



CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT OF TRADING BY INSIDER AND DESIGNATED PERSONS.

Pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

PROVISIONS / REQUIREMENTS:

The Securities Exchange Board of India (SEBI) on 15th January, 2015 has notified new SEBI (Prohibition of Insider Trading) Regulations, 2015 replacing the erstwhile SEBI (Prohibition of Insider Trading) Regulations, 1992. It provides for stricter set of insider trading norms to check illicit transactions in shares of listed firms by management personnel and the 'connected persons'. It also provides greater clarity on concepts and definitions along with a stronger legal and enforcement framework for prevention of insider trading under the new set of norms. The new regulations are said to come into force on 120 day from the date of its publication i.e. from 15th May, 2015.

Pursuant to Regulation 9 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (Polylink Polymers (India) Limited) "PPIL" has formulated the Code of Conduct to regulated, monitor and report of trading by its designated person and immediate relatives of such designated persons towards achieving compliance these regulations, adopting minimum standards set out in annexure.

The key highlights of the Regulations are herein under provided for perusal of the Board:

Sr. No.	Particulars	Highlights
1	Definition of a. Insider and Connected Person	<p>The new rules have expanded the definition of insider and connected person. Insider shall include the connected person and any person in possession of or having access of unpublished price sensitive information.</p> <p>Connected Person will include any person who is or was during the last 6 months prior to the act was associated in any capacity with the Company either directly or indirectly in any capacity including by reason of frequent communication with its officer 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 and shall include holding / associate / subsidiary company, intermediary, official of stock exchange / clearing house, banker, a firm / HUF / Company where director or his immediate relative has more than 10% of the holding or interest, internal and external auditors, legal consultants, investors associations, research agencies, and media agencies, if any.</p>



	b. Designated Persons	<p>It includes:</p> <ul style="list-style-type: none">i. Promoters and members of the promoter group of the companyii. Board of Directors of the Companyiii. Key Managerial Personneliv. Employee upto 2 level below the Whole Time Director irrespective of their functional role in the company or ability to have access to unpublished price sensitive information.v. All employee of Secretarial Department, Account and Finance Department and their consultants.vi. IT Consultant, if any
2	Definition of the unpublished price sensitive information (UPSI)	<p>Such information which are not generally available and includes:</p> <ul style="list-style-type: none">i. Financial resultsii. Dividendsiii. Change in capital structureiv. Mergers, demerger, acquisitions, delisting, disposal /expansion of business and such other transactions.v. Changes in KMPvi. Such other information as the Board may think fit.
3	Restrictions on Communication and Trading by Insider	<p>No Insider, shall communicate directly or indirectly provide or allow access to any Unpublished price sensitive information relating to the company or its securities to any person except in case of <u>legitimate purpose</u>, performance of duties or discharge of their legal obligation on need to know basis.</p> <p>All files, whether manual or in soft copy shall be kept securely by using password.</p> <p>For the purpose of this regulation any person who have the Unpublished price sensitive information due to legitimate purpose, called Insider.</p> <p>However, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:</p> <ul style="list-style-type: none">a. Entail on obligation to make an open offer under the SEBI takeover regulations but where the



		<p>Board of Directors of the company is of informed opinion that sharing of such information in is best interest of the company.</p> <p>b. Not attract the obligation to make an open offer under SEBI takeover regulation but where the board of directors the company is of informed opinion that sharing of such information in is best interest of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.</p> <p>c. For the purpose of the above, the Board of Directors shall require the parties to execute agreement to contract confidentiality and non-disclosure obligation on the part of such parties and such parties shall keep information is disseminated to made generally available, except for the purpose of the above and shall not otherwise trade in securities of the company when is possession of the unpublished price sensitive information.</p> <p>d. The board of Directors shall ensure that a structured digital data base is maintained containing the name of such persons/entities, PAN no. or any other identifier authorised by the law.</p>
4	Trading Plan	<p>A Designated Person shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. Such Trading Plan:</p> <p>a. Can be executed only after expiry of 6 months from the public disclosure of the plan.</p> <p>b. Can't be executed between 20th trading day prior to the last day of any financial period and the second trading day after the disclosure for such financial results.</p> <p>c. Can't be for more than 12 months period.</p> <p>d. Shall not overlap with another trading plan which is already in existence.</p> <p>e. Shall contain the values of trades or no. of securities, nature of trade and the intervals at or dates on which such trades shall be affected.</p> <p>f. Shall not involve trading in securities for market abuse.</p>



