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# CAMPUS ACTIVEWEAR LIMITED

## CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

### 1. INTRODUCTION

This Code is framed in line with the requirements of Regulation 8, 9 and other applicable regulations under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and further amended as SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2025 (“**SEBI PIT Regulations**”). This Code shall be effective from the date approved by the Board and shall stand amended from time to time in accordance with applicable law and Board approvals.

### 2. APPLICABILITY

This Code shall be applicable to the Company and its Designated Persons and their Immediate Relatives.

### 3. DEFINITIONS

- a) “**Act**” means the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.
- b) “**Board**” means Board of Directors of the Company.
- c) “**Code**” means this Code of Conduct for Prohibition of Insider Trading in the Securities, as amended by the Board from time to time.
- d) “**Company**” means Campus Activewear Limited.
- g) “**Connected Person**” means:
  - 1. 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:
    - i) by reason of frequent communication with its officers or
    - ii) by being in any contractual, fiduciary or employment relationship or
    - iii) by being a director, officer or an employee of the company or
    - iv) 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that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- 2. 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:

- i) a relative of connected persons as mentioned in above point no (i) to (iv)
  - ii) a holding company or associate company or subsidiary company;
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- iv) an intermediary as specified in section 12 of the Act or an employee or director thereof;
  - v) an investment company, trustee company, asset management company or an employee or director thereof;
  - vi) an official of a stock exchange or of clearing house or corporation;
  - vii) 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;
  - viii) 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;
  - ix) an official or an employee of a self-regulatory organization recognised or authorized by the Board;
  - x) a banker of the company;
  - xi) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest;
  - xii) a firm or its partner or its employee in which a connected person specified in sub-clause 1 of clause (g) is also a partner; or
  - xiii) a person sharing household or residence with a connected person specified in sub-clause 1 of clause (g)

- h) "**Designated Persons**" shall include the following:
    - i) Promoters and Promoter Group of the Company
    - ii) directors of the Company ("**Directors**") and of Material Subsidiaries
    - iii) key managerial personnel of the Company
    - iv) Chief Executive Officer, Chief Financial Officer and employees in the cadre of General Manager and above of the company and Material Subsidiaries
    - v) employees associated or reporting with /to executive directors and chief executive officer's office.
    - vi) Finance and Accounts Department, IT, Marketing, Secretarial and Legal, Investor Relations Department and any other departments of the company and its material subsidiaries, if any on the basis of their functional role or access to unpublished price sensitive information.
    - vii) Immediate Relatives of all the above
    - viii) any other personnel designated by the Board in consultation with the Compliance Officer, either for a specific period of time or for an indefinite period of time, on the basis of their functional role and such function having access to Unpublished Price Sensitive Information.
  - i) "**Dealing in Securities**" means an act of subscribing to, buying, selling, or agreeing to subscribe to, buy, sell or deal in Securities of the Company either as Principal or Agent.
  - j) "**Employee**" means any individual who during employment in the Company may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under SEBI PIT Regulations and is a director, partner, regular or contractual employee.
  - k) "**Fiduciary**" means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising Company shall be collectively referred to as fiduciaries.
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- l) **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

Provided that spouse would include any individual, who has been identified / declared as a live-in and/or same gender partner. For the avoidance of doubt any person who has been identified / declared as a partner / spouse for coverage under the group medical insurance policy provided by the Company will be deemed to be included within the definition of spouse.

