

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

PREAMBLE:

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) under the powers conferred on it under the SEBI Act, 1992. In terms of provisions of these Regulations, the board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information. Accordingly, Monte Carlo Fashions Limited (“Company”) has formulated this Code of Fair Disclosure to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

APPLICABILITY:

This code has been formulated and adopted by board of directors and shall be applicable with effect from May 15, 2015.

OBJECTIVE OF THE CODE:

This Code is framed by the Company:

- To ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company’s securities
- To maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.
- To preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.
- For acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

DEFINITIONS:

- **‘Company’** means **Monte Carlo Fashions Limited**
- **‘Chief Investor Relations Officer’** means Compliance Officer of the Company.
- **‘Compliance Officer’** means Company Secretary or any other person as authorized by the board.
- **‘Generally available Information’** means Information that is accessible to public on non-discriminatory basis. Information published on the website of a stock exchange or on the Company’s website would ordinarily be considered as generally available information.
- **‘Unpublished price sensitive information’** means any information, relating to the company or its securities, directly or indirectly, that is not generally available which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:

- a. financial results,
- b. 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. materials events in accordance with the listing agreements,
- g. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

CODE DEFINING PRINCIPLES & PROCEDURES FOR FAIR DISCLOSURE:

The Company shall adhere to the following procedural aspects involved in complying with the principles of fair disclosure of Unpublished Price Sensitive Information.

- **Prompt public disclosure of Unpublished price sensitive information:**

The Company shall promptly make public disclosure of Unpublished Price sensitive information as soon as the information comes into being to the concerned stock exchange(s) and simultaneously upload the said information to the Company's official website www.montecarlocorporate.com in order to be accessed by the Investors and members of the company i.e. to make the information generally available. As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges may be supplemented by updates to the press and by making updates on the Company's website.

- **Uniform and Universal dissemination of unpublished price sensitive information:**

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated and shall be intimated to the stock exchange(s) where its securities are listed, with in the stipulated time period. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements. The Company shall use its best endeavors to avoid selective disclosure of price sensitive information.

- **Designation of a senior officer as a Chief Investor Relations Officer:**

The Compliance Officer of the Company shall act as the Chief Investor Relations Officer for dealing with dissemination of information and disclosure of unpublished price sensitive information. He would be responsible for satisfactory discharge of the duties and responsibilities laid down under this Code. In his absence for any reason, such other person as appointed by the Board shall carry out the responsibilities of the Chief Investor Relations Officer as required under this Disclosure Code and the Regulations.

- **Overseeing and co-coordinating disclosures:**

- a. The Compliance Officer of the Company who is also designated as the Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

- b. He shall be responsible for ensuring that the Company complies with continuous disclosure requirements and; overseeing and co-coordinating disclosure of unpublished price sensitive information to stock exchanges, analysts, on the website of the company, shareholders and media and educating staff on disclosure policies and procedures.
 - c. Information disclosure/dissemination may normally be approved by Chief Investor Relations Officer. In case of any doubt, he shall consult the management and seek their approval. For that purpose, he may consult Managing Director/ Whole Time Director/ Chief Financial Officer or any other Department head before disseminating such information.
 - d. If information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform him immediately, even if the information is not considered unpublished price sensitive.
 - e. However, if any Information gets disclosed selectively or inadvertently or otherwise, endeavor shall be made to make generally available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.
- **Responding to market rumors:**
 - a. If clarification/verification is sought or any request of market rumors received from stock exchanges or from the press or media or from any other source should be forwarded immediately to the Chief Investor Relations Officer, who shall decide on the response/clarification.
 - b. The Chief Investor Relations Officer on receipt of clarifications or requests as aforesaid, shall seek factual information from the concerned person or consult the Managing Director, where ever required and respond to the same without any delay.
 - c. The Chief Investor Relations Officer shall, in consultation with the management be responsible for deciding, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures.
 - d. The Company will, subject to non-disclosure obligations, aim to provide appropriate and fair response to the queries on news reports and requests for verification of market rumors by regulatory authorities.
 - **Manner of dealing with analysts and research personnel:**

The guidelines given hereunder shall be followed while dealing with analysts and research personnel.

 - a. **Only public information to be provided-**

A company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to such persons should be made generally available at the earliest.

b. Recording of discussion-

In order to avoid misquoting or misrepresentation, it is desirable that at least two representatives of the Company be present at meetings with analysts, brokers or institutional investors and the discussion should preferably be recorded.

c. Handling of unanticipated questions- Sufficient care should be exercised while 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 price sensitive information, the same should be promptly made generally available.

d. Simultaneous release of Information- The Company may, from time to time, authorize any concerned persons, depending upon the domain of conferences and meetings, to make transcripts or record of proceedings of meetings with analysts. It shall develop best practices to make transcripts or records of the proceedings of the meetings with analysts and investor relation meetings available on the website of the Company promptly to ensure official confirmation and documentation of disclosures made. The Company may also consider live webcasting of analyst meets.

• **Handling of Unpublished price sensitive information on Need-to-Know basis:**

Unpublished Price Sensitive Information is to be handled within the organization on a "need to know" basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those who need to know such Unpublished Price Sensitive Information to discharge their duties or discharge of legal obligations and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse thereof.

DECLARATION:

The Company hereby declares that all requisite measures shall be taken to ensure adherence with the principles of fair disclosure of Unpublished Price Sensitive Information and further ensure the compliance of other applicable provisions of SEBI Insider Regulations in this regard.

MODIFICATION AND AMENDMENTS:

The Company reserves all the rights to modify and/or amend this Code of Fair Disclosure at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchanges where the Securities of the Company are listed.