		<p>Once the Trading Plan is presented before the compliance officer for approval, he shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertaking as may be necessary to approve and monitor to implement the trading plan.</p> <p>Once the Trading Plan is approved, it shall be irrevocable and the Insider shall mandatorily implement the plan, without deviating the plan. Trading can be done when in possession of UPSI, if the same is in accordance with Trading Plan.</p> <p>The implementation of plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan</p> <p>*Preclearance of trade shall not be required for a trade executed as per an approved trading plan.</p>
6	Notification of Trading Plan	<p>Once the Trading Plan is approved, the Compliance Officer shall notify the plan to the stock exchange where the securities are listed.</p>
7	Disclosures	<p>Initial Disclosure: Every promoter, Member of Promoter Group, KMP and Director shall disclose their holding within 30 days of this regulations becoming applicable. Every promoter, Member of Promoter group and KMP or director shall disclose the holding of securities within 7 days of appointment or becoming promoter Member of Promoter group KMP and director.</p> <p>Continual Disclosure: Every promoter, Member of Promoter Group, Designated persons, Director, shall disclose to the Company the no. of securities acquired or disposed within 2 trading days of such transaction, if the value of the securities traded in any calendar quarter exceeds Rs. 10 lakhs or such other value as may be specified.</p> <p>The Company shall disclose such transaction to the stock exchanges within 2 trading days of receipt of such disclosure or become aware of such information.</p> <p>Disclosure by Connected person: in order to monitor the compliance transparently the connected person or class of connected persons also have to disclosed the holding of company securities as per annexure form on yearly basis.</p>



8	Trading Window	Shall be closed at-least 2 trading days prior to the proposed transaction or when the designated person is reasonably expected to possess UPSI and open after 48 hours after the UPSI becomes generally available. The designated person and their immediate relatives shall not trade in the securities when the trading window is closed.
9	Trading in securities	When Trading window is open, trading by designated persons shall be subject to pre-clearance of trades, if the value of such transactions exceeds the threshold determined by the Board of Directors. No Designated Person shall apply for pre-clearance of trade if such designated person is in possession of UPSI even if the trading window is open.
10	Disclosure Data	All disclosures made under this regulation shall be maintained by the Company for a minimum period of 5 years.
11	Code of fair disclosure	The Board of Directors of the Company shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of UPSI that it would follow in order to adhere to each of the principals set out in policy's schedule, without diluting the provision of these regulation in any manner and such code shall also be promptly intimated to the stock exchanges.
12	Code of Conduct and its Administration	<p>Board of Directors shall ensure that the Whole Time Director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated person and its immediate relatives of designated persons towards achieving compliance these regulations, adopting of the minimum standard set out in Schedule B</p> <p>Administration Shall be done by the Compliance Officer who shall any senior officer who reports to the Board of Directors and is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations.</p> <p>The Compliance officer shall report to the Board of Director and in particular shall provide to the Chairman of Audit Committee on yearly basis or such frequency as may be prescribed by the law.</p> <p>All information shall be handled within the organization on a need to know basis and no UPSI shall be communicated to any person except in furtherance of Legitimate purpose, performance of duties or discharge</p>



		<p>of legal obligation.</p> <p>The Compliance officer shall maintain the structural digital database containing the name and PAN or other ID of the designated employees and such other persons and any changes therein in a secured form.</p> <p>The Compliance officer in consultation with the concerned HOD may require any other person to adhere to the code.</p> <p>Upon coming to this code, the erstwhile provision for Insider Trading shall stand redundant.</p>
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1. TITLE

This code shall be called Polylink Polymers (India) Limited (“PPIL”) Code of Conduct for Prevention of Insider Trading.