- m) **“Informant”** means an individual, who voluntarily submits to the SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the SEBI PIT Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a Reward.
- n) **“Insider”** means a Designated Person, Connected Person or any other person who is in possession of or having access to UPSI; and includes all such personnel with whom the Company or its official shares UPSI for legitimate purpose.
- o) **“Intermediaries”** shall include such persons as defined in Section 12 of the Securities and Exchange Board of India Act, 1992 viz., Stock Brokers, Sub-brokers, Share Transfer Agents, Banker to an Issue, Trustee of a Trust Deed, Registrar to an Issue, Merchant Banker, Underwriter, Portfolio Manager, Investment Adviser and such other persons associated with Securities Market and registered with SEBI.
- p) **“Relative”** shall mean the following:
- (i) spouse of the person;
  - (ii) parent of the person and parent of its spouse;
  - (iii) sibling of the person and sibling of its spouse;
  - (iv) child of the person and child of its spouse;
  - (v) spouse of the person listed at sub-clause (iii); and
  - (vi) spouse of the person listed at sub-clause (iv)
- q) **“Key Managerial Person”** Key Managerial Person (KMP) in relation to the Company means KMP as defined under Companies Act 2013.
- r) **“Legal Representative”** means a duly authorised individual who is admitted to the practice of law in India.
- s) **“Material Subsidiary”** shall be as defined under the SEBI LODR Regulations 2015 and shall mean a subsidiary of the Company whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
- t) **“Original Information”** means any relevant information submitted in accordance with the SEBI PIT Regulations pertaining to any violation of insider trading laws that is:
- i) derived from the independent knowledge and analysis of the Informant.
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- ii) not known to the SEBI from any other source, except where the Informant is the original source of the information;
  - iii) is sufficiently specific, credible and timely to (i) commence an examination or inquiry or audit; (ii) assist in an ongoing examination or investigation or inquiry or audit; (iii) open or re-open an investigation or inquiry; or (iv) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the SEBI.
  - iv) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information; and.
  - v) not irrelevant or frivolous or vexatious.  
Information which does not in the opinion of the SEBI add to the information already possessed by the SEBI is not original information.
  - u) "**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.
  - v) "**Promoter Group**" 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.
  - w) "**Reward**" means any gratuitous monetary amount for which an Informant is declared eligible as per the provisions of SEBI PIT Regulations.
  - x) "**SEBI**" means Securities and Exchange Board of India.
  - y) "**Securities**" shall have the meaning assigned to it under Securities Contracts (Regulation) Act, 1956, which includes:
    - i) shares, scrips, bonds, debentures, debenture stock or other marketable securities of alike nature;
    - ii) puts, calls or any other option on the Company's securities even though they are not issued by the Company;
    - iii) futures, derivatives and hybrids;
    - iv) such other instruments as may be declared to be such by the Compliance Officer from time to time; and
    - v) Excludes units of Mutual Fund.
  - z) "**Securities Laws**" means the Act, the Securities Contract (Regulations) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the relevant provisions of any other law to the extent it is administered by the SEBI and the relevant rules and regulations made thereunder.
  - aa) "**Trading**" means and includes subscribing, redeeming, switching, buying, selling, dealing, pledging or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall
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be construed accordingly.

- bb) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- cc) **“Trading Plan”** has the meaning ascribed to in Clause 5 of the SEBI PIT Regulations.
- dd) **“Trading Window”** means a trading period for dealing in the Company's shares during which Designated Persons and their Immediate Relatives can deal in the shares of the Company.
- ee) **“Unpublished Price Sensitive Information”** (UPSI) 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, guidance.
  - ii. dividends.
  - iii. change in capital structure.
  - iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions, award or termination of order/contracts not in the ordinary course of business to the extent material under applicable law.
  - v. Change in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
  - vi. Change in rating(s), other than ESG rating(s);
  - vii. fund raising proposed to be undertaken;
  - viii. agreements, by whatever name called, which may impact the management or control of the company;
  - ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
  - x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
  - xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
  - xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
  - xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
  - xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
  - xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
  - xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
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Any other event as may be determined by the Board or Managing Director or CEO in consultation with the Compliance Officer which is likely to materially affect the price of the Securities of the Company.

- ff) **“Voluntarily Providing Information”** means providing the SEBI with information before receiving a request, inquiry, or demand from the SEBI, any other Central or State authorities or other statutory authority about a matter, to which the information is relevant.

#### 4. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

- a) Insiders shall maintain the confidentiality of all UPSI and shall not pass on such information to any other person, directly or indirectly, including but not limited to making recommendation for trading in securities of the Company, except where such communication is in furtherance of legitimate purposes, performance of duties and discharge of legal obligation.

Provided further that any person in receipt of UPSI pursuant to legitimate purpose shall be considered as an Insider and due notice shall be given to maintain confidentiality of such UPSI.

- b) In case an Insider or any other person notices any leak of UPSI/ suspects leak of UPSI, a complaint may be raised under the Whistle-blower Policy and same shall be investigated as per the Procedure for inquiry in case of leak or suspected leak of UPSI provided under this code.
- c) Insiders shall not trade in the Securities of the Company or counsel any person to trade in the Securities of the Company while in possession of UPSI. If covered persons (before mentioned person) had traded securities while in possession of the UPSI, such trades will be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- d) Restriction on communication of UPSI is not applicable in case of:
- (i) a transaction that would entail an open offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**) and any amendments thereto, where the Board is of the informed opinion that sharing of such information is in the best interest of the Company; or
  - (ii) a transaction that would not attract an open offer, where the Board is of the informed opinion that sharing of such information is in the best interest of the Company, provided that such UPSI is made public at least two trading days before the proposed transaction in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

For the purposes of the above, the parties with whom UPSI is shared, shall enter into confidentiality / non-disclosure agreements with the Company and be required to keep the UPSI confidential and shall not trade in the Securities of the Company when in possession of UPSI.

