



**ASTRON PAPER AND BOARD MILL LIMITED**  
**INSIDER TRADING CODE-2015**

Code of conduct for prevention of Insider Trading Under regulations 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 adopting the minimum standards, set out in Schedule B to the Regulations.

**1. INTRODUCTION**

This Insider Trading Policy (this “Policy”) provides guidelines to directors, officers, employees and connected persons of **ASTRON PAPER AND BOARD MILL LIMITED** (the “Company”) with respect to transactions in the Company’s securities for the purpose of promoting compliance of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. All concerned are requested to read this Policy carefully and ask the questions, if any, to the Compliance office appointed under this Policy.

**This Code of Conduct will be applicable to Directors / officers / KMP / Designated Employees and their dependent relatives, Other Connected Persons.**

**2. DEFINITIONS**

- a) “**Act**” means the Companies Act, 2013, Rules framed thereunder & any amendments thereto.
- b) “**Board of Directors**” means the Board of Directors of Astron Paper & Board Mill Limited.
- c) “**Company**” means **Astron Paper And Board Mill Limited**;
- d) “**Compliance officer**” means The Officer appointed by the Board of Directors of the Company for the purpose of these Regulations from time to time. It is Company Secretary of the Company.

e) **"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 Code of Conduct – Insider Trading 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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, -
  - (a) an immediate relative of connected persons specified in clause (i); or
  - (b) a holding company or associate company or subsidiary company; or
  - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (e) an official of a stock exchange or of clearing house or corporation; or
  - (f) 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
  - (g) 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
  - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or (i) a banker of the company; or
  - (j) 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 per cent. of the holding or interest.

f) **“Designated Person’s”** means and includes:

- Directors;
- Key Managerial Personnel;
- General Manager and above officers
- All key employees of finance department, Legal and Secretarial Department (all grades);
- Any other person who may have access to any unpublished price sensitive information as defined in this Code as connected persons viz. Auditors, Law Firms, Analysts, Consultants etc. assisting or advising the Company;
- Any other employee designated by the Board of Directors from time to time.

g) **“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;

h) **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;

i) **"Insider"** means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;

j) **"Promoter and Promoter Group"** 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;

k) **"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;

l) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities of Company, either as principal or agent, including by way of pledging

- m) **“Trading day”** means a day on which the recognized stock exchanges are open for trading;
- n) **“Trading Window”** trading period for trading in Company’s Securities
- o) **"Unpublished price sensitive information" (UPSI)** 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:
- financial results;
  - dividends;
  - change in capital structure;
  - mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  - changes in key managerial personnel;

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

### **3. COMPLIANCE OFFICER**

- 1) The Company has, at present designated, Company Secretary as Compliance Officer who shall report to the Board of Directors for the purpose of compliance with the SEBI (Prohibition of Insider Trading) Regulation, 2015 and provide reports to the Chairman of Audit Committee for the compliances under this Code, at such frequency as may be stipulated by the Board.
- 2) Compliance Officer shall be responsible for setting both policies, procedures, monitoring, adherence to the rules for preservation of Unpublished Price Sensitive Information, pre-clearance of trades of designated persons and their

dependents' trades, monitoring of trades and implementation of code of conduct under the overall supervision of the Board.

- 3) Compliance Officer shall maintain a list of designated persons and changes thereof.
- 4) The compliance officer shall assist all the employees/ designated persons in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the company's code of conduct.
- 5) Compliance Officer shall maintain records of the disclosures made pursuant to the Insider Trading Regulations for a minimum period of 5 (five) years;
- 6) Compliance Officer shall notify the approved trading plan to the stock exchanges on which the Securities are listed.

