and Exchange Board of India (SEBI) Act, 1992 (15 of 1992), Rules framed thereunder and any amendments thereto;

## Standard Shoe Sole and Mould India Limited Policies in respect of Insider Trading

2. "Company" means Standard Shoe Sole and Mould India Limited.
3. "Board of Directors" or "Board" means the collective body of the Directors of the Company;
4. "Code" means this Code of Conduct for Prevention of Insider Trading.
5. "Compliance Officer" Compliance Officer shall mean 'Company Secretary/ Deputy Company Secretary" of the Company and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
6. "Connected Persons" means any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, Officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access. Generally, the following persons shall be deemed to be connected persons unless the contrary is established:
  - (a) an immediate relative of connected persons;
  - (b) a Holding Company or Associate Company or Subsidiary Company of the Company; or
  - (c) an intermediary as specified in Section 12 of the Act; 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 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;
7. "Designated Persons" means :
  - a) All Directors;

- b) Key Managerial Personnel (KMP's) as per Companies Act, 2013
- c) All employees of Manager cadre and above;
- d) Promoters/Promoter Group of the Company;
- e) Persons in contractual, fiduciary or advisory relationship with the Company i.e. consultants, retainers, auditors, law firms, analysts etc.
- f) Other persons as designated by the Board of Directors in consultation with Compliance Officer of the Company, from time to time; and
- g) Immediate relatives of persons covered under clause (a) to (f) above.
8. "**Immediate relative**" means 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;
9. "**Insider**" means any person who is:
- a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information;
10. "**Promoters/ Promoter Group**" means the Promoters/ Promoter Group as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and as amended from time to time.
11. "**Key Managerial Personnel**" Key Managerial Personnel shall have the meaning assigned to it under the Companies Act, 2013
12. "**Officer**" shall have the meaning assigned to it under the Companies Act, 2013.
13. "**Specified Persons**" means all Directors, Employees and Connected Persons of the Company (including all Designated Persons)
14. "**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
15. "**Stock Exchange**" shall mean National Stock Exchange of India Limited, BSE Limited and any other stock exchange(s) on which the securities of the Company are listed for the time being.
16. "**Trading**" means and includes subscribing, buying, selling, dealing (including pledging), or agreeing to subscribe, buy, sell, deal in any securities of the Company and "trade" shall be construed accordingly ;
17. "**Trading Day**" means a day on which the recognized stock exchanges are open for trading.
18. "**Unpublished Price Sensitive Information**" means any information, relating to the 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

## Standard Shoe Sole and Mould India Limited Policies in respect of Insider Trading

- expansion of business and such other transactions; (v) changes in Key Managerial Personnel; (vi) material events in accordance with the listing agreement; and (vii) Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.
19. "Employee" means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company
20. "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges.

Words and expressions used and not defined in the Code but defined in the Regulations, 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.

### **DETAILS**

Keeping in view Schedules A and B of the Insider Trading Regulations, the following two parts (enclosed) shall apply:

PART I: Code of conduct to regulate, monitor and report Trading by Insiders - formulated to align with Schedule B of Insider Trading Regulations.

PART II: Code of practices and procedures for fair disclosure of unpublished price sensitive information formulated to align with Schedule A of Insider Trading Regulations.

### **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING FOR 'DESIGNATED EMPLOYEES'**

#### 1. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION" AND PROHIBITION TO DEAL/BUY/SELL/PLEDGE ETC SECURITIES OF THE COMPANY BY INSIDERS

- a) The insiders 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 Dealing, purchase or sale of securities.
- b) The insiders when in possession of any unpublished price sensitive information pertaining to the Company shall not:
  - Deal/Buy/sell securities of the Company, either on their own behalf or on behalf of any other person.

# Standard Shoe Sole and Mould India Limited

## Policies in respect of Insider Trading

5

- Communicate, counsel or procure any unpublished price sensitive information to/ from any person.

### **2. NEED TO KNOW**

Unpublished Price Sensitive Information is to be handled on a "need to know" basis i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their official duties.

A Chinese wall exists between members of respective departments and of the rest of Company. This Chinese wall is designed to isolate activities of one department from other in order to restrict the dissemination of information obtained by the respective departments/ members on a "need-to-know" basis.

