

**CODE OF CONDUCT  
FOR  
PREVENTION OF INSIDER TRADING**

**STANPACKS (INDIA) LIMITED**

**STANPACKS (INDIA) LIMITED**

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

*[Pursuant to Rule 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015]*

*(Revised policy approved by Board as on August 12th, 2020)*

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## **Code of Conduct for Prevention of Insider Trading**

### **1. Preliminary**

This Code of Conduct is designed to regulate, monitor and report trading by the employees of the company and other connected persons towards achieving compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.

### **2. Short Title**

This code may be called the **Stanpacks (India) Limited Code of Conduct for Prevention of Insider Trading**.

### **3. Definitions:**

In this code, unless the context otherwise requires:-

- a. “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- b. “**Board**” means the Securities and Exchange Board of India
- c. “**Company**” means Stanpacks (India) Limited.
- d. “**compliance officer**” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.
- 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 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 of directors; 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;

ii) **"Designated persons"** as defined in Annexure A hereunder.

iii) **"generally available information"** means information that is accessible to the public on a non-discriminatory basis.

iv) **"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.

- v) **“Informant”** means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.
- vi) **“insider”** means any person who is:  
i) a connected person; or  
ii) in possession of or having access to unpublished price sensitive information;
- vii) **“Investor Protection and Education Fund”** means the Investor Protection and Education Fund created by the Board under section 11 of the Act.
- viii) **“promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- ix) **“promoter group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- x) **“Regulations”** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- xi) **“Reward”** means any gratuitous monetary amount for which an Informant is declared eligible as per the provisions of these regulations.
- xii) **“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;
- xiii) **“takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

- xiv) "**trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- xv) "**trading day**" means a day on which the recognized stock exchanges are open for trading.
- xvi) "**unpublished price sensitive information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
  - (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel.

Words and expressions used in this code but not defined shall have the meaning as given in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, 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 thereunder shall have the meanings respectively assigned to them in those legislation.

#### **4. Effective date:**

The Regulations shall come into force on the 120th day from the date of its publication in the Official Gazette. Since the date of publication in the official Gazette is January 15, 2015, the effective date will be May 15, 2015. Therefore, this Code framed in accordance with the Regulations shall come into effect from May 15, 2015 after approval by the Board of Directors in its meeting held on May 26, 2015.

#### **5. Appointment of Compliance Officer**

The Secretary of the Company shall be appointed as the Compliance Officer, who shall report to the Board of Directors.

The Compliance Officer is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and shall be responsible for compliance of policies,

procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the company.

The other duties of the Compliance Officer shall be:

- maintain a record of designated persons and any changes made to the list of Connected Persons.
- in consultation with the Managing Director/Executive Director and shall as directed by the Board of directors, specify Prohibited Period from time to time and immediately make an announcement thereof.
- maintain a record of Prohibited Period specified from time to time.
- responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Price-Sensitive Information', 'pre-clearing of Designated persons' and their dependents' trades, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.
- maintain records of all the declarations submitted in the appropriate form given by the Directors, Officers, Designated persons for a minimum period of five years.
- Place before the Board of Directors, all the details of the dealing in the securities by Designated persons, Directors, Officers of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules, upon the receipt of the same.
- inform the Stock Exchanges of any price sensitive information on immediate basis.
- responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman / Managing Director.
- ensure that prohibited period is intimated to all concerned at least 48 hours before the commencement of the said period.

## **6. Preservation of price-sensitive information**

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

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:



- 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; or
- not attracting 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 of Directors 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

#### **7. Need to know**

“Need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

#### **8. Designated Persons to be covered by the Code of Conduct:**

The Board of directors has in consultation with the Compliance Officer specified the designated persons to be covered by such code on the basis of their role and function in the organization. This Code shall be applicable to the designated persons as specified, when such persons have access to unpublished price sensitive information or are reasonably expected to have such access. The list of Designated Persons is enclosed as Annexure A.

#### **9. Chinese Wall:**

a. To prevent the misuse of confidential information, the Company shall adopt a "Chinese Wall" policy which separates those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sales / marketing / investment advice or other departments providing support services, considered "public areas".

