

## INSIDER TRADING PROHIBITION CODE

- I. **Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company;**
- II. **Policy & Procedures for Inquiry in case of leak of Unpublished Price Sensitive Information; and**
- III. **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information & Policy for determination of “Legitimate Purpose”**

**Effective April 1, 2019**

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) and as approved by the Board of Directors on February 13, 2019]

**Polyplex Corporation Limited**

CIN: L25209UR1984PLC011596

**Regd. Office:** Lohia Head Road, Khatima – 262 308, Distt. Udham Singh Nagar, Uttarakhand

**Corporate Office:** B-37, Sector-1, NOIDA, Gautam Budh Nagar, Uttar Pradesh-201 301, India

Website: [www.polyplex.com](http://www.polyplex.com)

## Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company

### 1. Background

The Securities and Exchange Board of India has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015, ("**SEBI Regulations**") which have been amended from time to time to regulate the law relating to insider trading of listed entities in India.

Polyplex Corporation Limited believes in adhering to the highest standards of transparency and fairness in dealing with all stakeholders and aims to institutionalize strong governance processes to ensure due compliance with the said regulations in letter and spirit. The said Regulations also require to lay down policy and procedure for inquiry in case of leak of unpublished price sensitive information and code of practice and procedure for Fair Disclosure of Unpublished Price Sensitive Information & Policy for determination of "Legitimate Purpose".

### 2. Objective

The objective of this Code is to lay down rules of guidance for "**Insider and Designated Persons and Connected Persons**" on the policy, pre-clearance /disclosure procedures to be followed before trading in the Securities of the Company.

The restrictions in this Code, in certain cases, extend beyond the strict requirements prescribed under the SEBI Regulations and are intended to safeguard the reputation of the Company and the Insider, Designated Persons and Connected Persons to whom this Code applies.

Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from April 1, 2019, this revised Code has been approved by the Board on February 13, 2019.

### 3. Important definitions

For the purpose of this Code:

- a) "**Act**" means the Securities and Exchange Board of India Act, 1992 (as amended or re-enacted from time to time).
- b) "**Board**" refers to the Board of Directors of the Company.
- c) "**Code**" or "**this Code**" shall mean the Insider Trading Prohibition Code which includes 'Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company', 'Policy & Procedure for Inquiry in case of leak of Unpublished Price Sensitive Information' and 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information & Policy for determination of Legitimate Purpose'.

- d) **“Company”** means ‘Polyplex Corporation Limited’.
- e) **“Compliance Officer”** in relation to the Company refers to the Compliance Officer as may be designated by the Board, who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information (UPSI), monitoring of trades and the implementation of the codes under the overall supervision of the Board of Directors of the Company.
- f) **“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,-
    - (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.
- g). **“Designated Persons”** which shall include:
- i. Promoters/Member of Promoter Group;
  - ii. Directors;
  - iii. All employees at “level B1 and above” i.e. Managers and above;
  - iv. Chief Executive Officer and employees up to two levels below Chief Executive Officer of the company and its material subsidiary(ies) irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;

- v. Employees of Company and its material subsidiary(ies) who due to their functional role/ position are reasonably believed to have access to UPSI;
- vi. All employees of the Company in the secretarial team, corporate accounts and finance, taxation and treasury team and corporate communication at "level B 1 and above" i.e. Manager and above; and
- vii. Support staff of the Company such as IT staff or secretarial staff having access to UPSI.

In addition, the Compliance Officer, in consultation with the Chief Executive Officer and Chief Financial Officer of the Company will finalize the broad categories or individuals to be covered as Designated Persons under the Code. The Compliance Officer shall specifically communicate to such Designated Persons about applicability of the Code.

For the purpose of this Code, the term 'Designated Person' shall include his/her Immediate Relatives and Hindu Undivided Family (HUF) of which such Designated Person is a member unless stated otherwise.

- h) **"Employee"** means every employee of the Company including the Directors/Key Managerial Personnel in the employment of the Company.
- i) **"Fiduciaries"** refers to professional firms such as auditors, accountancy firms, law firms, analysts, consultants, banks etc., assisting or advising the company.
- j) **"Insider"** refers to:
  - (i) a connected persons
  - (ii) Any person who is in possession of or having access to Unpublished Price Sensitive Information (UPSI).
- k) **"Immediate Relative"** means spouse of a person and includes parents, siblings, and children 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.
- l) **"Key Managerial Personnel"** means person as defined in Section 2(51) of the Companies Act, 2013.
- m) **"Promoter/Member of the 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 as amended from time to time.
- n) **"Material Subsidiary"** means material subsidiary as defined under SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 or as amended from time to time.
- o) **"SEBI Regulations"** means SEBI (Prohibition of Insider Trading) Regulations, 2015, which have been amended from time to time.
- p) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities (including trading in derivatives of securities), and "trade" shall be construed accordingly.

- q) "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;
- r) "**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 include but not restricted to, information relating to the following:
- i. financial results, quarterly as well as annual;
  - ii. dividends, final as well as interim;
  - iii. change in capital structure i.e. buy back, bonus issue, rights issue, split of shares, preferential allotment, sweat equity issue, FPO etc.;
  - iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - v. changes in Key Managerial Personnel i.e. appointment, resignation or removal of CEO, CFO, MD, CS and Whole Time Director.