This Chinese wall is supported by the following procedures: Physical separation of each Department; Limiting computer access to the Inter-department network; Restriction on access to data via pen drives, external hard drives etc;

### **3. LIMITED ACCESS TO CONFIDENTIAL INFORMATION**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

### **4. RESTRICTION TO DEAL/ BUY / SELL/ PLEDGE ETC SECURITIES**

a. The Designated Persons shall not deal/ buy/sell/ pledge etc securities of the Company during Closure of the 'Trading Window', i.e. the period during which trading in the securities of the Company is prohibited. The Designated persons shall conduct all their dealings in the securities of the Company only during an open trading window and shall not deal in any transaction involving the purchase/ sale/ pledge etc of the Company's securities during the periods when the trading window is closed.

b. The closure of trading Window for the purposes for which a specific notice/ intimation is required to be given to Stock Exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any Unpublished Price Sensitive Information is given to Stock Exchange. However, if the circumstances so warrants, the time for closing of trading window may be increased or decreased by the Compliance Officer. The Trading Window shall be opened on third calendar day from the day on which the Price sensitive information is communicated to the Stock Exchange and becomes generally available.

**Standard Shoe Sole and Mould India Limited**  
**Policies in respect of Insider Trading**

- c. The closure of the trading window for the purposes for which no specific notice/ intimation is required to be given to Stock Exchange shall be advised by the Compliance Officer of the Company, while the Trading Window shall be opened on third calendar day from the day on which Price sensitive information is communicated to the Stock Exchange and becomes generally available.
- d. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale/pledge of shares allotted in exercise of ESOPs shall not be allowed when trading window is closed.
- e. Designated Persons who deal, buy or sell any number of shares of the Company, 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. However, the Compliance Officer(s) is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. If a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act. The application for this approval should be made to the Compliance Officer(s) in format specified in Annexure I.
- f. All Designated persons, who intend to deal in Company's securities (themselves or through immediate relatives) during the period other than trading window closure, are required to obtain the pre-clearance of the proposed acquisition/purchase/ sale/pledge transactions as per the procedure described hereunder, if the said transaction of the securities of Company is in excess of 10,000 in number or Rupees One Lacs in market value, whichever is lower, in transaction(s) in a single day. In case of dealing by Compliance Officer(s), pre-clearance from Whole Director shall be required. An application stating, inter alia, the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has security account and the details as to the securities already held etc, for pre-clearance shall be made to the Compliance Officer of Company in the format specified in Annexure I. An undertaking shall also be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:
  - i) That the said Designated Person or his immediate relative does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
  - ii) That in case the said Designated Person or his immediate relative has access to or receives "Price Sensitive Information" after signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer(s) of the change in his position and that

## Standard Shoe Sole and Mould India Limited Policies in respect of Insider Trading

7

he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

- iii) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
- iv) That he/she has made a full and true disclosure in the matter.

g. The Compliance Officer(s) will scrutinize the application within 2 working days of submission and communicate the approval/ refusal (alongwith reasons therefore) to the applicant. In the absence of the Compliance Officer(s), the preclearance application will be decided upon by the Whole Time Director.

h. In case any transaction has been refused, the Designated Person shall be free to re-apply for pre-clearance of the transaction, which was refused, to Chairman of Audit Committee of the Company. The decision of Chairman of Audit Committee in this regard shall be final.

i The pre-clearance approval shall be valid only for seven calendar days from the date of communication and shall lapse thereafter. If the transaction is not consummated within seven calendar days from the approval date, the Designated Person will be required to follow the process of pre clearance again. However the Compliance Officer(s) shall have the right to revoke the clearance granted, before the relevant transaction has been consummated, if considered necessary.

j The requirements of pre- clearance of a proposed transaction shall not apply in the following cases:

- i) In the event of participation of a public event i.e. a rights or a bonus issue.
- ii) In the case of any acquisition of shares through transmission or inheritance, or like mode.
- iii) By way of any court settlement or award thereof.

### 5. TRADING PLAN

The Designated Persons, who are perpetually in possession of unpublished price sensitive information, shall have an option to formulate their trading plan and present the same to Compliance Officer(s) for approval. Upon approval of Trading Plan, the Compliance Officer(s) shall notify the same to Stock Exchanges where securities of the Company are listed. The Compliance Officer(s) shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and may seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

The Trading plan shall comply with following requirements:

- a) Trading/Dealing in securities will commence after six months of public disclosure of trading plan.