2. INTRODUCTION

This Code came into force with effect from 15th May, 2015 and subsequently amended on 06th February, 2019 effective from 01st April, 2019.

This code shall continue to be in force until the Regulations under which the said code has been framed, be repealed by the SEBI and is subject to change/modifications pursuant to any amendment thereof in said Regulations.

The Board of Directors may time to time review and amend the provision of the code in terms of the global practices being followed and amendments, if any under this regulation.

3. THE POLICY AND OBLIGATIONS

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every promoter, Member of the promoter group, director, officer, designated employee of the Company or such person deemed to be insider has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company.

No promoter, Member of the promoter group, director, officer, designated employee or such person deemed to be insider may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, PPIL (herein after referred to as "the Company") hereby notifies that this code of conduct is to be followed by all promoters, members of the promoter group, directors, officers, designated employees and connected persons.

4. IMPORTANT CONCEPT AND DEFINITION:

4.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.

4.2 “**Board**” means the Board of Directors of the Company.

4.3 “**Code**” or “**Code of Conduct**” shall mean the Code of Regulating, Monitoring and Reporting of trading by insiders of PPIL as amended from time to time.

4.4 “**Company**” means Polylink Polymers (India) Limited

4.5 “**Compliance Officer**” means Company Secretary or such other senior officer duly authorised by the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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 Company.

4.6 “**Connected Person**” means:

- (i) any person who is or has, during the six months prior to the date of this code become effective, been associated with the 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 recognized 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
 - (k) Internal and External Auditors
 - (l) Legal Consultants
 - (m) Immediate Relatives of Connected person as specified.
 - (n) Investor Association/Research Agencies/Media Agencies, if any.

4.7 “**Dealing in Securities**” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

4.8 **Designated person(s)** shall include:



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- (i) Promoters and members of the promoter's Group
 - (ii) Board of directors
 - (iii) Employee up to 2 level below the Board irrespective of their functional role in the company or ability to have access to unpublished price sensitive information.
 - (iv) every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
 - (v) any other employee as may be determined and informed by the Compliance Officer from time to time.

4.9 "**Director**" means a person inducted on the Company's Board as a Director.

4.10 "**Employee**" means every employee of the Company including the Directors in the employment of the Company.

4.11 "**Generally available Information**" means information that is accessible to the public on a non-discriminatory basis.

4.12 "**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

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

4.14 "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof:

4.15 "**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;

4.16 "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

4.17 "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;

4.18 "**Unpublished Price Sensitive Information**" means:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) such other material events in accordance with the listing agreement



- 4.19 **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 4.20 **Specified Person means**

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

5 COMPLIANCE OFFICER:

- 5.1 The Company Secretary appointed by the Board of Directors or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated by and report to the Board of Directors.
- 5.2 The Compliance Officer 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.
- 5.3 The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, or to the Chairman of the Board of Directors once in a year or at such frequency as may be stipulated by the Law.
- 5.4 The Compliance Officer shall maintain a record of the designated employee and any changes therein and according structured a digital database containing name, PAN and Contact number and other details as required with consultation of the respected head of the Department.
- 5.5 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Internal Code of Conduct.
- 5.6 The Compliance officer shall place report in respect of dealing in the securities by Insiders/Designated person before the chairman of the Audit committee and Board on Quarterly basis.
- 5.7 Upon coming into effect of this code, all the policies framed under the erstwhile provision for insider trading shall stand redundant.

6 PRESERVATION OF “PRICE SENSITIVE INFORMATION”:

- 6.1 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.



For the purpose of this regulation any person who have the Unpublished price sensitive information due to legitimate purpose, called **Insider**.

However, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- a. Entail on obligation to make an open offer under the SEBI takeover regulations but where the Board of Directors of the company is of informed opinion that sharing of such information in is best interest of the company.
- b. Not attract the obligation to make an open offer under SEBI takeover regulation but where the board of directors the company is of informed opinion that sharing of such information in is best interest of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.
- c. For the purpose of the above, the Board of Directors shall require the parties to execute agreement to contract confidentiality and non-disclosure obligation on the part of such parties and such parties shall keep information is disseminated to made generally available, except for the purpose of the above and shall not otherwise trade in securities of the company when is possession of the unpublished price sensitive information.
- d. The board of Directors shall ensure that a structured digital data base is maintained containing the name of such persons/entities, PAN no. or any other identifier authorised by the law.

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

6.2 Need to Know:

- (i) “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.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

6.3 Limited access to confidential information:

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.



7 PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”:

Promoters/members of Promoter’s Group/Directors /Designated Employees and their immediate Relatives (Specified Persons) of the Company shall be governed by an internal code of conduct governing dealing in securities.

7.1 Trading Plan

A person who may be perpetually in possession of UPSI and want to deal in company’s Securities shall firstly formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

7.2 Such Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than a reasonable time i.e. 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.

7.3 The Compliance Officer shall review the plan to assess whether the plan would have any potential for violation of these regulation 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.

7.4 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 Plant 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.

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

8 TRADING WINDOW:

8.1 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

8.2. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

8.3. 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.

9 PRE-CLEARANCE OF TRADE:

All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is Rs. 10 lacs and above should pre-clear the transaction. However, no designated person shall be entitled to 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 1) to the Compliance officer for pre-clearance of Trade
- (ii) An undertaking cum Declaration (Annexure 2) shall be executed in favour of the Company by such Designated person incorporating, *inter alia*, the following clauses, as may be applicable:
 - (a) That Such designated Person does not have any access or has not received “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
 - (b) That in case the Designated Person 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) After receive the clearance from Compliance officer in annexure -3, all Designated Persons and their dependents shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given.

The Designated 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 4).

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

(v) All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any 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 the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of subscription in the primary market (initial public offers), the above-mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

(vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

(vii) This shall not be applicable for trade pursuant to exercise of Stock option.

10 OTHER RESTRICTIONS:

10.1 The disclosures to be made by any person under this Code shall include those relating to trading by such designated person's immediate relatives, and by any other person for whom such person takes trading decisions.

10.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

10.3 The disclosures made under this Code shall be maintained for a period of five years.



11 REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

Initial Disclosure:

- 11.1 Every promoter, Member of the promoter group, Key Managerial Personnel and Director of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form.
- 11.2 All directors and/or Key Managerial Personnel / promoter/members of promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming directors and/or Key Managerial Personnel / promoter/members of promoter group.

Continual Disclosure:

- 11.3 Every promoter, member of the promoter group, designated person and Directors of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakhs) or such other value as may be prescribed.

The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

12 DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S):

- 12.1 Within 2 days of the receipt of intimation under Clause 8.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- 12.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

13 DISSEMINATION OF PRICE SENSITIVE INFORMATION:

- 13.1 No information shall be passed by any Director/ designated employee or connected person by way of making a recommendation for the purchase or sale of securities of the Company.
- 13.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:



The following guidelines shall be followed while dealing with analysts and institutional investors:

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

14 PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

14.1 Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

14.2 Any Director/Designated Employee who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

14.3 Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery claw back, ineligibility for future participation in employee stock option plans, etc.

14.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.



Annexure: 1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

To,
The Company Secretary
Name of Company

Sub: Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

S. No	Particulars	
1	Folio/ Dp ID Client ID	
2	Name and Address of the Applicant	
3	Designation	
4	Number and Value of Securities held in the Company as on date	
5	Proposed date of dealing in securities	
6	Whether the proposed transaction will be through stock exchange or off-market deal	
7	Estimate no. of Securities proposed to be acquired/sold/subscribed	
8	Price at which the transaction is proposed	
9	Current market price (as on date of application)	
10	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature)



Annexure: 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION
FOR PRE-CLEARANCE

UNDERTAKING

To,
Polylink Polymers (India) Limited

I, _____, _____ of the Company
residing at _____, desirous of dealing in
_____ * shares of the Company as mentioned in my application dated _____
for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished
Price Sensitive Information (as defined in the Company's Code of Conduct for prevention
of Insider Trading (the Code) up to 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 pre-clearance.