*Words and expressions not defined in this Code shall have the same meaning as contained in the SEBI Regulations, as amended from time to time.*

#### **4. Scope & Applicability**

This Code shall apply to all Designated Persons, immediate relatives of the Designated Persons, subsidiaries of the Company and to the extent mentioned, to Insiders and Connected Persons. Questions regarding this Code should be directed to the Compliance Officer.

#### **5. Handling of UPSI**

##### **5.1 Obligation and responsibilities of Designated persons**

- a) No Designated Person shall:
- i. Communicate, provide, or allow access to any UPSI, related to the Company or its Securities, to any person, including other Designated Persons, except in furtherance of legitimate purpose, performance of duties or discharge of legal obligation and the extent allowed by SEBI Regulations.
  - ii. Procure from or cause the communication by any Designated Person of UPSI, related to the Company or its Securities.

Provided that, the Designated Person shall communicate, provide, or allow access to any UPSI with another Designated Person on need to know basis only or as provided under the SEBI Regulations. In case the Designated Person is required to communicate, provide, or allow access to any UPSI, such Designated Person shall do so only upon serving a due notice which binds the recipient of the information to maintain confidentiality of the information and to communicate, provide, or allow access to any UPSI only in compliance with the provisions of the SEBI Regulations.

- b) Designated Person shall ensure to intimate the Compliance Officer in case of breach of the aforesaid provisions by him or any other employee of the Company.
- c) Designated persons while sharing such UPSI shall ensure that the recipient of such information is aware of its confidentiality and sensitivity and shall ensure that the recipient use or further disseminate such UPSI in compliance with provision of this Code.
- d) In case of slippage/ leakage of UPSI designated persons shall inform the Compliance Officer and shall take responsible measures to put a stop on further spreading of such UPSI.

## **5.2 Structured Digital Database**

Compliance Officer as may be designated by the Board, shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared, along with the following information pertaining to the recipients;

- a) Name of such recipient of UPSI;
- b) Name of the Organization or entity which the recipient represents
- c) Postal Address and E-mail ID of such recipient
- d) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such database shall be maintained in accordance with the SEBI Regulations from time to time, including through adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

## **5.3 Institutional Mechanism for prevention of Insider trading**

Company through this code has put in place adequate and effective system of internal controls to ensure compliance with the requirements given in SEBI Regulations to prevent insider trading.

The Audit Committee of the Company shall review compliance of the Code atleast once in a financial year and shall verify that the systems for internal control are adequate and operating effectively.

Internal Auditor shall investigate and submit the report to Audit Committee once in a year to post assessing the adequacy and effectiveness of such internal controls.

## **6. Prohibited transactions**

The Designated Persons shall not

- i. Trade in Securities of the Company directly or indirectly, either on his / her own behalf, or on behalf of any other person, when in possession of UPSI, except in compliance with the provisions of this Code or SEBI Regulations. Provided that exercise of stock options under the Company's Employee Stock Option Scheme ("ESOS") shall not be considered as trading / purchase of the Securities of the Company except for disclosure requirements as

- stipulated under clause 9 (ii).
- ii. Enter into forward contract (derivatives segment) in the Securities of the Company.
  - iii. Enter into speculative trading (e.g. intraday trading) in the Securities of the Company.
  - iv. Deal in Derivatives related to the Securities of the Company at any time [such as Option in Securities, contracts for differences and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of the Securities] because of the speculative nature of the instruments. However, the Designated Persons may deal in Index Futures.
  - v. Trade in Securities of the Company through portfolio management schemes, whether discretionary or non-discretionary.
  - vi. Advise any person to trade or not to trade in the Securities of the Company. *(It is clarified that the general recommendation for purchase of Securities in performance of duty, for example, recommendation by Investor Relations Department to institutional investors, is permissible).*
  - vii. Trade in the Securities of the Company for short term considerations.
  - viii. Enter into contra trade i.e. the Securities of the Company should not be sold by the Designated Person within six months of last purchase and any purchase should not be made within 6 (six) months of last sale.

Provided that the Compliance Officer may grant waiver from application of the said rule in case of extreme urgency and assurance from the Designated Person that he / she is not in possession of any UPSI.

Provided further that undertaking a contra trade in Securities acquired through buy back offers, open offers, rights issues, further public offer, bonus offers, exit offers or any other acquisition of Securities in a similar manner shall be permitted.

Provided further that the said restriction of 6 (six) months shall not be applicable on the Securities arising out of exercise of stock options under ESOS of the Company.

## **7. Permitted Transactions**

The Designated Persons are allowed to trade in the Securities of the Company through either of the following ways, after complying with the other conditions of this Code.

### **7.1. Trading through Pre-clearance Route i.e. prior approval route, when not in possession of UPSI:**

- i. An application for pre-clearance along with an undertaking in favour of the Company shall be made by the Designated Person to the Compliance Officer in the format provided in Application for Pre - Clearance of Trading (as Annexure I). Before approving any trade, a declaration to the effect may be sought that the applicant for pre-clearance is not in possession of any UPSI at the time of signing of the undertaking.
- ii. In case the Designated Person procures or comes in possession of UPSI before execution of the trade during the subsistence of the pre-clearance sought, he shall refrain from executing the trades.