**Standard Shoe Sole and Mould India Limited**  
**Policies in respect of Insider Trading**

8

- b) No Trading/Dealing between twenty (20) trading days prior to last day of any financial period for which results are required to be announced and till second(2) trading day after disclosure of financial results.
- c) Trading plan should be for a period of atleast 12 months and there should not be any time overlapping in two trading plans.
- d) Trading plan shall set out either the value of trades to be effected or number of securities to be traded alongwith the nature of trade and the intervals at or the dates on which such trades shall be effected.
- e) The Trading should not entail/result in market abuse.
- f) The trading plan once approved shall be irrevocable & the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

**TRADING WINDOW**

All employees/Designated Persons shall be subject to Trading restrictions enumerated below:

- a. Employees/Designated Persons may execute trades subject to compliance with this Code. The Company shall specify a Trading period, to be called “Trading Window”, for Trading in the Company’s Securities. The Trading Window shall be closed during the time the Unpublished Price Sensitive Information is unpublished. The time for commencement of closing and re-opening of Trading Window shall be decided by the Compliance Officer of the Company.
- b. Additionally, employees/ Designated Persons and their Immediate Relatives shall purchase or sell any security of the Company during a valid Trading Window period and shall not deal in any transaction involving the purchase or sale of the Company’s Securities during the period when the Trading Window is closed or during any other period as may be specified by the Company from time to time.
- c. The Trading Window shall be, inter alia, closed at the time of:- a. Declaration of financial results; b. Declaration of dividends; c. Change in capital structure; d. Mergers, de-mergers, acquisitions,

- delisting, disposals and expansion of business and such other transactions; e. Changes in key managerial personnel; and f. Material events in accordance with the listing agreement.
- d. No employee/Designated Persons shall purchase or sell any type of Security of the Company while in possession of Unpublished Price Sensitive Information relating to the Securities of the Company
  - e. The Trading Window restrictions 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.
  - f. In the case of ESOPs, exercise of option may be allowed in the period when the Trading Window is closed, under a trading plan. However, sale of Securities allotted on exercise of ESOPs in the market shall not be allowed when Trading Window is closed.

**DISCLOSURES**

<u>Periodicity of Disclosure</u>	<u>Disclosure Requirement</u>	<u>Time period within which disclosure is to be made</u>	<u>Format of disclosure</u>
Initial Disclosure by Promoter, KMP and Director(s) of the Company	i. Number of Securities held by them as on 15.05.2015 ii. Number of Securities held by them as on date of appointment or becoming a promoter	i. Within thirty (30) ii. Within seven (7) days of such appointment or becoming a promote	i. Attachment-A(or such other form as may be specified) ii. Attachment-B
Annual Disclosure by Promoter, employee and Director(s) of the Company	Number of Securities held by them.	Within 30 days of closing of Financial Year	
Continual Disclosure by Promoter, Employee and Director of the Company, if the number of securities acquired or	Number of Securities or voting rights acquired or disposed off by them.	Within 2 trading days of such transaction (dealing/acquisition/sale/transfer of securities)	Attachment C or D as applicable

**Standard Shoe Sole and Mould India Limited**  
**Policies in respect of Insider Trading**

disposed off, if the value of securities traded individually or cumulatively during a calendar quarter exceeds Rs. 10 lakhs.  For the purpose of continual disclosure as specified above, the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified of Rs Ten lacs during a calendar quarter.			

**PENALTIES FOR CONTRAVENTION OF THE CODE:**

- a. Any employee/Designated Person, who trades either himself or through his Connected Persons, trades in Securities or communicates any information for Trading in Securities, in contravention of the Code or who violates the provisions of the Code may be penalized and appropriate action may be taken by the Company. Further, for violation of the Code, they shall also be subject to disciplinary action by the Board which may include wage freeze, suspension, ineligibility for future participation in employees stock option plans, etc.
- b. If any person violates provisions of this Code/Insider Trading Regulations, he/she shall be liable for appropriate action under sections 11, 11B, 11D, chapter VIA and section 24 of the SEBI Act, 1992.
- c. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time.
- d. In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be promptly informed by the Company.

**OVERRIDING EFFECT:**

Any amendment in the Insider Trading Regulations shall become automatically applicable to this Code and shall have an overriding effect to the extent the same may be applicable to a particular provision in the Code. Pursuant to such amendment, the Compliance Officer shall carry out the necessary changes to this Code, as may be required.

