

CIRCULAR

FOR THE EMPLOYEES OF NANDAN DENIM LIMITED

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PREVENTION OF INSIDER TRADING IN DEALING WITH SECURITIES OF NANDAN DENIM LIMITED

[Pursuant to Regulation 12(1) of SEBI (Prohibition of Insider Trading) Regulations, 1992-as amended]

Notification for Closure of Trading Window under the Code for Prevention of Insider Trading in Equity Shares of Nandan Denim Limited

As per the Code for prevention of Insider Trading in dealing with securities of Nandan Denim Limited, the Company shall specify a trading period to be called "Trading Window" for trading in the securities. The Trading Window shall be closed during the time the information referred to in the Code is unpublished and it shall be opened after the price sensitive information, for which the trading window is closed, is made public.

The Board Meeting of the Company is scheduled on Friday, 29th May, 2015 for approval of the Audited Financial Results for the year and quarter ended 31st March, 2015. It has been decided that the Trading Window shall remain closed from Tuesday, 19th May, 2015 to Monday, 1st June, 2015 (both days inclusive). All Designated Employees* and their dependent family members are hereby notified that they are prohibited to deal in any transaction involving sale or purchase of Nandan Denim Limited's equity shares during the abovementioned restricted period of closure of Trading Window.

Any employee/ officer / director who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by the Company.

* For the abovementioned purpose, the term 'designated employee' shall include:-

- i. officers comprising the top three tiers of the Company management and all employees in the finance department.
- ii. the employees designated by the Company to whom these trading restrictions shall be applicable, keeping in mind the objectives of this code of conduct.

Sd/-
(Purvee Roy)
Company Secretary of Nandan Denim Limited
& Compliance Officer for the Code

Sd/-
(Sanjay Agrawal)
Chief Financial Officer of Nandan Denim Limited

Also informed to:

- Bombay Stock Exchange Limited
- National Stock Exchange of India Limited

Nandan Denim Limited
(Formerly known as Nandan Exim Limited)
(CIN:L51909GJ1994PLC022719)

Plant & Regd. Office:

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Ph.: +91 9879200199 Website: www.nandandenim.com Email: info@nandandenim.com

Corporate House:

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