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

Signature: _____

Date:

* Indicate number of shares



Annexure: 3

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name : _____
Designation : _____
Place : _____

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 2 days from the date of transaction/deal. In case the transaction is not undertaken a ' Nil 'report shall be necessary.

Yours faithfully,
For Polylink Polymers (India) Limited

COMPLIANCE OFFICER

Date: _____



Annexure: 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Polylink Polymers (India) Limited

I hereby inform that I

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

Name	No. of Securities dealt with	Bought/Sold/Subscribed	DP ID/Client ID	Price

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

(Signature)



Name:
Designation:
Date:

Annexure-5

Notice to maintain confidentiality of the Unpublished Price Sensitive Information

Date:

To,
Name of the Individual
Designation
Department
Company Name

Subject: Notice to maintain confidentiality of the Unpublished Price Sensitive Information

Dear Sir/Madam

We are sharing following Unpublished price sensitive Information with you which is in the ordinary course of Business and for legitimate purpose.

- 1.
- 2.

In terms of Company's Code of Insider Trading, we consider you an Insider for or Company, you are instructed to keep the information confidential.

Kindly sign a duplicate copy of the notice as acceptance of the same.

Thanking you
Yours faithfully,



Annexure-6

Format for Quarterly Statement of Dealing in securities of the Company

TO,
The Board of Directors/Audit Committee
Polylink Polymers (India) Limited

Sub: Format for Quarterly Statement of Dealing in securities of the Company by Insiders, Designated Person and their Immediate Relatives/Deemed to be Connected person.

Name	Designation and Department	No. of Shares held on 1 st Day of the Quarter	No. of Shares bought/Sold during the Quarter	Balance Share at the end of the Quarter.

Date:
Place :

Signature
Name:
Designation:



After Chapter. 6 following chapter shall be inserted as Chapter6 (a) :

SEBI has vide a Notification dated 17th September 2019 amended the SEBI(Prohibition of Insider Trading) Regulations, 2015 by insertion of Chapter IIIA which deals with voluntary information disclosure by any person with regard to Insider Trading violations. This amendment is effective from 100th day from the date of notification, i.e., with effect from 26th December 2019. It provides as follows: -

'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;

Monetary Sanctions' shall mean any non-monetary settlement terms or any direction of the Board, in the nature of disgorgement under securities laws aggregating to at least Rupees one crore arising from the same operative facts contained in the original information.

- a) An Informant can submit Original Information by furnishing the Voluntary Information Disclosure Form to the Office of Informant Protection of the Board in the format and manner set out in Schedule _____. The Voluntary Information Disclosure Form may be submitted through informant's legal representative: Provided that where the Informant does not submit the Voluntary Information Disclosure Form through a legal representative, the Board may require such Informant to appear in person to ascertain his/her identity and the veracity of the information so provided.

Explanation. – Where any information pertaining to any violation of the Securities Laws is received in a manner not in accordance with the manner provided under these regulations, the Board may require such information to be filed with it in accordance with these regulations or reject the same.

- b) The Company ensure that if any employee who files or wants to file a Voluntary Information Disclosure, irrespective of whether the information is considered or rejected by the Board or he or she is eligible for a Reward under these regulations it will protect the interest of the Employee in terms of any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination by reason of :
 - (i) filing a Voluntary Information Disclosure Form under these regulations
 - (ii) testifying in, participating in, or otherwise assisting or aiding the Board in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the Board;or



-
- (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the Board in any manner.
- For the purpose of this code, “employee” means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.
- (i) Company shall not prohibit any Informant who believes that he or she has been subject to retaliation or victimisation by his or her employer, from approaching the competent court or tribunal for appropriate relief.