- b. The employees in "inside area" shall not communicate any Price-Sensitive Information to anyone in public area.
- c. The employees in "inside area" may be physically segregated from employees in public area.
- c. Demarcation of the various departments as "inside area" may be implemented by the Company.
- e. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

#### **10. Mechanism for Internal Control:**

To ensure compliance with the requirements given in these regulations to prevent insider trading adequate and effective system of internal controls shall be put in place as given below:

- a. all employees having access to UPSI are identified as designated employee;
- b. all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
- c. adequate restrictions shall be placed on communication or procurement of UPSI as required by these regulations;
- d. lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e. all other relevant requirements specified under these regulations shall be complied with;
- f. periodic process review to evaluate effectiveness of such internal controls.

#### **11. Information to be shared by the Designated Persons:**

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives

- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term “material financial relationship” shall mean 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 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

#### **12. Process of bringing people inside sensitive transactions:**

The Managing Director/Company Secretary shall give prior notice to employee who are brought inside on sensitive transaction(s) and also made aware about the duties and responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis.

#### **13. Internal Code of Conduct governing dealing in securities**

Employees and connected persons designated on the basis of their functional role (“**designated persons**”) in the organization shall be governed by an internal code of conduct governing dealing in securities.

#### **14. Institutional Mechanism For Prevention Of Insider Trading:**

The Chief Executive Officer, Managing Director or such other analogous person of a listed company, intermediary or fiduciary shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

The internal controls shall include the following:

- a. all employees having access to UPSI are identified as designated employee;
- b. all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;

- c. adequate restrictions shall be placed on communication or procurement of UPSI as required by these regulations;
- d. lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e. all other relevant requirements specified under these regulations shall be complied with;
- f. periodic process review to evaluate effectiveness of such internal controls.

The board of directors of every listed company and the board of directors or head(s) of the organization of intermediaries and fiduciaries shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with regulation 9 and sub-regulations (1) and (2) of this regulation.

#### **REVIEW OF THE INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING**

The Audit Committee of a listed company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of these regulations; at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

#### **15. Whistle Blower Policy – To Inquire Leak Of UPSI**

The company shall formulate written policies and procedures which shall be approved by board of directors of the company for inquiry in case of leak of UPSI or suspected leak of UPSI; the board of directors of the company shall initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI; and inform the SEBI promptly of such leaks, inquiries and results of such inquiries; the listed company shall make employees aware of such policy to enable employees to report instances of leak of UPSI.

#### **16. Restriction to Buy/Sell Securities by Designated Persons (Trading Window):**

- Designated persons shall not buy/sell securities of the Company during closure of “Trading Window”, i.e. the period during which trading in the securities of the Company is prohibited.

- The closure of trading window shall commence as follows:

Where quarterly/annual financial results are considered, Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

In case of other board meetings where unpublished price sensitive information is discussed trading window shall remain closed from the time this information being UPSI had originated till the time this event is disclosed by the Company publicly and / or to the stock exchanges.

\* In circumstances where there is any major deviation from the dates above mentioned, the Compliance Officer shall intimate the date of closure of Trading Window.

The Trading Window shall be opened after passing of 48 hours of conclusion of Board Meeting in which the Financial Results as above are approved.

- The trading window for following events shall be advised by the Compliance Officer appointed by the Board of Directors for the purpose of this Code:

1. Proposal in respect of issue of securities by way of public/ rights/ bonus etc. and buyback;
2. Proposal in respect of significant expansion plans or execution of new projects;
3. Proposal in respect of amalgamation, mergers, takeovers ;
4. Proposal in respect of disposal of whole or substantially the whole of the undertaking;
5. Declaration of Dividends (Interim and Final);
6. Any change in Policies, plans or operations of the Company; and
7. Any other information which can be considered to be price sensitive

- 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.

#### **17. Trading plans:**

- An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.
  
- 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.
  
- The Compliance Officer shall review the Trading Plan made as above to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
  
- 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## 18. Pre clearance of trades

When the trading window is open, trading by designated persons including their Immediate Relatives shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above 10,000 shares or Rs. 5 lakhs (market value), whichever is lower. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (**Annexure B**) to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking (**Annexure C**) shall be executed in favour of the Company by such Specified Employee 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 Specified Employee 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.

(d) That he/she has made a full and true disclosure in the matter.

(iii) All Specified Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. **(Annexure E)**.

(iv) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

## **19. Restriction for contra trade**

A designated person who is permitted to trade shall not execute a contra trade within six months following the prior transaction. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be 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 the SEBI under the Act.

## **20. Restricted List**

The compliance officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for preclearance of trades.

## **21. Powers to the Board of Directors**

The Board of Directors of the Company shall have the authority to stipulate/ amend such formats as it may



deem necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting level of holdings in securities within 4 days of execution of transaction to monitor compliance with these regulations.