- iii. Designated Persons must obtain pre-clearance for any trade in the Securities of the Company proposed to be undertaken by such Designated Person. Such pre-clearance shall be mandatory if the traded value (whether in one transaction or a series of transactions) over any calendar quarter aggregates to traded value in excess of Rs.10 Lakh.
- iv. Designated Person having obtained pre-clearance must file with the Compliance Officer the details of the transactions in the format provided in Form C within 2 trading days from the date of trading wherein the value of trade does not exceed Rs.10 Lakh.
- v. Designated Person having obtained pre-clearance must file with the Compliance Officer the details of the transactions in the format and within the time limit as provided in clause 9 (iii) of the Code hereunder where the traded value whether in one transaction or a series of transactions, exceeds the threshold of Rs. 10 Lakh in a calendar quarter.

Provided that while calculating the amount of Rs.10 Lakh under sub-clause (iii) and (iv) above, the value of shares acquired under bonus issue, merger/amalgamation and other similar transactions where information related to trading in Securities due to such transaction is already in public domain, should be taken at market value of the Securities as on the day they were bought/sold.

- vi. The approved pre-clearance of trade will be valid for 7 (seven) trading days (including the day of approval). Any Designated Person, who decides not to trade after securing pre-clearance, is required to inform the Compliance Officer about the reason thereof, in Form of Disclosure of Transactions (as Annexure II), within two trading days of the expiry of validity of the pre-clearance.

## **7.2 Trading Plan Route:**

A Designated Person shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval in Annual Trading Plan (as Annexure III). Such Designated Person who opts for trading plan route shall not be allowed to trade through the Pre-clearance Route during currency / pendency of a Trading Plan.

The Trading Plan approved by the Compliance Officer, shall be notified to the Stock Exchanges by the Company.

### **Mandatory conditions to be followed with respect to Trading Plan:**

- i. The Trading Plan needs to be formulated for a minimum period of 12 (twelve) months.
- ii. No Multiple / overlapping Trading Plans will be allowed.
- iii. Under the Trading Plan Route, trading is permitted after 6 (six) months from the date of submission of the Trading Plan to the Stock Exchanges.
- iv. Trading will not be permitted during the twentieth day prior to the end of a quarter, and up to 48 (forty-eight) hours after the disclosure of financial results for the quarter (Board Calendar will be communicated to Designated Persons, from time to time).
- v. Trading Plan once approved, will be irrevocable and has to be mandatorily implemented and any deviation/trading, outside the scope of Trading Plan is not permitted.
- vi. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.



- vii. Trading Plan shall not be used as a tool for market abuse.
- viii. The Trading Plan must 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.

In case the Designated Person is in possession of any UPSI at the time of formulation of the Trading Plan, and such UPSI is not made generally available, the implementation of the Trading Plan will be deferred until such UPSI is made generally available.

## **8. No-Trading Period / Trading Window Closure**

No-Trading Period means the period when the Designated Persons are not allowed to trade in the Securities of the Company. The Company will have the following No-Trading Periods:

(i) Standard No-Trading Period

For declaration of financial results (periodical or final), the Trading Window shall be closed from the first day from close of quarter. The Trading Window shall re-open 48 (forty-eight) hours after the UPSI becomes generally available.

(ii) Event Specific Trading Window Closure

Additionally, the trading window shall be closed (based on the price sensitivity of event) for all or select Designated Persons and select other persons (as determined by the Compliance Officer) when they can reasonably be expected to be in possession of UPSI, for such period(s) as may be determined by the Compliance Officer. The trading window may be reopened after closure, not earlier than 48 (forty-eight) hours after the UPSI in question becomes generally available or becomes irrelevant.

Trading window will not be applicable for exercise of ESOPs and for execution of trades in adherence to pre-approved trading plans.

## **9. Disclosure & Reporting**

The following disclosures / reporting shall be made to the Compliance Officer:

**i) Initial Disclosures by Promoter / Promoter Group, Directors, KMPs, Senior Management & Designated Persons**

- a) Every Promoter/Promoter Group, Directors, KMPs of the Company shall disclose their holding of securities in the company in **Form A as detailed in Annexure IV** within 30 days from April 01, 2019;
- b) Every person on appointment as a KMP, Senior Management or a director of the Company or upon becoming a Promoter or member of the Promoter Group shall

within 7 days of appointment or becoming a Promoter or a member of Promoter Group disclose details of the Securities held in the Company to the Compliance officer in **Form B as detailed in Annexure V;**

- c) All holdings in Securities of the Company by Designated Persons upon being identified as a Designated Person within 7 days as detailed in Initial Disclosure Form in Annexure **VI.**

**ii) Continual Disclosures by Designated Persons**

- a) Designated Persons shall within two trading days of transaction disclose to the Company the number of Securities acquired or disposed of, 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 ₹ 10 lacs or such other value as may be specified by the Compliance Officer **in Form C as detailed in Annexure VII;**
- b) The Company shall notify the particulars of Form C received within two trading days of receipt of disclosure or from becoming aware of the transaction to the Stock Exchanges;