**4. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

- 1) No Insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 2) Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- 3) All non-public information directly received by any employee should immediately be reported to the head of the department.
- 4) Files containing confidential information shall be kept secure. Computer files must have adequate digital security.
- 5) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- 6) An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:—
- (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
  - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine. However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of above para and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

## 5. **TRADING PLANS**

- a) An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- b) Such trading plan shall:—
  - i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
  - iii. entail trading for a period of not less than twelve months;

- iv. not entail overlap of any period for which another trading plan is already in existence;
  - v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - vi. not entail trading in securities for market abuse.
- c) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
  - d) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
  - e) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **6. TRADING WINDOW**

All employees and connected persons shall be subject to trading restrictions as enumerated below:-

- a) The trading in securities is permitted during the period when trading window is not closed.
- b) The trading window shall be closed during the time the information referred to in para c is un-published. When the trading window is closed, the directors/ employees/ designated persons shall not trade in the company's securities in such period.
- c) Generally Trading Window of the Company will close from first day of each quarter i.e from 01<sup>st</sup> April, / 1<sup>st</sup> July / 1<sup>st</sup> October / 1<sup>st</sup> January and be re-opened 48 hours after the financial result is made public.

- d) The trading window shall be, inter alia, closed at the time of:-
- i. Declaration of Financial results (quarterly, half-yearly and annual)
  - ii. Declaration of dividends (interim and final)
  - iii. Issue of securities by way of public/ rights/ bonus etc.
  - iv. Any major expansion plans or execution of new projects
  - v. Amalgamation, mergers, takeovers and buy- back
  - vi. Disposal of whole or substantially the whole of the undertaking
  - vii. Any material changes in policies, plans or operations of the Company.
- e) The time for commencement of closing of trading window shall be notified from time to time.
- f) The trading window shall be re-opened 48 hours after the information referred to in Para c above is made public.
- g) All directors/ officers/ employees/ designated persons of the company shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the period when trading window is closed or during any other period as may be specified by the Compliance Officer of the Company from time to time.
- h) The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- i) All directors/ designated persons who buy or sell any number of securities of the Company shall not enter into a Contra trade i.e. sell or buy any number of securities during the next six months following prior transaction.
- j) Relaxation may be given from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such contra trade is executed, inadvertently or otherwise, in violation of such a restriction, 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.



**7. PRE-CLEARANCE OF TRADES:**

- i. All directors/officers/designated persons of the company who intend to deal in the securities of the company should pre-clear the transactions as per the pre-dealing procedure as described hereunder provided such transactions exceeds Rupees Ten Lacs in value within calendar quarter.
- ii. An application may be made in the form as specified in Annexure 'A' to this code to the Compliance officer indicating the estimated number of securities that the designated persons intends to deal in, the details as to the depository with which he has a security account, the details as to the securities of the Company in such depository mode and such other details as may be specified by the compliance officer in this behalf.
- iii. An undertaking in the form as specified along with Annexure 'A' to this code shall be executed in favour of the company by such designated employee/director/officer incorporating, inter alia, the following clauses, as may be applicable:
  - a) That the employee / director / officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
  - b) That in case the employee / director / officer has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he / she shall inform the Compliance officer of the change in his position and that he / she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time. iv. That he/she has made a full and true disclosure in the matter.
  - d) The Compliance Officer may after the scrutiny of the application grant approval/ rejection in the format specified in Annexure 'C'.

- e) In case, the Compliance Officer wants to deal in the securities of the Company he must submit his application to the Managing Director/ Whole Time Director.
- f) The Compliance Officer shall confidentially maintain a list as a “restricted list” as may be specified in the SEBI regulations which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

**8. PERIOD FOR COMPLETING THE TRANSACTIONS**

As per Annexure-B, all employees/designated persons shall execute their order in respect of securities of the Company within 7 trading days after the approval of pre-clearance is given. If the order is not executed within seven working days after the approval is given, the employee / director/ designated persons must pre-clear the transaction again.