**22. Reporting Requirements for transactions in securities**

The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors.

**23. Disclosure of trading by insiders**

- All public disclosures shall be made in such formats specified in the SEBI Circular No. CIR/ISD/01/2015 dated May 11, 2015 [as may be amended from time to time].
- Disclosures made by person shall also include those relating to trading by such persons’ immediate relatives, and by any other person for whom such person takes trading decisions.
- The disclosures of trading in securities shall also include trading in derivatives of securities if permitted under law (Section 194 of the Companies Act, 2013 prohibits Director or KMP from entering into forward dealings etc.)
- Such disclosure shall be preserved for 5 years.
- Disclosure are classified as Initial and continual disclosures:

**Initial Disclosures:**

SN	Disclosure- By Whom	Disclosure- To Whom	What to disclose	When
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1.	Every promoter, member of the promoter group, key managerial personnel and director	Company	Holding of securities of the company as on date of the Regulations taking effect (May 15, 2015)	Within 30 days of these Regulations taking effect. (These Regulations are effective from 120 <sup>th</sup> day of the date of Notification i.e. on and from 15th May, 2015)
2.	Every person on appointment as a KMP or a Director of the Company or upon becoming promoter	Company	Holding of securities of the company as on date of appointment or becoming a promoter	Within 7 days of such appointment or becoming a promoter

**Continual Disclosures:**

SN	Disclosure-By Whom	Disclosure-To Whom	What to disclose	When
1.	Every promoter, member of the promoter group, key managerial personnel and director	Company	No. of securities acquired or disposed of within two trading days of such transaction or a series of transactions over any calendar quarter, aggregating to a traded value in excess of Rs. 10 lakhs or such other value as may be specified.	Within 2 trading days of such transaction

2.	The Company	Stock Exchanges where the securities are listed	Receipt of disclosure or becoming aware of such information	within 2 trading days of the receipt of the disclosure or from becoming aware of such information.
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The above disclosures shall be made in such form (provided as **Annexure – H**) and such manner as may be specified by the Board of Directors from time to time.

**Disclosure by other connected persons:**

The company may at its discretion require any other connected person or class of connected persons to make disclosures of holdings (provided as **Annexure – H**) and trading in securities of the company in such from and at such frequency as may be determined by the company.

**24. Protection against retaliation and victimization**

The Company shall provide suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure Form (as provided as **Annexure F**) to the Board, irrespective of whether the information is considered or rejected by the Board of Directors or he or she is eligible for a Reward or not under these SEBI (Prohibition of Insiders Trading) Regulations, 2015.

**25. Penalty for contravention of code of conduct**

The penalty for contravention of the code of conduct shall be decided by the Chairman of the Audit Committee. The Company may issue warning notice or levy penalty for violation as it may deem fit through its Audit Committee. Employees/officers/directors 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, recovery, etc. by the persons required to formulate the code of conduct under sub-regulations (1) and (2) of Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

## **26. Information to Stock Exchange in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015**

In case it is observed by the persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, that there has been a violation of these regulations, they shall inform Stock Exchange promptly in the prescribed format (as provided as **Annexure G**).

## **27. Amendment:**

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

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### **ANNEXURE A**

#### **DESIGNATED PERSONS**

The persons falling within the following categories shall be said to be **Designated Persons**, when such persons have access to unpublished price sensitive information or are reasonably expected to have access to such information. They shall be governed by this Code.

<b>Sl. No.</b>	<b>Designated Persons</b>
1.	Promoters of the Company
2.	Directors of the Company
3.	Every employee in the Corporate Secretarial, Accounts, IT & Legal department irrespective of their role, designation etc.;
4.	Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company, intermediary, fiduciary

5.	Vice President, Assistant Vice President and Senior Management Personnel of the Company
6.	Internal Auditors, Statutory Auditors, Secretarial Auditors, Consultants, Advisors, Bankers
7.	Support staff of the Company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information
8.	Any other Connected Person designated by the Board members/Compliance Officer on the basis of their functional role in the organization.

This list has been prepared based on the information available as on that date and is subject to change from time to time.

**ANNEXURE B**

**SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADES**

Date:

To

The Compliance Officer,  
Stanpacks (India) Limited  
(Registered Office Address)

Dear Sir,

Sub: **Application for pre-clearance of the transactions in the securities of Stanpacks (India) Limited**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the procedures laid down in Stanpacks (India) Limited's Code of Conduct for Prevention of Insider Trading, I would like to pre-clear the transactions in the securities of the company as per details given below:-

Name .....