**iii) Annual Disclosures by Designated Persons**

- a) Annual disclosure thereof containing the below details in **Annexure VIII** within a period of 30 days from the closure of each financial year:
  - a) Name of Immediate Relatives and persons with whom such Designated Person(s) shares a Material Financial Relationship;
  - b) PAN or any other identifier authorized by law of (a)
  - c) Phone, mobile numbers of persons mentioned in (a)

**Note:** *“Material Financial Relationship” shall mean a relationship as relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”*

**iv) Disclosure by Connected Persons**

- a) The Compliance officer may, at its discretion require any other Insider to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be deemed necessary in order to monitor compliance with these SEBI Regulations in **Form D as detailed in Annexure IX**

The Compliance officer may from time to time review and modify the formats for submitting disclosures, as may be appropriate.

- v) All disclosures must be made in the prescribed formats and must be sent to the Compliance Officer. The original disclosures must be sent at the following address:

**Compliance Officer**

**Registered Office:** Lohia Head Road, Khatima – 262 308, Distt. Udham Singh Nagar, Uttarakhand or at

**Corporate Office:** B-37, Sector-1, NOIDA, Gautam Budh Nagar, Uttar Pradesh-201 301, India.

**10. Compliance Officer**

The Compliance Officer designated by the Board will act as such for the purpose of this Code and will perform the following functions and shall have the following powers:

- i. Monitor and administer this Code.
- ii. Process the pre-clearance of trade as per approval matrix.
- iii. Maintain, update and preserve records, as per SEBI Regulations.
- iv. Clarify issues regarding the Code and redress the grievances of the Designated Persons.
- v. Decide and notify the 'No-Trading Period' for Designated Persons / select persons or specific departments, as deemed necessary.
- vi. Identify and maintain the list of Designated Persons in consultation with HR function on the basis of specific transactions, as required under the Code.
- vii. The Compliance Officer shall send reports to the Chairman of Audit Committee, on a quarterly basis, providing details of the trading in the Securities of the Company by the Designated Persons and the accompanying documents such persons had executed under the pre-dealing procedure as envisaged in this Code.

Compliance Officer designated by the Board for the purpose of this Code and his contact details are given at the end of this Code.

**11. Inquiry (Prevention of leak of Unpublished Price Sensitive Information)**

The Company has formulated written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information (as Annexure X).

Accordingly, the Company shall initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

The Compliance Officer shall review and undertake further inquiry in case of leak or suspicion. The case of leak of any UPSI of the Company, the Investigating Officer will undertake the procedure as provided under the whistle blower policy of the Company.

Further the same shall be reported to the Board, as required, stating the nature of leak, inquiries undertaken and results of such inquiries.

## **12. Penal Consequences**

### **12. 1. By the Company:**

Any Designated Person who violates any of the provisions of the Code is liable for the disciplinary action / penal consequences such as:

- a) Verbal or Written Warning;
- b) Internal Action, e.g. wages freeze, freeze on increment/promotion, change in role, job level, ineligibility for future participation in the Company's ESOP Scheme, if any;
- c) Monetary Penalty as may be deemed appropriate by the Audit Committee/Board of Directors depending on the severity of each case;
- d) Suspension or Employment Termination;
- e) Wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's ESOP Scheme, if any.

### **12.2 . By the Regulators:**

In case a Designated Person executes a contra trade within a period of six months, profit from such trade will be required to be deposited with Authority as Designated by SEBI.

If any Designated Person contravenes any of the provisions of the Insider Trading Code / SEBI Regulations, such Designated Person will be liable for appropriate penal actions in accordance with the provisions of the SEBI Act, 1992. The minimum penalty under the SEBI Act, 1992 is Rs.10 Lakh, which can go up to Rs.25 crores or 3 times the profit made from trading, whichever is higher.

## **13. Authority to make alterations**

The Audit Committee shall monitor and periodically review the Code and recommend the necessary changes to the Board for its approval.

The Board is authorized to amend the Code to give effect to any changes/amendments notified by the SEBI.

## **14. Consultation**

Any person, to whom this Code applies, and who has any doubt as to interpretation of any clause of the Code, should at all times consult the Compliance Officer. All communications under this Code should be addressed to the Compliance Officer.

## **15. Miscellaneous**

- I. All Connected Persons as defined under the SEBI Regulations shall when in possession of UPSI not communicate, provide access to or trade in the Securities of the Company.
- II. The Compliance Officer may require any other Connected Person or class of Connected Persons, not being presently covered as a Designated Person under this Code, to disclose holding and trading in the Securities of the Company, as and when deemed necessary, to monitor compliance with this Code and SEBI Regulations.
- III. Compliance Officer shall be authorized to seek any such information / documents from the Connected Persons and/or their Immediate Relatives, as the case may be, for ensuring compliance with the SEBI Regulations.

## **16. Amendment in SEBI Regulations**

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

Further, in the event of any amendment in SEBI Regulations, this Policy shall be deemed to be amended to that extent.