**Policies in respect of Insider Trading****Part I-CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS**

(Pursuant to Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

- a. All employees/Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. No employee/Designated Person shall directly or indirectly tip Unpublished Price Sensitive Information to anyone while in possession of such 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 of the Company. In all internal procedures and processes strict Chinese walls shall be observed by all concerned in internal dealings or otherwise, and in the event any employee/Designated Person needs to cross the Chinese wall, prior permission of the Compliance Officer shall be obtained in writing for the specific purpose by approaching the Compliance Officer directly.
- b. Insiders have independent fiduciary duties to the Company and its stockholders not to trade on Unpublished Price Sensitive Information relating to the Company's Securities. All employees/Designated Persons of the Company should consider themselves Insiders with respect to Unpublished Price Sensitive Information about the business, activities and Securities of the Company. The employees/Designated Persons should not trade in the Securities of the Company while in possession of Unpublished Price Sensitive Information relating to the Company nor tip such information to others.
- c. It should be noted that Trading by the Immediate Relative(s) of the employees/Designated Persons can be the responsibility of such employees/Designated Persons under certain circumstances and could give rise to legal and Company-imposed sanctions. Insiders may be liable for communicating or tipping Unpublished Price Sensitive Information to a third party ("Tippee"), and insider trading violations are not limited to Trading or tipping by Insiders. Persons other than Insiders also can be liable for insider trading, including Tippees who trade on Unpublished Price Sensitive Information tipped to them or individuals who trade on Unpublished Price Sensitive Information which has been misappropriated. Tippees inherit an Insider's duties and are liable for Trading on Unpublished Price Sensitive Information illegally tipped to them by an Insider. Similarly, just as Insiders are liable for the insider trading of their Tippees, so are Tippees who pass the information along to others who trade. In other words, a Tippee's liability for insider trading is no different from that of an Insider. Tippees can obtain Unpublished Price Sensitive Information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.
- d. The Insider may prove his innocence by demonstrating the circumstances including the following

:-

1

## Standard Shoe Sole and Mould India Limited Policies in respect of Insider Trading

- (i) the transaction is an off-market inter-se transfer between promoters who were in possession of the same Unpublished Price Sensitive Information without being in breach of Insider Trading Regulations and both parties had made a conscious and informed trade decision;
  - (ii) in the case of non-individual Insiders: –
    - (a)the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking Trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and
    - (b)appropriate and adequate arrangements were in place to ensure that the Insider Trading Regulations are not violated and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individuals taking Trading decisions and there is no evidence of such arrangements having been breached.
  - (iii) the trades were pursuant to a Trading plan set up in accordance with the Insider Trading Regulations/ this Code. In the case of Connected Persons the onus of establishing, that they were not in possession of Unpublished Price Sensitive Information, shall be on such Connected Persons.
- e. In addition to the above:
- (i) No Insider shall communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to the Company or its Securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
  - (ii) No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to the Company or its Securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- f. The Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
- (i) entail an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), as amended from time to time, where the Board is of informed opinion that the proposed transaction is in the best interests of the Company.

## Standard Shoe Sole and Mould India Limited Policies in respect of Insider Trading

13

- (ii) not attract the obligation to make an open offer under the SEBI Takeover Regulations but where the Board 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 to be made generally available at least 2 trading days prior to the proposed transaction being effected in such form as the Board may determine.

For the above purpose, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of this clause and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

- g. All Files containing confidential information shall be kept secure and in custody of officer responsible for maintaining such files. Computer files must have adequate security of login and password etc., and the same should be kept under the custody of such officer.

### **PRE CLEARANCES OF TRADE**

- a) All Designated Persons and their Immediate Relatives who intend to deal in the Securities of the Company during the valid Trading Window, if the value of the Securities traded whether in one transaction or a series of transactions over any calendar quarter aggregates to a trade values in excess of Rs. 10 lakhs or such other value as may be specified or such thresholds as the Board may stipulate, should get pre-clearance of the transactions by the Compliance Officer as per the pre-dealing procedure described hereunder.
- b) An application as per Attachment-E shall be made to the Compliance Officer indicating the estimated number of Securities that the Designated Person intends to deal in, for pre-clearance of the deals.
- c) An undertaking as per Attachment-F shall be executed in favor of the Company by such Designated Persons.
- d) No Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed.

