

STANPACKS (INDIA) LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Framed under Regulation 8 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

(Revised policy effective from July 17th, 2020)

1. Preface

- ❖ SEBI vide its Circular No.LAD-NRO/GN/2014-15 dated January 15, 2015, in its endeavor to protect the interests of investors in general has formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. These regulations were notified on 15th January, 2015 and have come into force with effect from 120th Day from the date of its notification i.e. w.e.f. from 15th May, 2015.
- ❖ Chapter IV of SEBI (Prohibition of Insider Trading) Regulations, 2015, Regulation 8 provides for the formulation of a “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (hereinafter referred to as the “Code”).
- ❖ The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. To achieve these objectives and in compliance with the aforesaid SEBI regulations, Stanpacks (India) Limited hereby notifies this Code.
- ❖ This Code shall be applicable to Promoters, Directors, Officers, Employees, Connected persons of the Company with effect from 15th May, 2015.
- ❖ Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

2. Code of Fair Disclosure

This code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company. To achieve this objective, the Company and the members of the Board, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

- 2.1 There shall be prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2.2 The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- 2.3 The Company Secretary/ Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 2.4 There shall be prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 2.5 Appropriate and fair response shall be provided to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 2.6 The Board of Directors shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- 2.7 Best practices shall be developed and followed 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.
- 2.8 All unpublished price sensitive information shall be handled on a need-to-know basis.

3. Determination of Legitimate Purposes

- The term "Legitimate Purpose" shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business 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 SEBI (Prohibition of Insider Trading) Regulations, 2015 or any amendments thereto.
- Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI PIT regulations and such

persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI PIT Regulations.

- A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.

4. Power of Board of Directors

- ❖ The Chief Investor Relations Officer, subject to the approval of Board of Directors, reserves the right to amend or modify this Code in whole or in part, at any time to comply with the requirement of SEBI regulations or any other applicable laws.
- ❖ The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code 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 Code shall be final and binding on all concerned.
- ❖ Structured digital database will be maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under SEBI (Prohibition of Insider Trading) Regulations 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.
- ❖ Structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

5. Disclosure of the Code on Public Domain

- ❖ This Code shall be published on the official website of the Company.
- ❖ Further, this Code and every subsequent modification, alteration or amendments made thereto, shall be promptly intimated to the stock exchange where the securities of the company are listed.