## **17. Appendix**

Requisite Forms are enclosed.

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**Foot Note:**

- a) *Version 1.0: Code approved by the Board dt. May 15, 2015 and effective from May 15, 2015 and replaces Company's earlier Code of Conduct for Prevention of Insider Trading framed pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.*
- b) *Version 2.0: Amended Code approved by the Board dt. February 13, 2019 and effective from April 1, 2019.*

**ANNEXURE I****APPLICATION FOR PRE - CLEARANCE OF TRADING****The Compliance Officer****Date:** \_\_\_\_\_**Polyplex Corporation Limited**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to regulate, monitor and report trading in Securities of the Company and the Code of Practices and Procedures for fair disclosure of UPSI, I seek approval for purchase/sale of the Securities of the Company as per the details given below:

<b>Details of Designated Person</b>	
Name	
Designation	
PAN	
Location	
Email Id.	
Contact No.	
<b>Preclearance sought for</b>	Self/ Immediate Relative
<i>If pre-clearance sought for Immediate Relative, then</i>	
Name of the Immediate Relative for whom pre-clearance sought	
Nature of Relationship	
PAN of Immediate Relative	
<b>Details of Security held by self/ Immediate Relative for whom the pre-clearance is sought</b>	
No. of Securities held as on date In physical form In dematerialized form	
<b>Details of Proposed Transaction</b>	
Nature of Proposed Transaction	Sale/ Purchase
No. of Securities proposed to be transacted	
<b>Details of identified account</b>	
Name & contact details of Broker with Account No.	
Name of Depository Participant	
DP ID	
Client ID	
<b>Details of previous pre-clearance, if any</b>	
No. of Shares for which pre-clearance was taken	
Date of approval of pre-clearance	
Whether transaction was executed	
If yes, No. of shares transacted & Value	
Reasons if not traded	

I hereby confirm and declare that:

- I am not in possession/ knowledge of any information that could be construed as Unpublished Price Sensitive Information (UPSI) as defined in the Policy upto the time of signing this undertaking;
- In the event that I am in possession/knowledge of any information that could be

construed as UPSI, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer immediately and shall completely refrain from dealing in the securities of the Company until such information becomes public;

- c) I have not and shall not enter into any opposite transaction (buy / sell) during the previous/ next six months from the date of last transaction.
- d) I undertake to submit the necessary forms/ documents within the prescribed timelines.
- e) I am aware that, I shall be liable to face penal consequences including disciplinary action in case the above declarations are found to be misleading or incorrect at any time;
- f) I agree to comply with the provisions of the Code at all times and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- g) I further hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the SEBI and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations 2015 as amended from time to time and the Code prescribed by the Company.

**Date :**

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

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

**Name:**

*(Immediate Relative)*

**Designation:**

*Please provide all the information. Incomplete forms will not be accepted.*

For use of Compliance Officer:

PCO No.	Application recd. date	Approval Date	Approval Granted for (Type of transaction)	Approval granted for (No. of shares)	Pre-clearance valid upto (dd/mm/yyyy)	Compliance Officer's signature
			Sale/ Purchase			

**FORM OF DISCLOSURE OF TRANSACTIONS**

(To be furnished within 2 days from of transaction/dealing in Securities of the Company)

Name of Designated Person	
Designation	
PAN	
Email Id	
Contact No.	
<b>If the trade was effected in the name of Immediate Relative</b>	
Name of Immediate Relative	
Nature of Relationship	
PAN	
<b>Details of Pre-clearance approved:-</b>	
Type of Transaction for which pre-clearance was applied	Purchase/ Sale
No. of Shares for which pre-clearance was applied	
Pre-clearance approved for (No. of security & date of Approval)	
<b>Details of Transaction executed</b>	
No. of Securities bought/sold	
DP ID/Client ID/Folio Number	
<b>No. of Securities held prior to the date of transaction</b>	
Price at which the transaction executed	
Reasons, if transaction not executed or if executed for lower quantity	
Total number of Securities held after acquisition / sale	

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance Officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery Instruction Slip (applicable in case of sale transaction).

I agree to hold the above Securities for a minimum period of six months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code, SEBI Regulations and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

.....  
Signature of Designated Person



**APPLICATION FOR ANNUAL TRADING PLAN**

**To,  
The Compliance Officer  
Polyplex Corporation Limited**

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

1. Name of the Applicant: \_\_\_\_\_ PAN \_\_\_\_\_
2. No. of securities held in the Company as on date: \_\_\_\_\_
3. Approval Sought for: Self / Immediate Relative IR
4. Trading plan belongs for a period of \_\_ months i.e. for a period commencing from \_\_\_\_\_ and ending on \_\_\_\_\_
5. Details of the proposed trade:

<b>S. No.</b>	<b>Nature of transaction (Sale/Purchase)</b>	<b>Date of transaction/period/interval for transaction</b>	<b>Value of trade/ No. of securities transacted</b>	<b>Conditions of Remarks</b>