1

## Standard Shoe Sole and Mould India Limited Policies in respect of Insider Trading

- e) All Designated Persons shall execute their order in respect of Securities of the Company within seven trading days after the approval for pre-clearance is given by the Compliance Officer. If the order is not executed within the notified time, after the approval is given, Designated Persons must get a fresh preclearance of the transaction again.
- f) In case of subscription in the primary market (follow-on public offer), the Designated Persons shall hold their investments for a minimum period of 30 (thirty) days. The holding period commences when the Securities are actually allotted.
- g) The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Insider Trading Regulations. In case of sale of Securities under clause 6 is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard.

### **REPORTING REQUIREMENTS**

- a) All Designated Persons of the Company shall be required to forward following details of their Securities transactions including the statement of Connected Persons, Immediate Relatives to the Compliance Officer:
  - I. all holdings in Securities of that Company by Designated Persons at the time of joining the Company;
  - II. statement of any transactions in Securities of the Company and reporting the completion of trades where pre-clearance is required within 15 days of the transaction; and
- b) The Compliance Officer shall preserve all the records being maintained under this Code, for a minimum period of 5 (five) years in such form as may be specified.

### **PART II CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

(Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

The Company has the following obligations under the Insider Trading Regulations:

- A. Prompt disclosure of Unpublished Price Sensitive Information

## Standard Shoe Sole and Mould India Limited Policies in respect of Insider Trading

15

- The Company shall make prompt public disclosures of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- The Company shall handle all Unpublished Price Sensitive Information on a need-to-know basis.
- Any amendment to this Code shall be promptly intimated to the Stock exchanges by the Compliance Officer.

### B. Responding to market rumours:

- The Company shall appropriately and fairly respond to queries on news reports and requests for verification of market rumours by regulatory authorities.
- The official designated for corporate disclosure shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

### C. Medium of disclosure/dissemination:

- The Company shall promptly disseminate Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- The Company shall uniformly and universally disseminate Unpublished Price Sensitive Information to avoid selective disclosure.
- The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.

### D. Prevention of misuse of the Unpublished Price Sensitive Information: In order to inter alia comply with the above the following procedures have been established, and will be maintained and enforced, by the Company to prevent insider trading. Every Designated Person and all employees of the Company are required to follow these procedures.

- Identifying Unpublished Price Sensitive Information Prior to directly or indirectly Trading in any security of the Company, every Designated Person in particular director and all employees are required to determine whether they are in possession of Unpublished Price Sensitive Information relating to such security. In making such assessment, the explanations of “Unpublished Price Sensitive Information” should be of assistance. If it is determined that such director or employee is in possession of Unpublished Price Sensitive Information, there shall be no Trading in such security.

## Standard Shoe Sole and Mould India Limited

### Policies in respect of Insider Trading

- Information Relating to the Company

a. Access to Information Access to Unpublished Price Sensitive Information about the Company, including information with respect to its business, earnings or prospects, should be limited to directors and employees of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances or to anyone within the Company on another than need to know basis. In communicating Unpublished Price Sensitive Information to Employees of the Company, all directors and employees must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

- Inquiries From Third Parties

- i. Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Chief Executive Officer or Chief Financial Officer or another appropriate person designated by them.
- ii. The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analysts etc. will be simultaneously made public at the earliest.
- iii. In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives are present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
- iv. The Company will be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.
- v. When the Company organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live webcasting of analyst meets.
- vi. During the period notified by the Compliance Officer when Trading is prohibited on account of Unpublished Price Sensitive Information not having become public, responding to inquiries from such third parties should be avoided.

- Limitation on Access to the Company Information The following procedures are designed to maintain confidentiality with respect to the Company's business operations and activities.

## **Standard Shoe Sole and Mould India Limited** **Policies in respect of Insider Trading**

17

- a. All directors and employees should take all steps and precautions necessary to restrict access to, and secure, Unpublished Price Sensitive Information by, among other things:
  - Maintaining the confidentiality of Company related transactions;
  - Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in public places should be conducted in a manner which prevents access by unauthorized persons;
  - Restricting access to documents and files (including computer files) containing Unpublished Price Sensitive Information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
  - Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;
  - Properly disposing of all confidential documents and other papers, after there is no longer any business or other legally required need;
  - Restricting access to areas likely to contain confidential documents or Unpublished Price Sensitive Information; and
  - Avoiding the discussion of Unpublished Price Sensitive Information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.
- b. Personnel involved with Unpublished Price Sensitive Information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

