



# SCANDENT IMAGING LIMITED

[Formerly known as, COUNT N DENIER (INDIA) LIMITED]

CIN NO: L93000MH1994PLC080842

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## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[FRAMED UNDER REGULATION 8 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF  
INSIDER TRADING) REGULATIONS, 2015]

### 1. Introduction:

The Board of Directors of Scandent Imaging Limited (the “Company”) whose securities are listed on Stock Exchanges, has formulated this Code of Practices and Procedures (the “Code”) for fair disclosure of Unpublished Price Sensitive Information (UPSI) under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015,

This Code shall become applicable with effect from May 15, 2015.

### 2. Objective:

The objective of this Code is to formulate the code of practices and prescribe the procedures for fair disclosure of Unpublished Price Sensitive Information so as to ensure compliance with the timely and continuous disclosure obligations under the applicable laws for uniform and universal dissemination of UPSI, to avoid selective disclosures and to provide to the Shareholders and Market with timely, direct and equal access to information issued by the Company and thereby promote Investors’ confidence in the integrity and securities of the Company.



### 3. Definitions:

- a. "Act" means the Securities and Exchange Board of India Act, 1992.
- b. "Board" means the Securities and Exchange Board of India.
- c. "Compliance Officer" means any senior officer, designated so and reporting to the Board of Directors or Head of the Organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Codes specified in these Regulations under the overall supervision of the Board of Directors of the listed company or the Head of an Organization, as the case may be.
- d. "Connected Person" means,-
  - (i) 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 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.
  - (ii) 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, -
    - an immediate relative of connected persons specified in clause (i) above; or
    - a holding company or associate company or subsidiary company; or
    - an intermediary as specified in section 12 of the Act or an employee or Director thereof; or
    - an investment company, trustee company, asset management company or an employee or Director thereof; or
    - an official of a stock exchange or of clearing house or corporation; or



- 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
  - 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
  - an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - a banker of the company; or
  - a concern, firm, trust, Hindu Undivided Family, Company or association of persons wherein a Director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest.
- e. "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis.
- f. "**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.
- g. "**Insider**" means any person who is:
- a connected person; or
  - in possession of or having access to unpublished price sensitive information.
- h. "**Listing Agreement**" means Equity Listing Agreement which the Company has entered into with the Stock Exchanges including amendment from thereto from time to time.
- i. "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- j. "**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;
- k. "**Stock Exchanges**" mean Bombay Stock Exchange Limited (BSE) where the Securities of the Company are presently listed/ or any other recognized Stock Exchanges where the Securities of the Company will be listed.





- l. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;
- m. "Trading day" means a day on which the recognized stock exchanges are open for trading;
- n. "Unpublished Price Sensitive Information" means any information, relating to a 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, de-listings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel; and
  - (vi) material events in accordance with the listing agreement.

Words and expressions used and not defined in this Code but defined in the Regulations, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

4. Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

To achieve the aforesaid objective, the connected persons shall adhere to the following principles in letter as well as in spirit.

- a. There shall be a prompt public disclosure of unpublished price sensitive information as soon as the information or the decisions are validated by the Board to the Stock Exchanges where the securities of the Company are listed and simultaneously upload such information on Company's official website [www.scandent.in](http://www.scandent.in) in order to make such information generally available to investors and members of the Company.



- b. The uniform and universal dissemination of unpublished price sensitive information shall be ensured to avoid selective disclosure.
- c. The Company Secretary is designated as Chief Investor Relations Officer to deal with dissemination and disclosure of unpublished price sensitive information.
- d. There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise. It shall be ensured that such information is made generally available.
- e. Appropriate and fair response shall be provided against queries on news reports and requests for verification of market rumours by regulatory authorities.
- f. The Company Secretary shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information
- g. Best practices shall be followed to make the recordings/transcripts of the proceedings of meetings with analysts and other investor relation conferences on the website of the Company to ensure official confirmation and documentation of disclosure made.
- h. Unpublished price sensitive information is to be handled on need-to-know basis, i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their duty.

**5. Disclosure of the Code on Public Domain:**

This Code shall be published on the official website of the Company.

Further, this Code and every subsequent amendment made thereto, shall be promptly intimated to the Stock exchanges where the securities of the Company are listed.