**Undertaking:**

- a) I will not commence trading earlier than six months from the public disclosure of the plan.
- b) I do not have overlapping trading plan for the same period.
- c) In the event that I am in possession/knowledge of any information that is construed as "Unpublished Price Sensitive Information" as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- d) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
- e) I have made full and true disclosure in the matter.
- f) I undertake to abide by this trading plan once approved and shall furnish such declarations/disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- g) I shall not use this trading plan as a tool for market abuse

**Signature:**

**Date:**

For use of Compliance Officer:

<b>Application recd. Date</b>	<b>Approval Date</b>	<b>Approval No.</b>	<b>Compliance Officer's signature</b>

Approval granted for Trading Plan for a period of \_\_\_\_\_ months commencing from \_\_\_\_\_ up till \_\_\_\_\_

Notification to Stock Exchange \_\_\_\_\_

Signature of Compliance Officer: \_\_\_\_\_

## FORM A

## SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial Disclosure to the company]

Name of the company: **Polyplex Corporation Limited**ISIN of the company: **INE633B01018****Details of Securities held by Promoter, Key Managerial Personnel (KMP) or Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/Immediate Relatives/ others etc.)	Securities held as on the date of regulation coming into force		% of shareholding
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	
(1)	(2)	(3)	(4)	(5)

**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 of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
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
(6)	(7)	(8)	(9)	(10)	(11)

**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 (1) (b) read with Regulation 6 (2) –Disclosure on becoming a director/  
KMP/ Promoter]**

Name of the company: **Polyplex Corporation Limited**

ISIN of the company: **INE633B01018**

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or  
Director or upon becoming Promoter of listed company and other such persons as  
mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/Immediate Relatives/ other s etc.)	Date of Appointment of Director/ KMP or date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director/ KMP		% of shareholding
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures 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 of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming Promoter and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/ KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/ KMP		
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)

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

**Name & Signature:**

**Designation:**

**Date:**

**Place:**

**INITIAL DISCLOSURE FORM**

*(Initial Disclosure of shareholding in Polyplex Corporation Limited at the time of joining or at the time of being promoted as Designated Person)*

1	<b>Name</b>			
2	<b>PAN</b> <i>(in case of PAN is not available, any other identifier authorized by law)</i>			
3	<b>Designation</b>			
4	<b>Location</b>			
5	<b>Contact Nos.</b>			
6	<b>Email Id</b>			
7	<b>Educational Institution of Graduation</b>			
8	<b>Details of Past Employment</b> <i>(Name of the past employer/ organization)</i>			
9	<b>Date of declaration</b>			
10	<b>Details of Securities held in the Company</b>			
a.	<b>Held by the Designated Person</b>			
	<b>No. of Securities</b>	<b>Type of Security</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>
				<b>DP ID</b> <b>Client ID</b>
b.	<b>Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship</b>			
	<b>Name of Immediate Relative</b>			
	<b>Relationship</b>			
	<b>PAN</b> <i>(in case of PAN is not available, any other identifier authorized by law)</i>			
	<b>No. of Securities</b>	<b>Type of Security</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>
				<b>DP ID</b> <b>Client ID</b>

- **Immediate Relative** includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.
- **Material Financial Relationship** means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction

.....

Signature

## FORM C

## SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6 (2) – Continual Disclosures]

Name of the company: **Polyplex Corporation Limited**ISIN of the company: **INE633B01018**

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to the Company	Mode of acquisition (market purchase/ public rights/preferential offer / off market/ Inter-se transfer etc.)
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Type of Contract	Contract specifications	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
		Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
(15)	(16)	(17)	(18)	(19)	(20)	(21)

Name & Signature:

Designation:

Date:

Place:



**ANNEXURE VIII**

**FORM of ANNUAL DISCLOSURE**

*(To be furnished before 30<sup>th</sup> April of each year for the previous year)*

1	<b>Name</b>			
2	<b>PAN</b> <i>(in case of PAN is not available, any other identifier authorized by law)</i>			
3	<b>Designation</b>			
4	<b>Location</b>			
5	<b>Contact Nos.</b>			
6	<b>Email Id</b>			
7	<b>Educational Institution of Graduation</b>			
8	<b>Details of Past Employment</b> <i>(Name of the past employer/ organization)</i>			
9	<b>Date of declaration</b>			
10	<b>Details of Securities held in the Company</b>			
a.	<b>Held by the Designated Person</b>			
	<b>No. of Securities</b>	<b>Type of Security</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>
				<b>DP ID</b> <b>Client ID</b>
b.	<b>Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship</b>			
	<b>Name of Immediate Relative</b>			
	<b>Relationship</b>			
	<b>PAN</b> <i>(in case of PAN is not available, any other identifier authorized by law)</i>			
	<b>No. of Securities</b>	<b>Type of Security</b>	<b>Folio No(s), if held in physical form:</b>	<b>If held in demat form</b>
				<b>DP ID</b> <b>Client ID</b>

**Notes:**

- **Immediate Relative** includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.
- **Material Financial Relationship** means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction

.....  
Signature

**Form D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) –  
Transactions by Other connected persons as identified by the Company**

Name of the company: **Polyplex Corporation Limited**

ISIN of the company: **INE633B01018**

**Details of trading in securities by other connected person as identified by the Company.**

Name, PAN No., CIN/DIN & address with contact nos.	Connection with the Company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to the Company	Mode of acquisition (market purchase/ public rights/preferential offer / off market/ Inter-se transfer etc.
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)

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

**Details of trading in derivatives of the company by other Connected Person 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)	
(15)	(16)	(17)	(18)	(19)	(20)	(21)

**Name:**

**Signature:**

**Date:**

**Place:**

**POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UPSI**

**1. Background**

SEBI Regulations, in terms of Regulation 9A(5), requires the Board to formulate policies and procedures for inquiry in case of leak/suspected leak of UPSI.