**Standard Shoe Sole and Mould India Limited**  
**Policies in respect of Insider Trading**

**Form A**

**Attachment 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**

**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 Options 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:

**Standard Shoe Sole and Mould India Limited**  
**Policies in respect of Insider Trading**

19

**Form B**

**Attachment B**

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

**Name of the Company**

**ISIN of the Company**

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

Name, PAN No., CIN/D IN & Addre ss with contac t nos.	Category of Person (Promoters/ KMP / Directors/imme diate relatives/other s etc.)	Date of appoint ment of Director /KMP OR Date of becomin g Promote r	Securities held at the time of becoming Promoter/appoin tment of Director/KMP		% of Sharehol ding	Open Interest of the Future contracts held at the time of becoming Promoter/appoin tment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appoin tment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debenture s etc.)	No.		Numbe r of units (contra cts * lot size)	Notio nal value in Rupee	Numbe r of units (contra cts * lot size)	Notio nal 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:

**Standard Shoe Sole and Mould India Limited**  
**Policies in respect of Insider Trading**

**Form C**

**Attachment 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**

**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, & addr ess of Prom oter/ Empl oyee /  Dir ector with conta ct nos.	Categ ory of Perso n (Prom oters/ KMP / Direct ors/ imme diate relativ es/ others etc.)	Securiti es held prior to acquisit ion / disposal	Securiti es acquired/ Disposed	% of sharcholding		Date of allotm ent advice/ acquisi tion of shares/ sale of shares specify	Date of intim ation to comp any	Mode of acquisiti on (market purchas e/public rights/ preferen tial offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)		Exch ange on whic h the trade was exec uted					
				Type of securi ty (For eg. – Share s, Warra nts, Conv ertible Debe nture s etc.)	N o.	Type of securi ty (For eg. – Share s, Warra nts, Conv ertible Debe nture s etc.)	N o.	Pre transa ction	Post transa ction	Fr om	To					
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:

**Policies in respect of Insider Trading****Form D****Attachment D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (3)- Transactions by Other connected persons as identified by the Company]**

**Name of the Company****ISIN of the Company****Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/ DIN, & addr ess of Prom oter/ Empl oyee /  Dire ctor with conta ct nos.	Conn nection with comp any	Securities held prior to acquisition / disposal		Securities acquired/ Disposed		% of shareholding		Date of allotment advice/ acquisi tion of shares/ sale of shares specify	Date of intim ation to comp any	Mode of acquisiti on (market purchas e/public rights/ preferen tial offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)		Exch ange on whic h the trade was exec uted			
		Type of securi ty (For eg. – Share s, Warra nts, Conv ertible Debe nture s etc.)	N o.	Type of securi ty (For eg. – Share s, Warra nts, Conv ertible Debe nture s etc.)	N o.	Pre transa ction	Post transa ction	Fr o m	T o	Va lue	Num ber of units (cont racts * lot size)	Va lue	Num ber of units (cont racts * 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:

**Standard Shoe Sole and Mould India Limited**  
**Policies in respect of Insider Trading**

**Attachment E**

**APPLICATION FOR PRE-CLEARANCE**

(As required under Clause 6.2 of the Code of Conduct of the Company – Insider Trading)

The Compliance Officer  
Standard Shoe Sole and Mould India Limited  
95, Park Street,  
Kolkata – 700016

Sub: Request for pre-clearance for Trading in Securities of the Company

In pursuance of the procedure laid down for the dealing in Securities of the Company, I intend to deal in securities of the Company and hereby submit the particulars of proposed transactions for your clearance.

Name	
Designation, Department, & Employee Code	
DP ID & Details of Depository	
Client ID	
Name(s) of Account Holder(s)	
Relation with Designated employee	
No. of securities held (including those held by immediate relatives) before proposed transaction	
Nature of proposed transaction	
Reason for purchase/sale	
No. of Securities proposed to be sold/purchased in one transaction or a series of transaction over any calendar quarter	
Value of Securities proposed to be sold/purchased in one transaction or a series of transaction over any calendar quarter	
Class of Securities	Equity