- e) The Board shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not
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available. Such databases shall not be outsourced and shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. In cases where UPSI relating to the Company or its securities is received by an employee or Designated Person from a source outside the Company (including but not limited to bankers, legal advisors, rating agencies, counterparties, stock exchanges or regulators), the Compliance Officer shall ensure that such information, along with the details of the recipient(s) and the source, is recorded in the structured digital database within 2 (two) calendar days from the date of such receipt by Compliance Officer.

- f) Designated Persons may trade in the Securities of the Company only when the Trading Window is open and if they do not possess UPSI at the time of trading. This, however, does not prevent employees from exercising their stock options during the time the Trading Window is closed, although, the shares obtained on exercise of options cannot be traded in any manner during the time the Trading Window is closed or when the employee is in possession of Unpublished Price Sensitive Information.

## **5. PROCESS OF BRINGING IN INSIDERS ON SENSITIVE TRANSACTIONS**

- a) In the event of a sensitive transaction, persons including Designated Persons could be involved based on need-to-know basis for legitimate purpose and relevance of the said person to the said transaction.

The relevant party shall be informed that they must keep the relevant information in relation to the sensitive transaction strictly confidential and that they shall not to deal in the Company's securities before such information is made public.

- b) Persons involved in a sensitive transaction shall be deemed to be Insiders from time they are aware of a sensitive transaction and shall remain to be an Insider until expiry of 48 hours of such sensitive transaction is made public.
- c) The Executive Directors or the General Counsel or the Compliance Officer of the Company may identify persons to be involved as Insiders in relation to a sensitive transaction.
- d) A notice shall be given to such Insiders before being involved in a sensitive transaction to maintain confidentiality of such information/ transactions and make aware of duties and liabilities attached to the receipt of the such information or misuse of such information.

## **6. TRADING IN SECURITIES OF THE COMPANY**

- a) An Insider shall not, directly or indirectly trade in securities of the Company.
  - i. Prohibition on derivatives: No Designated Person shall take positions in derivative transactions (including futures and options) in the Securities of the Company at any time, unless such transaction is carried out pursuant to a statutory or regulatory obligation or pursuant to a pre-approved Trading Plan.
  - ii. When in possession of UPSI;  
Provided that the insider may prove his innocence by demonstrating the circumstances including the following:

- a) Off-market inter-se transfer transactions between Insiders who were in possession of
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the same UPSI, without breaching the Code and both parties had made a conscious and informed trade decision. Provided such UPSI was not obtained through the manner specified under Clause 4(d);

Further, such transactions shall be reported by the Insider to the Company within two working days and Company shall notify the particulars of such trades to the stock exchanges within two working days from receipt of the disclosure of from becoming aware of such information.

- b) Transactions that are carried out through block-deal window mechanism between persons who were in possession of UPSI, without being in breach of Regulation 3 of SEBI PIT Regulations and both parties had made a conscious and informed trade decision. Provided such UPSI was not obtained through the manner specified under Clause 4(d);
- c) Transaction that is carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d) Transaction that is undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e) Transaction carried out by non-individual insider: (1) where the individuals who were in possession of UPSI were different from the individuals taking the trading decision and the decision-making individuals were not in possession of UPSI. (2) appropriate and adequate arrangements were in place to ensure that these 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;
- f) Trades are pursuant to a Trading Plan set up in accordance with this Code.
- g) **Trading in securities of other companies:** No Designated Person, while in possession of unpublished price sensitive information about any other listed company gained in the course of his/her employment or association with the Company, shall (i) trade in the securities of such other company, (ii) communicate or tip such information to any person, or (iii) give trading advice of any kind to anyone concerning such other company.

When the Trading Window of the Company is closed. For further details in relation to the Trading Window please see sub clause (b) of Clause 6

- b) Designated Persons shall be governed by this Code for dealing in securities.

Designated Persons may deal in the shares of the Company subject to compliance with the following process:

**(i) Trading Window**

The Trading Window shall be closed during the time price sensitive information is unpublished.

The Trading Window shall generally be closed for all Designated Persons from end of the calendar

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quarter until 48 hours after Declaration of financial results to the stock exchanges or such longer period as determined by the Compliance Officer. The Trading Window may be closed for specific Designated Persons or classes of Designated Persons, as determined by the Compliance Officer, based on their likely access to UPSI.