Any inquiry into any actual or suspected leak of UPSI needs to be tailored to the facts and circumstances of each such instance. Given that it is not possible to provide a standard operating procedure applicable while enquiring into each such instance of leak/ suspected leak of UPSI, this policy sets out the broad principles that the Board will follow while inquiring into cases of actual or suspected leak of UPSI.

**2. Objective**

- i. To strengthen the internal control system to prevent leak of UPSI;
- ii. To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company;
- iii. To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate;
- iv. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly;
- v. To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

**3. Inquiry Officer**

The Inquiry Officer shall be appointed by the Compliance Officer in consultation with CEO and CFO, who shall be authorized to:-

- i. To conduct a preliminary inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- ii. To authorize any person, if required, to collect necessary support material;
- iii. To consider the facts and circumstances and decide / direct on the matter;
- iv. To decide disciplinary action thereon.

**4. Procedure for inquiry in case of actual /suspected Leak of UPSI:**

- i. Upon becoming aware of actual or suspected leak of UPSI, including by way of:
  - a. suo motu, including through its internal monitoring; or;
  - b. a written complaint and/or email received through the whistle blower mechanism of the Company; or
  - c. communication received from regulatory authorities,

the Committee comprising of Compliance Officer, CEO and CFO shall evaluate and determine if the matter merits any inquiry.

- ii. It is clarified that market rumors, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary inquiry, and the Compliance Officer, have the discretion to decide if a preliminary inquiry is required to be undertaken, in each such case;
- iii. In the event the Compliance Officer so decides, a preliminary inquiry shall be undertaken in case of actual/suspected leak of UPSI. The rationale for the same would be to enable the Inquiry Officer to establish and take cognizance actual facts and to decide if prima facie there appears to be any violation of securities laws. Based on the findings of the preliminary inquiry, the Inquiry Officer may decide if a detailed inquiry is required to be undertaken;
- iv. Based on the determination of the Inquiry Officer, a detailed inquiry may be launched in order to assess the veracity of the allegations regarding actual/suspected leak of UPSI, including thorough review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary;
- v. While conducting any inquiry into cases of actual/ suspected leak of UPSI, the Inquiry Officer shall have regard to the principles of natural justice. Accordingly, it will accord due opportunity of being heard to the relevant Designated Person / Insider against whom the allegations have been leveled, during the course of inquiry. Further, such persons shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defence, before the Inquiry Officer, and the Inquiry Officer will be required to assess and consider the same before concluding on the matter.

#### **5. Outcome of the Inquiry**

Upon receipt of the report of the Inquiry Officer and on consideration of the same, the Committee shall either close the matter if there is no substance in the Report otherwise initiate disciplinary action or impose penalty on the Designated Person/ Insider. The decision of the Committee shall be final and binding.

#### **6. Disclosure of actual/ suspected leak of UPSI**

The Compliance Officer shall inform SEBI promptly of such leaks, inquiries and the results of such inquiries as per format provided in **Annexure XI**.

#### **7. Amendments in Law**

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

**Format for Reporting Actual or Suspected leak of UPSI to the SEBI**

To,

**Securities and Exchange Board of India**

Plot No. C 4-A, G Block,

Near Bank of India, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, Maharashtra

**Ref.: Scrip Code** BSE – 524051 NSE – POLYPLEX

Dear Sir / Madam,

**Sub:** *Report of actual or suspected leak of UPSI pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.*

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known.	
Name of Organization.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/ No
Any other information.	

We request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,

**For Polyplex Corporation Limited**

**Company Secretary & Compliance Officer**

## **Compliance Officer**

Board of Directors has designated Company Secretary as Compliance Officer for the purpose of this Code and his contact details are as follows:

**Registered Office Address:** Lohia Head Road, Khatima – 262 308, Distt. Udham Singh Nagar, Uttarakhand or at

**Corporate Office Address:** B-37, Sector-1, NOIDA, Gautam Budh Nagar, Uttar Pradesh-201 301, India.

**Email id:** [akgurnani@POLYPLEX.com](mailto:akgurnani@POLYPLEX.com)

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

As required by the SEBI Regulations, the Board of Directors approve following principles and policy to be followed for fair disclosure of UPSI

### **1. Principles of fair Disclosure and Conduct**

- i. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
- ii. Uniform and universal dissemination of UPSI information to avoid selective disclosure;
- iii. Unless otherwise resolved by the Board, the Compliance Officer shall act as the chief investor relations officer to deal with dissemination of information and disclosure of UPSI;
- iv. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
- v. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities;
- vi. Ensuring that information shared with analysts and research personnel is not UPSI;
- vii. Developing 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;
- viii. Handling of all UPSI on a need-to-know basis.