**9. DISCLOSURES & REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

**A. INITIAL DISCLOSURES**

- a) Every promoter, key managerial personnel and director of the company whose securities are listed on any recognised stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect : In Form A
- b) Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter : In Form B

## **B. CONTINUAL DISCLOSURES**

- a) Every promoter, Designated Person and director of the company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh). : In Form C

## **C. DISCLOSURES BY OTHER CONNECTED PERSONS**

Other class of connected persons or connected person shall disclose of shares or change in shareholding within 2 days of allotment of shares or within acquisition or sale of shares : In Form D

## **D. OTHER CLASS OF CONNECTED PERSON OR CONNECTED PERSON**

From receipt of intimate of allotment / acquire / sell of shares : Within 2 trading day : In Form D

## **E. DISCLOSE BY COMPANY TO STOCK EXCHANGE**

The Information received as per above disclosure shall be intimated to stock exchanges where shares of the Company are listed, within 2 working days of receiving the disclosure.

## **10. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT:**

- a) Any employee/director/officer 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.
- b) Employees/Directors/Officers of the company who violate the code of conduct shall also be subject to disciplinary action by the company, which may include wage freeze, suspension, ineligible for future participation in employee stock option plans, etc.
- c) The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.

d) Pursuant to provisions of section 195 of the Companies Act, 2013, if any person contravenes any provisions of this section shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lakh rupees but which may extend to twenty five crore rupees or three times the amount of profits made out of insider trading whichever is higher or with both.

11. **DISCLSOURE**

The Company shall promptly intimate this code of Insider Trading and every amendment thereto to the Stock exchanges. This Code shall be published on official website of the Company.

**ANNEXURE-A**

**FORM FOR SEEKING PRE-CLEARANCE**

**(For Designated Person As Per 2 (f) of this policy)**

The Compliance Officer,  
Astron Paper and Board Mill Limited

Date: \_\_\_\_\_

Sub.: Pre-clearance for dealing in company's securities

Dear Sir,

I am desirous of dealing in below mentioned securities of the company in my own name or on behalf of my dependent family member (write name of family member and relationship) and seek your approval to acquire/purchase/sell them.

1	Name, Address and PAN of Applicant	
2	Designation	
3	Employee Code	
4	Department and Location	
5	Number and value of securities in the company had as on date (with folio/DP ID/Client ID No.)	
6	Mode in which securities are held	Physical/Demat
7	The proposal is for	a) Acquisition in the open market b) Subscription to the securities c) Sale of the securities
8	Proposed date of dealing in securities	
9	Nature of proposed dealing	Buy / sell
10	Estimated number of securities proposed to be acquired/subscribed /sold	
11	Price at which transaction is proposed	

12	Current market price(as on the date of application)	
13	Whether the proposed transaction will be through stock exchange or off market deal	
14	Proposed mode of dealing in securities	Physical/ Demat
15	If securities are held/proposed to be dealt in dematerialized form Name of the Depository DP ID Number Client ID Number	

I agree and undertake to comply with the rules mentioned on the reverse of this Form and I hereby declare that I am seeking this clearance on the basis that I do not have any Price Sensitive Information which by definition means only information which relates directly or indirectly to the Company and which if published, is likely to materially affect the price of securities of the Company.

Enclosed undertaking as per format prescribed.

Thanking you,

Yours faithfully,

(\_\_\_\_\_)

\*Delete whichever is not applicable

**UNDERTAKING TO BE GIVEN BY THE DESIGNATED PERSON ALOMNG**  
**WITH ANNEXURE -A**

The Compliance Officer,  
Astron Paper and Board Mill Limited

Date: \_\_\_\_\_

Dear Sir,

I, \_\_\_\_\_, \*Director/ Officer / Designated Employee and on behalf of my Dependent Family Members, pursuant to Clause 8.3 of the Company's Code of Conduct for Prevention of Insider Trading, hereby undertake the following that:

- a) I do not have any access and neither I have received any "Price Sensitive Information" Which by definition means information which relates directly or indirectly to the Company and which if published, is likely to materially affect the price of securities of the Company upto the time of signing the Undertaking.
- b) In case if I have access to and/or receive "Price Sensitive Information" after signing the Undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
- c) I have not contravened the code of conduct for prevention of Insider Trading as notified by the company from time to time.
- d) I have made a full and true disclosure in the matter.