All Designated Persons shall conduct all their dealings in the Securities only when the Trading Window is open and no Designated Person shall deal in the Securities during the period when the Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time.

The Trading Window shall also be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI.

Additionally, the Trading Window shall be closed at other times when the price sensitive information remains unpublished, in particular for Designated Persons or class of Designated Persons as may be ascertained by the Compliance Officer.

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

The trading window restrictions shall not apply in respect of:

- (i) Off-market inter-se transfer transactions between Insiders who were in possession of the same UPSI, without breaching the Code and both parties had made a conscious and informed trade decision. Provided such UPSI was not obtained through the manner specified under Clause 4(d);
- (ii) Transactions that are carried out through block-deal window mechanism between persons who were in possession of UPSI, without breaching the Code and both parties had made a conscious and informed trade decision. Provided such UPSI was not obtained through the manner specified under Clause 4(d);
- (iii) Transaction that is carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- (iv) Transaction that is undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- (v) Trades are pursuant to a Trading Plan set up in accordance with this Code.
- (vi) Pledge of shares for a bonafide purpose such as raising funds, subject to pre-clearance by the Compliance Officer and compliances with the respective regulations made by the SEBI; and

Transactions which are undertaken in accordance with the respective regulations made by the SEBI such as acquisition by conversion of warrants or debentures, subscribing to the rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open

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offer, delisting offer.

**(ii) Pre-Clearance of Trade**

Designated Persons who wish to trade in the Company's Securities, when the trading window is open, shall intimate the intention to trade in the Company's Securities through an on-line platform - and shall pre-clear the trade from the Compliance Officer, prior to undertaking the transaction. The Details regarding the said Platform is annexed as Annexure A.

Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the Designated Person applying for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

Designated Person shall execute pre-cleared trade within 7 (seven) trading days from approval and shall report his trade details to Compliance Officer through Platform within 2 (two) trading days from the trade. Failure to execute shall automatically lapse approval.

Designated Person who do not complete the transaction within 7 days of pre-clearance shall seek fresh pre-clearance for the transaction.

The pre-clearance of trade shall not be required if the trade has been executed as per the trading plan approved by the Compliance Officer.

Designated Persons in possession of UPSI are not eligible to apply for pre-clearance of any proposed trade even if trading window is open.

*It is the responsibility of the Designated Person to disclose such trading to the Compliance Officer within the stipulated timeline. The reporting to the Stock Exchange shall be made within two trading days from the date of receipt of such information.*

**(iii) Restriction on Opposite Transactions/Contra Trade**

Designated Persons are restricted from entering into opposite transactions i.e., sell or buy any number of shares during next six months following the prior transaction.

*Explanation: if a Designated Person has bought shares of the company, he can continue to buy the shares (when the Trading Window is open and subject to Pre-clearance) but cannot sell any number of shares for a period of 6 months from the last date when he bought the shares. Similarly, if he sells the shares of the company, he can continue to sell any number of shares but cannot buy any shares for a period of 6 months from the last date when he sold the shares.*

In exceptional circumstances, after recording reasons in writing, the 6 months holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard.

Notwithstanding the above, should the Designated Persons execute an opposite transaction/Contra Trade, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

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However, the above mentioned restrictions shall not be applicable to trades pursuant to exercise of stock options.

## 7. TRADING PLAN

Insiders who wish to trade in Securities may formulate a Trading Plan as prescribed under the SEBI PIT Regulations.

Implementation of the Trading Plan shall be as prescribed under the SEBI PIT Regulations.

## 8. REPORTING REQUIREMENTS TO THE COMPANY & STOCK EXCHANGE

### Initial disclosures:

- a) Every person on appointment as Directors, or Key Managerial Personnel of the Company or becoming a Promoter or member of the Promoter Group shall disclose his/ their holding of Securities, if any, to the Company, as on the date of appointment in the Company or becoming a Promoter or member of the Promoter Group in the format specified within seven days of such appointment or becoming a Promoter or member of the Promoter Group.