State Whether

Director

Officer

Designated Employee

Immediate  
Relative

Employee No.:	Designation:
Department:	Location:

1. Details of the transactions (buy/sell) :
2. Estimated No. of securities involved :
3. Name of Depository Participant, where  
the account is held :
4. DP ID :

- 5. Client ID :
- 6. No. of shares already held in that A/c :
- 7. Proposed Date of dealing in securities :
- 8. Price at which the transaction is proposed :
- 9. Current market price (as on date of appl) :
- 10. Whether the proposed transaction will be  
Through stock exchange or off-market deal :

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12. Reasons for current transaction :

I request that I may be allowed to do this transaction as it does not violate the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Stanpacks (India) Limited Code of Conduct for Prevention of Insider Trading.

I enclose herewith form of Undertaking signed by me.

.....  
(Signature of the employee)

Name of the Employee :  
Designation :  
Date :  
Place :

**ANNEXURE C**

**Format of undertaking to be accompanied with application for pre-clearance**

I, ....., son/daughter/wife of  
.....,residing in....., being a  
designated official under the Securities and Exchange Board of India (Prohibition of Insider Trading)  
Regulations, 2015 and the company’s code of conduct framed there under ,do hereby undertake that I am not  
in possession of or privy to any unpublished price sensitive information at the time of signing this undertaking.

In the event that I have access to or received any information that could be construed as “Price Sensitive  
Information” as defined in the Code, after the signing of this undertaking but before executing the transaction  
for which approval is sought, 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.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a “NIL” report if  
the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek  
a fresh pre-clearance.

I declare that I have made full and true disclosure in the matter.

.....

(Signature)

Name :

Designation :

Date :

Place :



**ANNEXURE D**

**FORMAT FOR PRE- CLEARANCE ORDER**

To

Name : \_\_\_\_\_

Designation : \_\_\_\_\_

Place : \_\_\_\_\_

Pre-Dealing Approval/Disapproval-Your application

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 4 days from the date of transaction/deal. In case the transaction is not undertaken, a “NIL” report shall be necessary.

Yours faithfully,

For Stanpacks (India) Limited

Compliance Officer

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

Encl: Format for submission of details of transaction

**ANNEXURE-E**

**FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS**

*(To be submitted within 4 days of transaction / dealing in securities of the Company)*

To

The Compliance Officer,  
Stanpacks (India) Limited  
(Registered Office Address )

Dear Sir,

Sub: Details of Pre-Approved Transactions

Ref: Your Approval Letter No.....dated.....

I hereby inform that I

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

Name of holder	** First holder or Joint holder	No. of securities dealt with	Bought/sold/ subscribed	DP ID/Client ID Folio No	Price (Rs.)

\*\* "F" for first holder, "J" for joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 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

Insider Trading Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

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

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

Name :

Designation:

**ANNEXURE-F**

**FORMAT FOR INFORMANT'S VOLUNTARY INFORMATION DISCLOSURE TO BE  
SUBMITTED TO THE BOARD**

<b>I. PERSONAL INFORMATION OF THE INFORMANT</b>		
<b>A. INDIVIDUAL 1:</b>		
First Name:.....	Last Name:.....	Title:.....
Address:	City / State:	PIN:
Telephone (with State Code):	Mobile:	E-Mail address:
Employment Details*:	Permanent Account Number, if available:	
<b>II. LEGAL REPRESENTATIVE (where applicable)</b>		
First Name: .....	Last Name:.....	Title:.....
Firm Name (if not self-employed):		
Contact address :	City / State:	PIN:
Residence address:	City / State:	PIN:

Telephone (with State Code):	Mobile:	E-Mail address:
Bar Council Enrolment Number:		
<b>III SUBMISSION OF ORIGINAL INFORMATION</b>		
1. Is it a violation of securities laws? Yes / No		
2. If yes to question (1), please describe the type of violation:		
3. Has the violation: Occurred / Occurring / Potential to occur in future		
4. If the violation has occurred, date of occurrence: dd/mm/yy <i>(in case exact date is not known, an approximate period may be entered)</i>		
5. Have the individual(s) or their representatives had any prior communication(s) or representations with the Board concerning this matter? Yes (Details thereof) / No		
6. Does this violation relate to an entity of which the individual is or was an officer, director, counsel, employee, consultant or contractor? Yes (Details thereof) / No		
7. If yes to question (6), was the original information submitted first to your Head or internal legal and compliance office? Yes / No		
8. If yes question (7), then please provide, Date of submission of original information: dd/mm/yy		
9. Please describe in detail why you think the information submitted is a violation?		
10. What facts or supporting material is your allegation based on? Please attach any additional documents to this form, if necessary.		
11. Identify any documents or other information in your submission that you believe could reasonably be expected to reveal your identity and explain the basis for your belief that your identity would be revealed if the documents were disclosed to a third party.		