Yours faithfully,

(\_\_\_\_\_)

\*Delete whichever is not applicable

**ANNEXURE- B**  
**Format for approval order by the Company**

To

Name of Designated Person \_\_\_\_\_

Designation \_\_\_\_\_

Place \_\_\_\_\_

I refer to your application dated \_\_\_\_\_ under Company's Code of Conduct for Prevention of Insider Trading for seeking permission to buy/sell of \_\_\_\_\_ No. of Securities of the Company. The Company hereby gives its consent to buy/sell not more than \_\_\_\_\_ No. of Securities of the Company provided the above transaction is not based on any unpublished Price Sensitive Information relating to the Company. Your kind attention is drawn to the following provisions which you need to, inter-alia, strictly observe in terms of the above Regulations while dealing in the securities of the Company.

1. The Transaction would have to be executed within seven trading days and if the same is not executed within seven trading days after the approval is given you would have to pre-clear the transaction once again.
2. Securities thus acquired should be held for a minimum period of 30 days in order to be considered as being held for investments purposes unless necessitated by personal emergency the holding period could be waived on justifiable reasons which has to be recorded in writing. The holding period shall also apply to subscription in the primary market. In the case of issues, the holding period would commence when the securities are actually allotted.
3. Any transaction with regard to the Company's Securities above the limits specified in Regulation 7 of the Insider Trading Regulations should be communicated to the Company within 2 trading days of the conclusion of the transaction.
4. You shall not enter into contra trade within the 6 months of such trade.

It may please be noted that any violation in compliance with aforesaid regulation would attract penal provisions by the Company, which would include Wage Freeze, Suspension or ineligibility to participate in future ESOPS. This would not preclude SEBI taking its own action and action under Companies Act, 2013.

Thanking You.

Yours faithfully,

For, Astron Paper and Board Mill Limited  
Compliance Officer



**ANNEXURE-C**  
**Format for Disclosure of Transaction**

The Compliance Officer,  
Astron Paper and Board Mill Limited  
Ahmedabad

Date: \_\_\_\_\_

I hereby confirm that,

- I have not bought / sold / subscribed any securities of the Company
- I have bought / sold / subscribed \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ date

Name / Address /PAN of Designated Person	No of Securities	bought / sold / subscribed	DP ID / Client ID / Folio No	Price of Transaction

I undertake to preserve documents evidencing proof of above transaction for a period of 5 years and produce the same to the Compliance Officer / Concern Authorities when required.

I declared that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transaction.

I shall not enter into the contra trade within 6 month of such trade.

Sign \_\_\_\_\_

Name \_\_\_\_\_

Designation \_\_\_\_\_

Place \_\_\_\_\_

\* Delete whichever is not applicable

ANNEXURE - D

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date: \_\_\_\_\_

To,  
The Compliance Officer  
ASTRON PAPER & BOARD MILL LTD

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under Clause ----- of the Code of Conduct for prevention of insider trading with respect to \_\_\_\_\_ shares of the Company held by me/ \_\_\_\_\_ (name of relative) singly / jointly acquired by me on \_\_\_\_\_ (Date). I desire to deal in the said shares on account of \_\_\_\_\_  
(give reasons).

Thanking You,  
Yours faithfully,

Signature: \_\_\_\_\_

(Name) : \_\_\_\_\_

(Designation) : \_\_\_\_\_

(Department) \_\_\_\_\_

## Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

### **I. Preamble**

Regulation (8) of the newly introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”) requires a listed company to formulate and publish on its official website a Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information (hereinafter referred as “Code”) in adherence to the principles set out in Schedule A to the said Regulations.

### **II. Objective of the Code**

The Code is required for Astron Paper and Board Mill Limited (“the Company”) to prevent the misuse and ensure timely and adequate disclosure of Unpublished Price Sensitive Information (‘UPSI’) and to maintain the uniformity, transparency and fairness in dealing with the stakeholders.

### **III. Guidelines for Fair Disclosure**

The Company’s Board, officers, employees and connected persons as defined shall adhere to the following guidelines as framed as under, involving the compliance of Regulations with respect to principles of fair disclosure of unpublished price sensitive information in letter and spirit

- a) The Chief Investor Relations Officer (CIRO) shall ensure prompt public disclosure of Unpublished Price Sensitive Information (UPSI) to stock exchanges and on the website of the Company, that would impact price discovery, as soon as it has credible and concrete information, in order to make such information ‘generally available’, i.e. to make the information accessible to the public on a non-discriminatory basis.