Further, I enclose (have already executed) the Undertaking cum Indemnity Bond as envisaged in the Insider Trading Policy for your records. I confirm that I have read the Company's Insider Trading Code and am not in possession of Unpublished Price Sensitive Information relating to the Company when I am purchasing or selling the above Securities. The above is full and true disclosure in the matter. In the light of the above, you are requested to pre-clear the above transaction please communicate your clearance to enable me to sell/purchase the Securities

Thanking you

(Signature)

Name

Date

Standard Shoe Sole and Mould India Limited  
Policies in respect of Insider Trading

23

**APPROVAL FOR PRE-CLEARANCE**

Approval is hereby accorded for you to sell/purchase the Securities covered in your application dated....., above based on the declaration furnished therein by you and subject to the condition that the sale/purchase of the Securities would be completed on or before....., failing which a fresh pre-clearance would need to be obtained by you, in accordance with the Policy of the Company.

Date:

(Signature)

Name

Compliance Officer:

**Standard Shoe Sole and Mould India Limited**  
**Policies in respect of Insider Trading**

**Attachment F**

**UNDERTAKING CUM INDEMNITY BOND**

(On a stamp paper of appropriate value)

(As required under Clause 6.3 of the Code of Conduct of the Company – Insider Trading)

This UNDERTAKING CUM INDEMNITY BOND is executed for Trading in Securities of Standard Shoe Sole and Mould India Limited during the valid Trading window.

By \_\_\_\_\_ S/o / W/o / D/o residing at  
employee/Director) (hereinafter referred to as

In favor of \_\_\_\_\_

Standard Shoe Sole and Moulds India Limited, a Company incorporated under the Companies Act,1956 and having its registered office at 95, Park Street, 2<sup>nd</sup> Floor, Kolkata - 7000016. (hereinafter referred to as the "Company").

WHEREAS the Company has, in terms of regulatory requirements, put in place a Code prohibiting insider trading (hereinafter referred to as the "Code"),

AND WHEREAS, the Policy provides that the Designated Person / Director of the Company must comply with the pre-clearance procedure before dealing in any Securities of the Company.

NOW THIS UNDERTAKING CUM INDEMNITY BOND WITNESSETH AS UNDER:

1. I, \_\_\_\_\_ Employee No.(Employee/Director) of Standard Shoe Sole and Mould India Limited, do hereby undertake to adhere to the terms, conditions and restrictions contained in the Policy, as are currently in force.
2. I understand that any misrepresentation and/or false undertaking given herein may attract penalties as laid down under the Policy.
3. That, I do not have access to, or have not had access to UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) by virtue of my position or connection in the Company or otherwise, up to the time of signing this Undertaking cum Indemnity Bond.
4. That, I shall obtain the pre-clearance of the Compliance Officer, before dealing in the Securities of the Company.
5. That, I will only sell/purchase the Securities of the Company for the reasons as mentioned in the application and will not buy/sell the Securities of the Company during the period Trading is prohibited.
6. That, in case I have access to or receive or am in possession of UPSI after the signing of the Undertaking cum Indemnity Bond but before the execution of the transaction, I shall inform the Compliance Officer and that I would completely refrain from dealing in the Securities of the Company until 24 hours after such information becomes public.
7. That, I have not contravened the rules and other provisions contained in the Policy currently inforce.
8. That, I have made full and true disclosure in the matter.

**Standard Shoe Sole and Mould India Limited**  
**Policies in respect of Insider Trading**

25

9. That, I hereby indemnify the Company as below:

- a) To hold the Company faultless in the event of any investigation against me for insider trading by any regulatory authority.
- b) To make good to the Company all economic losses, fines or penalty if any, imposed on the Company as a result of any investigation by any regulatory authority / authorities into any of the transactions entered into by me in dealing with the Securities of the Company.
- c) To compensate the Company for and towards all legal expenses incurred in defending itself in such investigations, including advocates' fees.

10. That, I shall be liable for punitive action and/or Company imposed sanctions for contravention of the Policy apart from any action that may be taken against me by any regulatory authorities if it is proved that I have violated the amended SEBI (Prohibition of Insider Trading) Regulations, 1992.

11. That, I shall be bound by the laws of India, in respect of this Undertaking cum Indemnity Bond and shall be subject to the jurisdiction of the Courts at Kolkata only.

IN WITNESS WHEREOF THIS UNDERTAKING CUM INDEMNITY BOND HAS BEEN EXECUTED ON THIS DATE OF \_\_\_\_\_ AND AT \_\_\_\_\_