12. Provide details of connection amongst the Informant, the company whose securities are involved and the person against whom information is being provided:

#### **IV. DECLARATION**

I/we hereby declare that,-

A. I/we have read and understood the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

B. I/we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;

C. I/we accept that the Securities and Exchange Board of India is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my/our information.

D. I/we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/we shall not challenge it in any litigation, appeal, adjudication, etc.

E. In the event of my/our death before the reward us paid to me/us, it may be paid to .....  
(Details of nominee)

F. I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation (2) and sub-regulation (6) of regulation 7G of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not so found. I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 (45 of 1860) and ineligible for Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and wilfully make any false, fictitious, or fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.

Signature:.....

Date: dd/mm/yy

Place:

**V. CERTIFICATE BY LEGAL REPRESENTATIVE (where the information is submitted through legal representative)**

I hereby certify as follows,-

(a) I have reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge;

(b) I have irrevocable consent from the Declarant, to provide to the Securities and Exchange Board of India, the original Voluntary Information Disclosure Form in the event of a request for it from the Securities and Exchange Board of India due to concerns that the Informant has not complied with these regulations or where the Securities and Exchange Board of India requires the said information for the purpose of verification for declaring any gratuitous reward to the Informant or where the Securities and Exchange Board of

India determines that it is necessary to seek such information to accomplish the purpose of the Securities and Exchange Board of India Act including for the protection of investors, sharing with foreign securities regulators and foreign and Indian law enforcement agencies, etc.;

(c) I am and shall continue to be legally obligated to provide the original Voluntary Information Disclosure Form without demur within seven (7) calendar days of receiving such request from the Securities and Exchange Board of India.

Signature:.....

Date: dd/mm/yy

Place:

**ANNEXURE-G**

**FORMAT FOR REPORT BY COMPANY FOR VIOLATIONS RELATED TO CODE OF CONDUCT  
UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015.**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the listed company/ Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	A. Details of Designated Person (DP)	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (Rs.) (Date- wise)	
	D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter	
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	
ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015		
4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	



6	Reasons recorded in writing for taking action stated above	
7	Details of the previous instances of violations, if any, since last financial year	
8	If any amount collected for Code of Conduct violation(s)	
	i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)	
	ii. Details of transfer/payment	
	In case of Online:	
	Particulars	Details
	Name of the transferor	
	Bank Name, branch and Account number	
	UTR/Transaction reference Number	
	Transaction date	
	Transaction Amount (in Rs.)	
In case of Demand Draft (DD):		
Particulars	Details	
Bank Name and branch		
DD Number		
DD date		
DD amount (in Rs.)		
9	Any other relevant information	

Yours Faithfully,

Date and Place

Name and Signature of Compliance Officer

PAN:

Email Id:

**ANNEXURE-H**

<b>ANNUAL DISCLOSURE OF SHAREHOLDINGS OF ALL DESIGNATED PERSONS / CONNECTED PERSONS AS PER CODE OF CONDUCT OF THE COMPANY UNDER PROHIBITION OF INSIDER TRADING REGULATION 2015</b>				
For the Year ended _____				
1	Employee No.			
2	Name of the Designated Person			
3	Work Location			
4	Department and Designation			
5	Residential Address			
6	PAN			
7	Mobile No. and Phone No.			
8	Date of declaration			
9	Qualification and Educational institutions from which you have graduated	1	2	3
10	Name and Address of your past employers	1	2	3
11	Details of persons with whom you share material financial relationship** and their mobile no.			
12	Details of shares held in the company as on			
13	No. of Shares			
14	Folio No. / DP ID - Client ID			

15	Details of shares held by the immediate relative as on				
Name of the immediate relative	Nature of Relationship	No. of Shares held	Phone & Mobile Number	PAN / other ID number	Folio No. / DP ID Client ID

**“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; A spouse is presumed to be an ‘immediate relative’ unless rebutted so.

**\*\*The term “material financial relationship”** shall mean 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 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.

Signature :

Date :