### Continual Disclosures:

- b) Continual disclosure (in the prescribed format) of the Company's Securities acquired or disposed of by the Promoter, members of the Promoter Group, Director and/or Designated Persons, in case the number of Securities of the Company traded, whether in one transaction or a series of transactions over a calendar quarter, to a traded value in excess of ten lakh rupees, shall be made within two Trading Days of such transaction by such concerned person to the Company. The disclosures shall also include trading in derivatives of the Company.
- c) The Company shall notify the particulars of the above-mentioned trading to the stock exchange on which the Securities are listed, within two days of receipt of disclosure or becoming aware of such information.
- d) Designated Persons shall disclose Names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis within 30 days from the end of the financial year. In case of any changes in such information, the Designated Person shall inform the Company of such change promptly through Platform.
  - i. Immediate Relatives
  - ii. persons with whom such Designated Person(s) shares a Material Financial Relationship
  - iii. Phone numbers including mobile numbers which are used by the above persons

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 to the Company.

*Material Financial Relationship shall mean a relationship in which one person is a recipient of*

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*any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions.*

- e) Where the Designated Person does not hold any Securities in the Company either in his/her name or in the names of his/ her immediate relatives, he/ she shall furnish the report in the format prescribed, stating the shareholding as NIL.
- f) Where it is subsequently found that the Designated Person was holding Securities of the Company (either directly or in the name of his/ her immediate relatives) and the same was not duly reported, the Designated Person shall be treated as violating the Code of Conduct and the Company may forthwith proceed to take penal action prescribed in serial number 13 of this Code.

## **9. PRESERVATION OF PRICE SENSITIVE INFORMATION/ LEGITIMATE PURPOSE**

- a) All Insiders shall maintain the confidentiality of all UPSI. They shall, while in possession of any UPSI, neither deal in the shares of the Company on the basis of UPSI nor pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of shares of the Company.
  - i) Communicate, provide or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for the purchase or sale of the Securities unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
  - ii) Discuss UPSI in public places;
  - iii) Disclose UPSI to any employee who does not need to know the information for discharging his or her duties;
  - iv) Recommend to anyone that they may undertake Dealing in the Securities while being in possession, control or knowledge of the UPSI.
  - v) Be seen or perceived to be Dealing in the Securities while in possession of UPSI.

- b) Need to Know Basis.

UPSI is to be handled on a "need to know" basis, i.e., it should be disclosed only to those within and outside the Company who need to know such information, in furtherance of a legitimate purpose, performance of duties, discharge of legal obligation and whose possession of such information will not give rise to a conflict of interest or appearance of misuse thereof.

- c) Limited access to confidential information.

Files containing Confidential or Unpublished UPSI shall be kept secure. Computer files must have adequate security of login and password. Without prejudice to the above, employees shall follow such guidelines for maintenance of electronic records and systems as may be prescribed by the

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Compliance Officer from time to time.

#### **10. CHINESE WALL PROCEDURES**

- a) To prevent the misuse of UPSI, the Company shall adopt a Chinese Wall system in which departments which routinely have access to UPSI (“**Inside Areas**”) shall be separated from departments dealing in sales/marketing, or any other such department providing support services to customers and clients (“**Public Areas**”).
- b) The following shall act as a guideline in the implementation of a Chinese Walls policy:
  - i) The employees in the Inside Areas are not allowed to communicate any UPSI to anyone in the Public Areas;
  - ii) The employees in the Inside Areas may be physically separated from the employees in Public Area;
  - iii) employees from the Public Areas may be ‘brought over the wall’ and allowed the possession of UPSI only in exceptional circumstances and on a strict ‘need to know’ basis.

#### **11. COMPLIANCE OFFICER – APPOINTMENT AND DUTIES**

- a) The Company Secretary is the Compliance Officer of the Company to ensure compliance with and for effective implementation of the Regulations, as well as this Code, across the Company. The Compliance Officer shall be a senior officer who is financially literate and capable of appreciating requirements for legal and regulatory compliance under SEBI PIT Regulations and shall report to the Board of Directors of the Company.
- b) The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.
- c) The Compliance Officer shall provide quarterly reports of Violation of trading by Designated Persons to the Chairman of the Audit Committee.
- d) The Compliance Officer shall on an annual basis confirm to the Audit Committee that the internal controls in relation to the mechanism for prevention of Insider Trading as required under the law are adequate and operating effectively.

#### **12. POWERS TO INVESTIGATE OFFENCES**

In relation to any offences by Designated Persons, Company shall:

- a) Serve a notice on the Designated Person. Provided that, if the Board is of the opinion that it is necessary in the interest of the Company, it can initiate such proceedings without serving any notice.
  - b) Investigate such records and documents in his/ her possession or in the possession of the Company.
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- c) Record reasons of the Designated Person in writing.

