



RELAXO FOOTWEARS LIMITED

Date: 15.05.2015

National Stock Exchange of India Ltd.
Exchange Plaza
Plot no. C/1, G, Block
Bandra-Kurla Complex
Bandra(E)
Mumbai-400 051

Bombay Stock Exchange Limited
Phirojee Jeejeebhoy Towers
Dalal Street
Mumbai-400 023

Sub: Adoption of Code of conduct as per SEBI (Prohibited of Insider Trading) Regulations, 2015

Dear Sir,

This is with reference to the matter stated above. We want to inform you that the Company has adopted code of conducts as per SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI circular No. LAD-NRO/GN/2014-15/21/85 dated 15.01.2015. The said Code of Conducts is being uploaded on the Company's Website. A copy of the same is enclosed herewith for your record.

We request you to take the above on records.

Thanking You,

For Relaxo Footwears Ltd

Shilpi Jain
Deputy Company Secretary

Manufacturers and Traders of all kinds of Footwears and Allied Products

Registered Office : 316-319, Allied House, Inderlok, Delhi - 110035
Phones : 011 46800 500, 46800 600, 46800 700 Fax : 011 46800 692
CIN No. - L74899DL1984PLC019097
E-mail: rfl@relaxofootwear.com Website: www.relaxofootwear.com



RELAXO FOOTWEARS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Board of Directors of Relaxo Footwears Limited is committed to manage the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all stakeholders. The Company upholds the basic tenets of Corporate Governance and to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework of the Company by prohibiting and regulating such activities within the applicable law.

Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Insider Regulations**") prescribes all listed companies to formulate and publish on its official website a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information' ("**Code of Fair Disclosure**") as per Schedule A of the Insider Regulations.

1. Preface

- 1.1 SEBI vide its Circular No. LAD-NRO/GN/2014-15/21/85 dated 15.01.2015 has introduced the Insider Regulations to be effective from 15.05.2015
- 1.2 Regulation 8 in Chapter IV of SEBI (Prohibition of Insider Trading) Regulations, 2015 provides for the formulation of a Code of Fair Disclosure.
- 1.3 The Code of Fair Disclosure shall be applicable to the Promoters, Key Managerial Personnel, Board Members and Employees of the Company.

2. Prompt public disclosure of Unpublished Price Sensitive Information.

- 2.1 The Company will make prompt public disclosure of unpublished price sensitive information in relation to the Company that would impact price discovery of the securities of the Company no sooner than credible and concrete Information comes into being in order to make such Information generally available.
- 2.2 The Company will ensure uniform and universal dissemination of unpublished price sensitive information in relation to the Company via stock exchanges where the securities of the Company are listed and in order avoid selective disclosure.

- 2.3 The Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of Information and disclosure of unpublished price sensitive information in relation to the Company.
- 2.4 The Company will make efforts to promptly disseminate any unpublished price sensitive information in relation to the Company that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 2.5 The Company will endeavor to provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 2.6 The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information in relation to the Company.
- 2.7 The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website www.relaxofootwear.com to ensure official confirmation and documentation of disclosures made.
- 2.8 The Company executive will handle all unpublished price sensitive information in relation to the Company on a need-to-know basis.

REVIEW / AMENDMENT

The Board of Directors of the Company may amend, abrogate, modify or revise any of all clauses of this Code in accordance with the applicable provisions of the Regulations, listing agreement entered into by the Company with the stock exchanges and guidance not issued by such stock exchanges, from time to time.