Such disclosure would subject to receipt of internal approvals and made through authorised personnel of the Company, in accordance with applicable corporate and securities laws.

- b) The Company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.

- c) The CIRO shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.
- d) The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- e) The CIRO shall ensure that information shared with analysts and research personnel is not UPSI.
- f) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- g) The CIRO shall ensure the handling of all UPSI on a need-to-know basis.
- h) The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.
- i) The CIRO is authorized to respond to any queries that may be received from stock exchanges, press, electronic/ social media or investors, for verification of any market rumours relating to the Company and/ or any of its subsidiaries, subject to internal clearances.

**IV. Amendment to the Code**

This code has been reviewed and approved by the Board of Directors of the Company. The Board may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure in whole or in part. This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the stock exchange where the securities of the Company are listed.

- V. The code shall be applicable and binding on all Designated Person. (as defined in the Code of Conduct to Regulate, Monitor and Report Trading by Insiders) of the Company and shall be deemed to have come into effect from 01<sup>st</sup> April, 2019.

This Insider Trading Code is internal code of conduct, the basic object is to avoid insider trading. It will be the responsibility of each employee to ensure Compliance of SEBI Guidelines and other related Regulations and Act.

## **POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

### **Brief About Policy:**

This Policy is in compliance to the provisions of Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulation, 2015 (hereinafter, "Regulations"), effective from 1<sup>st</sup> April, 2019, which provides for that, listed entities are required to make a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8.

This Policy will be applicable on all "insiders" and will be effective from 1st April, 2019. Any subsequent modification and / or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulation, 2015 shall automatically apply on this Policy.

Words and expressions used and not defined in this Policy or in the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, shall derive their meaning from the SEBI (Prohibition of Insider Trading) Regulation, 2015.

### **DETERMINATION OF LEGITIMATE PURPOSE:**

"Legitimate purpose" shall include sharing of unpublished price sensitive information ("UPSI") in the ordinary course of business (need to know) by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

What shall constitute "legitimate purpose" and what shall not constitute "legitimate purpose" will be based on the business related needs of the Company. In general, legitimate purpose shall, inter-alia, include the following purposes:

- 1) Audit Purpose;
- 2) Contractual Obligation;
- 3) Legal Obligation;
- 4) Any other specific purpose based on the business related needs of the Company and other administrative purposes.

The purpose of providing information for a legitimate purpose must be compatible with a declared and specified purpose and should not be contrary to law, morals or any public policy.

The information recipient must be clearly instructed to obtain the Company's written consent in case the information provided to such recipient is used by such recipient for another purpose other than the initial legitimate purpose for which the Company had provided the UPSI. If the Company concludes that, the secondary purpose is a legitimate purpose", the Company may grant consent for the same to the users of the information.

### **PRINCIPLES:**

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The information provided for the legitimate purpose must not be excessive in relation to the declared purpose. It must be ensured that, providing such information is necessary for its intended purpose.

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom the information is shared under this Regulation along with the Permanent Account Number or any other identifier authorized by law, where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

### **POWER OF THE BOARD OF DIRECTORS:**

The Chief Investor Relations Officer, subject to the approval of the Board of Directors reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

The Board may on its own or on the recommendation of the Audit Committee, establish further rules and procedures, from time to time, to give effect to the intent of this Policy and to further the objective of good corporate governance.

The decision of the Board of Directors of the Company with regard to any or all matters relating to this Policy shall be final and binding on all concerned.

**ACTION AGAINST VIOLATION:**

The Audit Committee, subject to approval of the Board of Directors, may take appropriate action against any person who violates the provisions of this Policy. Disciplinary action may include penalizing the concerned person. Where the Company has suffered a loss due to violation of the policy, it may pursue its legal remedies against such person(s).