### **13. PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI**

#### **A. Responsibility of Investigating Officer/Compliance officer**

The Compliance Officer/Investigating officer shall:

- (i) shall conduct an inquiry which shall be completed within a reasonable time period from the date of becoming aware or receipt of any intimation.
- (ii) ensure that all proceedings, documents, evidence and reports relating to the inquiry are properly recorded, maintained and preserved.
- (iii) to co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the MD&CEO, Inquiry Committee, or Audit Committee.
- (iv) report the incident of actual or suspected leak of UPSI to the SEBI and stock exchanges, where required under applicable law.

#### **B. Report of actual or suspected leak of UPSI to the SEBI**

On becoming aware of actual or suspected leak of UPSI of the Company, whether suo moto or by way of receipt of information from any person, the IO shall ensure that:

- (a) the matter is placed for consideration before the Inquiry Committee, and
- (b) a report on such actual or suspect leak of UPSI and results thereof shall be promptly informed to the SEBI upon conclusion of the inquiry.
- (c) However, in cases involving material or significant leak of UPSI, the Compliance Officer may make an interim intimation to SEBI, if deemed necessary.

#### **C. Constitution of Inquiry Committee**

The Inquiry Committee shall mean the Ethics Committee as defined under Company's Whistle Blower Policy.

#### **D. Duties of Inquiry Committee**

The Committee shall:

- a. Initiate a primary inquiry for establishing the facts contained in the information or complaint concerning the actual or suspected leak of UPSI, if any.
  - b. Permit authorized personnel to gather required support material, as required.
  - c. Take interim actions including sending the Suspect on leave, restrict physical access to any records or premises, freeze access to computer systems, electronic devices, or emails,
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etc., during the pendency of the inquiry provided that such actions shall be proportionate, necessary for the conduct of the inquiry and shall be implemented in accordance with applicable law.

- d. Suggest disciplinary action/s to the Audit Committee/Board.
- e. Do all such acts, deeds, matters and things as are necessary for the purpose of the conduct of the inquiry.
- f. ensure that any committee member having a conflict of interest in a particular matter shall recuse himself/herself from such proceedings.
- g. ensure that the details in relation to the Leak/Suspected Leak of UPSI and details of the inquiry process, are shared only if required strictly on a "Need To Know" basis.

### **E. Powers of the Inquiry Committee**

For purpose of conducting inquiry, the Inquiry Committee may:

- 1. call upon:
    - (i) such employees/individuals to seek clarification or information pertaining to the leak.
    - (ii) persons / members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
    - (iii) persons involved in the consolidation of the figures for the financial results.
    - (iv) persons involved in the preparation of board notes and presentations.
    - (v) persons involved in dissemination of information relating to financial results in the public domain.
    - (vi) any other persons who had access to the information.
    - (vii) any market intermediaries, fiduciaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.
  - 2. at its discretion, invite external investigators/experts.
  - 3. take necessary actions including sending the employee who is also Suspect, on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
  - 4. keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.
  - 5. notify the Suspect of the allegations at the outset of internal investigation and provide him with an opportunity to represent his case and submit evidence.
  - 6. do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.
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## **F. Rights and Obligations of the Suspect**

1. The Suspect shall-
  - (i) co-operate with the Inquiry Committee during the investigation process.
  - (ii) have a right to consult with a person or persons of their choice, other than members of Inquiry Committee.
  - (iii) right to be informed of the outcome of the investigation
2. The Suspect(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspects.
3. Unless there are compelling reasons not to do so, Suspects will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is sufficient evidence in support of the allegation.

## **G. Procedure for inquiry in case of leak of UPSI**

The Inquiry Committee shall upon receipt of written complaint or becoming aware or otherwise, of actual or suspected leak of UPSI of the Company shall follow the below mentioned procedure in order to inquire and/or otherwise investigate the matter:

### **1. To take cognizance of the matter:**

The Inquiry Committee shall meet within reasonable time period after receipt of the information or becoming aware of actual or suspected leak of UPSI, take cognizance of the matter and decide as follows:

- i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.
- ii) If it is found that the issue requires further investigation, Preliminary Inquiry may be initiated.

### **2. Preliminary Inquiry:**

Preliminary Inquiry is a fact-finding exercise which shall be conducted by the IO. The object of preliminary inquiry 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 Inquiry Committee, if required and in addition to IO may also appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an inquiry to collect the relevant fact,

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material substances on actual or suspected leak of UPSI, including, seeking oral and written representations from any person(s) alleged to have caused the leak of UPSI.