### **2. Policy for determination of 'legitimate purpose'**

- i. In terms of the SEBI Regulations, the term "legitimate purpose" is clarified to include sharing of UPSI in the ordinary course of business by an Insider with Company's partners, collaborators, lenders, customers, suppliers, bankers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the SEBI Regulations;
- ii. The SEBI Regulations require the Board to formulate a policy for determination of 'legitimate purpose', in line with the guidance provided in the SEBI Regulations. The assessment of whether sharing of UPSI for a particular instance would tantamount to 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case. Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is "legitimate";
- iii. Primarily, the following factors should be considered:
  - a. whether sharing of such information is in the ordinary course of business of the Company;
  - b. whether information is sought to be shared to evade or circumvent the prohibitions of the Regulations;
  - c. whether sharing the information is in the best interests of the Company



- or in furtherance of a genuine commercial purpose;
  - d. whether the information is required to be shared for enabling the Company to discharge its legal obligations;
  - e. whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.
- iv. It is clarified that in the event there exist multiple purposes for sharing UPSI, each purpose will be evaluated on its own merits, in line with the aforementioned principles;
- v. The recipient of UPSI shall be informed of the following, by way of written intimation and/ or contractual agreement, such as, confidentiality agreement or non – disclosure agreement, that:
  - a. the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
  - b. upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the SEBI Regulations,
  - c. the recipient must maintain confidentiality of the UPSI at all times,
  - d. the recipient may use the UPSI only for the approved purposes for which it was disclosed;
  - e. the recipient should provide a written undertaking that he/she/it shall not undertake Trades in the securities of the Company while in possession of the UPSI;
  - f. the recipient must extend all cooperation to the Company, as may be required in this regard, and;
  - g. the recipient must also adopt a code of conduct in terms of Regulation 9 of the SEBI Regulations, to inter alia ensure that it safeguards the UPSI in line with the SEBI Regulations;
- vi. The information should be shared by the Company, from time to time, in the ordinary course of its business activities with its advisers and service providers, viz., auditors, bankers, merchant bankers and legal advisers/consultants of the Company, in line with the aforementioned principles;
- vii. Additionally, the Board, or the Compliance Officer or any person authorised by the Board in this regard, shall be responsible for maintaining structured digital database, in compliance with the SEBI Regulations, comprising necessary details of all recipients of UPSI, who receive UPSI in compliance with the SEBI Regulations, including, name, address, email, Permanent Account Number (PAN), or any other identifier authorised by law (where PAN is not available) and such other documents as may be necessary, in the manner that may be prescribed by the Board or SEBI. In this regard, adequate systems and controls shall be put in place to ensure compliance with the SEBI Regulations towards sharing of UPSI for legitimate purposes.

### **3. Amendment of this Policy**

The Board reserves the right to amend or modify this policy in whole or in part, as it may deem appropriate, to ensure compliance with the SEBI Regulations.

## **Penal Consequences by Company for Violation of provisions of this Code**

- a) Verbal or Written Warning;
- b) Organizing training sessions for other employees and Insiders;
- c) Internal Action, e.g. wages freeze, freeze on increment/promotion, change in role, job level, ineligibility for future participation in the Company's ESOP Scheme, if any;
- d) Monetary Penalty as may be deemed appropriate by the Audit Committee/Board of Directors depending on the severity of each case;
- e) Suspension or Employment Termination;

### **Categorization of Code Breaches**

#### **I. Technical Breach**

- a. Trading without pre-clearance;
- b. Executing transaction after expiry of 7 days from date of pre-clearance;
- c. Non-reporting of completion of transaction after pre-clearance;
- d. Mis-reporting/Non-reporting of information required under the Code;
- e. Non-submission of forms and disclosures as required under the Code;
- f. Non-compliance/delay in compliance with the remedial actions as may be imposed by the Committee

#### **Suggested Penal Actions**

Any action from "a to d" above or a combination thereof, as may be decided by the Committee depending on the severity of each case.

#### **II. Substantial Breach**

- a. Trading for profiteering in Polyplex Corporation Limited Securities during close period;
- b. Transacting in violation of conditional pre-clearance;
- c. Dealing in Derivatives;
- d. Dealing in securities on the basis of price sensitive Information;
- e. Passing on price sensitive information or making recommendations directly or indirectly for dealing in securities on the basis of such information
- f. Sharing/ Leak of UPSI

#### **Suggested Penal Actions**

Any action from "c to e" above or a combination thereof, as may be decided by the Committee comprising of Compliance Officer, CEO and CFO on the severity of each case.

#### **Notes:**

1. *Actions mentioned above are not mutually exclusive and more than one can be applied in any situation.*
2. *The Audit Committee/Board of Directors while deciding the level of actions may take into account factors such as knowledge of price sensitive information, profiteering motive, level of management responsibility of the individual concerned, numbers of securities transacted, whether the breach occurred as a result of deliberate intent or not.*

Without prejudice to the power of the SEBI under the Act, Audit Committee/Board of Directors may decide any other actions not listed above as may be necessary based on circumstances of a particular case.