**3. Report of Preliminary Inquiry to the Inquiry Committee:**

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

**4. Proceedings before the Inquiry Committee:**

On receipt of recommendation of IO and after due review of evidence(s)/ record(s) and representation(s) made by the person(s) alleged to have cause leak of UPSI, if the Inquiry committee forms an opinion that such person(s) is/are guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary Disciplinary Action, which will be in addition to the penal provisions stated under SEBI Insider Trading Regulations and any other statutory enactments, as applicable.

**5. Disciplinary Action:**

The Disciplinary Action(s) shall include wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the inquiry Committee, in addition to the action to be initiated by the SEBI, if any.

**14. PENALTY FOR CONTRAVENTION**

Designated Persons shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

Any instance of violation of this Code shall be reported to the Audit Committee or any other Committee of the Board designated for this purpose by the Board.

Inquiry into an instance of leak or suspected instance leak of UPSI shall be initiated, in accordance with the investigation process provided under the Procedure for inquiry in case of leak or suspected leak of UPSI.

The details of the leaks, inquiries and the results of the inquiries shall be informed to the Board of Directors and Securities and Exchange Board of India promptly as required under the law.

Any Insider who violates this Code may be penalized and appropriate action may be taken against him/ her, which inter-alia may extend to wage freeze, suspension, recovery etc. Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

The Audit Committee shall have the authority to take appropriate action against Insiders/Designated Persons for violation of this Code.

Action taken by the Company for violation of the Regulations or this Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

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## 15. DISCLOSURE TO SEBI UNDER CHAPTER IIIA OF THE SEBI PIT REGULATIONS AND PROTECTION OF THE INFORMANT

- a) Disclosure by an Informant shall be governed by SEBI PIT Regulations and shall be made to Office of Informant Protection of SEBI in the format specified under SEBI Insider Trading Regulations 2015. Informants who are considered tentatively eligible for an award, shall submit the informant reward claim form in the format specified under SEBI Insider Trading Regulations 2015 to the SEBI, within the period specified in the intimation sent by the SEBI.
- b) Any Employee who files a Voluntary Information Disclosure Form or does any other act incidental to same, shall not be subject to any discharge, discrimination, termination, demotion, suspension, threats, harassment, directly or indirectly. The Company shall provide adequate protection to such Employee against any discharge, termination, demotion, suspension, threats, harassment, discrimination, irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a Reward under SEBI PIT Regulations, by reason of:
  - i. filing a Voluntary Information Disclosure Form under SEBI PIT Regulations;
  - ii. testifying in, participating in, or otherwise assisting or aiding the SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the SEBI; or
  - iii. breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI in any manner.

Nothing in this Clause 14 shall require such Employee to establish that:

- i) the SEBI has taken up any enforcement action in furtherance of information provided by such person; or
  - ii) the information provided fulfils the criteria of being considered as an Original Information under SEBI PIT Regulations.
- c) Any Employee may approach the Compliance Officer in case of any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against him / her on account of filing the Voluntary Information Disclosure Form. The Compliance Officer shall take all the reasonable steps that are necessary to maintain the confidentiality of such Employee.
- d) The Compliance Officer shall report the complaint to the Audit Committee for further inquiry and action. The person against whom a complaint is made and the person making the complaint shall not be a member of the committee looking into the matter.

### Miscellaneous

1. The Board of Directors shall be empowered to amend, modify, and interpret this Code and such Code shall be effective from such date that the Board may notify in this behalf.
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2. The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, all the details of Trading in securities by the Designated Persons including any violations of this Code.
  3. The Compliance Officer shall maintain (a) an updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of five years and
  4. The Company may require Connected Persons, including fiduciaries and intermediaries having access to UPSI to formulate and adhere to appropriate internal codes, confidentiality obligations and controls, where required under applicable law or contractual arrangements. In case such persons observe that there has been a violation of these Rules, then they shall inform the Compliance Officer of the Company promptly.

#### **16. AMENDMENT TO THIS CODE**

This Code shall be subject to review and be amended from time to time, as may be deemed necessary and in accordance with any regulatory amendments.

**Date of First Approval:** 9<sup>th</sup> May 2022

**Last Amended Date:** 25<sup>th</sup> May 2026

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**TRACKIN SOFTWARE**

“Trackin” is a software application that assists clients to meet compliance requirements for internal monitoring / reporting and record keeping of the trades by insiders of the Company as well as monitoring and maintaining records of UPSI sharing with external establishments or stakeholders which are part of the SEBI (Prohibition of Insider Trading) Regulations 2015 along with the amendments thereof and it is a framework to monitor trading by insiders.

This application can be used by two types of users.

1. Compliance User (Multiple Compliance Logins can be created)
2. Insiders

Basic functionalities of Trackin System are: -

1. Create the Company master where the limits are set as per Code of Conduct of the Company.
  2. Create multiple Categories such as Directors, Promoters and Employees, Designated Person etc. for category wise tracking & reports.
  3. Set rule limit such as reverse sell, reverse buy, value of shares, number of shares, % to capital, % of shares, trading window applicability, quarterly monitoring value, quarterly monitoring shares, trade permission violations etc. based on which the system will reflect deviations.
  4. Create Transaction category such as Market, ESOP, Pledge, etc. for reporting the trades
  5. Upload / update Insider as well as sub-insider (Immediate Relatives) details.
  6. Create Mail templates for all the events for which mails are sent from the system.
  7. Assign rights for user levels.
  8. Add trading window closure period and intimation of trading window closure through the system.
  9. Create the legitimate purpose master and maintain Structured Digital Database also send the confidentiality notice to the insiders.
  10. Applications & Approvals for Pre-clearance & Trade Declaration by Insider and Compliance User respectively.
  11. Generation of Form B/C as per SEBI (PIT) Regulations.
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## 1. Pre-Clearance Screenshot

**APPLICATION FOR PRECLEARANCE OF TRADE** Preclearance > Application For Preclearance of Trade

Company Type()  
 Main Company  Grey List Company

Company Name\*  Select Insider / Sub Insider Name\*  Select Demat Account\*

Number of Share\*  Nature of Trade\*  Mode of Trade\*

UPSI Declaration/Undertaking\*

## 2. Self- Declaration Screenshot

**REPORTING OF TRADES** Self Declaration > Reporting of Trades

Note: Trade date cannot be a Saturday or Sunday or a public holiday.

Company Type  
 Main Company  Grey Company List

Exchange on which trade is executed\*  Trade Date\*  Nature of Trade\*

Mode of Trade\*  Demat Account\*  No .of Securities\*

Rate\*  Amount\*  Upload Contract Note

Derivative Details

**Indicative format of Declaration / Disclosure of periodical holdings by the Designated Persons**

To,  
The Compliance Officer

I. Details of the Designated Person

Name : \_\_\_\_\_  
Designation : \_\_\_\_\_  
PAN : \_\_\_\_\_  
Other Identifier Type & No : \_\_\_\_\_  
No. of Equity Shares held as on @date of declaration@: \_\_\_\_\_  
Telephone/Mobile No.: \_\_\_\_\_  
Qualification(s) & Educational Institution(s): \_\_\_\_\_  
Name(s) of Past Employer(s): \_\_\_\_\_

II. Details of Immediate Relatives / Persons with Material Financial Relationship:

<b>Name of Immediate Relatives / Persons with Material Financial Relationship</b>	<b>Relation-ship</b>	<b>PAN</b>	<b>Telephone / Mobile No.</b>	<b>No. of Equity Shares held as on @date of declaration@</b>

In compliance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as mentioned in Code of Conduct of the Company, I, @InsiderName@ hereby undertake/declare that:

1. I/my Immediate Relative(s) any of whom is either dependent financially on me or consults me in taking decisions relating to trading in securities have not executed intraday contra trade or intra week contra trade in the securities of the Company.
2. I/my Immediate Relative(s) have not contravened the Company's Code as notified by the Company from time to time.
3. I have made full and true disclosure in the matter.

Signature:

Name: @InsiderName@

Date:

**FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on  
becoming a Key Managerial Personnel/Director/Promoter/Member  
of the promoter group]**

Name of the company: CAMPUS ACTIVEWEAR LIMITED

ISIN of the company: INE278Y01022

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% Shareholding of
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

**Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

7	8	9	10	11	12
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**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2) - Continual Disclosure]**

Name of the company: CAMPUS ACTIVEWEAR LIMITED

ISIN of the company: INE278Y01022

**Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)**

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/public/rights/preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. - Shares Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

**Note:** (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015. (ii) Value of transaction excludes taxes/brokerage/any other charges

**Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on the trade executed	high was
Type of contract	Contract specifications	Buy		Sell			
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)		
16	17	18	19	20	21	22	

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

Name & Signature:

Designation:

Date:

Place:

**FORM C (Indicative format)**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) - Transactions by Other connected persons as identified by the company**

**Details of trading in securities by other connected persons as identified by the company**

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connect ion with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares specifies		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. - Shares, Warrants Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge/ Revocation / Invocation/ Others-please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To	13	14	15
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

**Details of trading in derivatives on the securities of the company by other connected persons as identified by the company**

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name:

Signature:

Place: