



apcotex industries limited

**COMPANY'S INTERNAL CODE OF CONDUCT FOR PREVENTION
OF INSIDER TRADING**

Approved on: 8th May 2015
Revision 1: 28th March 2019

COMPANY'S INTERNAL CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

INTRODUCTION:

Securities and Exchange Board of India (SEBI) has replaced the SEBI (Prohibition of Insider Trading) Regulations, 1992 with SEBI (Prohibition of Insider Trading) Regulations, 2015 and further amended on 31st December 2018. These Regulations are called the SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time (hereinafter referred to as "the regulations"). The Regulations seek to govern the conduct of the Insiders, Connected Persons and Persons who are deemed to be connected persons on matters relating to Insider Trading.

The Regulations requiring all listed companies and other specified entities to set up an appropriate mechanism and to frame and enforce a code of conduct and internal procedures prescribing various disclosures of interests or holding to be made by Promoters, Member of Promoter group, directors, Designated Person/ Employees, their immediate relatives, designated persons of material subsidiary Company and substantial shareholders in the listed Companies.

The Objects of the Regulations is to prevent insider trading by prohibiting trading, communicating or counseling on matters relating to insider trading as specified in the Regulations.

WHAT IS INSIDER TRADING?

Insider Trading is the buying or selling or dealing in the securities of a listed Company by a Promoters, Member of Promoter group, director, member of the management, Designated Person, Employees, their immediate relatives, designated persons of material subsidiary Company, firm or by any other person such as internal and statutory auditor, agent, advisor, analyst, consultant, etc., who has knowledge of material inside information not available to the general public. The dealing in the securities of the Company is illegal by an "insider" when it is predicated upon the utilization of inside information to profit at the expense of other investors who do not have access to such information.

CERTAIN IMPORTANT EXPRESSIONS (DEFINITIONS)

Board: Board Means the Board of Directors of the Company

Connected Person: Connected Person means 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.

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
- b) a holding company or associate company or subsidiary company;
- c) an intermediary as specified in section 12 of the Act or an employee or director thereof;
- d) an investment company, trustee company, asset management company or an employee or director thereof;
- e) an official of a stock exchange or of clearing house or corporation;
- 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;

- 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;
- h) an official or an employee of a self-regulatory organization recognized or authorized by the Board;
- i) a banker of the company;
- 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.

Designated Person: Designated Person means and includes;

- ✓ Directors of the Company
- ✓ Officers comprising the top three tiers of the Company management – Executives, Managers and General Managers.
- ✓ All employees working in the Finance and Accounts Department/function, whether temporary or permanent.
- ✓ Employees designated by the Compliance Officer, in consultation with the Managing Director or Board of Directors.

Generally available information: Generally available information means information that is accessible to the public on a non-discriminatory basis.

Immediate relative: 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.

"Insider" means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

Officer: Officer means and includes all persons who are in the employment of the Company in the Executive and above level, includes the Statutory and Internal Auditors of the Company.

Promoter shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time

Promoter group" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

Prohibited Period:

- ✓ **All Promoter Director(s) / Promoter Group / persons acting in concert with promoters and/or their relatives / Designated Persons**, their immediate relatives, designated persons of material subsidiary Company/**employees working in Finance / Accounts / Marketing Department and their dependent family members.**

Period starts with the first day of the month from the end of the quarter till the end of 48 hours from the time the Price Sensitive information considered by the Board is made public.

- ✓ **Other Directors and Officers / employees working in any other department and their dependent family members.**

The Prohibited period commences from the date of posting the Agenda of the Audit Committee / Board Meeting in which the price sensitive information is to be considered and ending after 48 hours from the time the price sensitive information is made public.

Or the Compliance Officer, from time to time, in consultation with Chief Executive Officer and/or Chairman may specify any other period as prohibited period.

Regulations: Regulations means SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

Securities: Securities means and includes, the equity shares of the Company or any other marketable instruments as may be issued by the Company from time to time.

Specified: Specified means specified by the Board in writing.

Takeover regulations: Takeover regulations means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.

Trading: Trading means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities. , and trade shall be construed accordingly

Trading day: Trading day means a day on which the recognized stock exchanges are open for trading.

Trading Window: Trading Window means the free period during which dealing in the securities of the Company is not specifically restricted or prohibited.

Unpublished Price Sensitive Information (UPSI): means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following : –

- (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; and
- (vi) material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Compliance Officer

Compliance Officer: 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.

DUTIES AND POWER OF COMPLIANCE OFFICER:

1. To set forth policies, procedures, monitoring adherence to the rules for the preservation of “Price Sensitive Information”, monitoring the transactions whether pre-clearance of designated employees and their dependents’, whether the trades are executed within one week and the implementation of the code of conduct.
2. Shall be subject to overall supervision of the Board of Directors reporting to the Managing Director / Chief Executive Officer.
3. To suggest any improvements required in the policies, procedures, etc to ensure effective implementation of the code.
4. To maintain a record of all connected persons covered and any changes made to the list of connected persons.
5. To assist all the employees in addressing any clarifications regarding the SEBI (Prohibition of Insider Trading) Regulations 2015 and the company’s code of conduct.
6. To maintain a list of all information termed as “Price Sensitive Information”.
7. To maintain a record of names of files containing confidential information deemed to be price sensitive information and persons in charge of the same.
8. To keep the records of periods specified as “Prohibited Period”
9. To ensure that the “Trading Window” is closed at the time of;
 - a. Declaration of Financial results (quarterly, half-yearly and annual)
 - b. Declaration of dividends (interim and final)
 - c. Issue of securities by way of public/ rights/bonus etc.
 - d. Any major expansion plans or execution of new projects
 - e. Amalgamation, mergers, takeovers and buy-back
 - f. Disposal of whole or substantially whole of the undertaking
 - g. Any changes in policies, plans or operations of the company
10. To process applications received for pre-clearance of transactions as per the procedure laid down.
11. To procure undertaking in favour of the Company from persons applying for pre-clearance of transactions in the prescribed format.
12. To ensure that a minimum holding period of 6 months is observed by all directors / officers / designated employees.
13. To waive the requirement of minimum holding period of 6 months under specified circumstances.
14. To receive and maintain records of periodic and annual statement of holdings from directors / officers / designated employees and their dependent members.
15. To maintain the records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of three years.

16. To place before the Board of Directors a report on compliances with this code once a year
17. To implement punitive measures or disciplinary action prescribed for any violation or contravention of the code of conduct.
18. To inform the Board promptly of any violation observed or knowledge thereof.
19. To list all employees and other person with whom UPSI is shared shall be maintained and entered into confidentiality agreement with designated personnel.
20. To place before the audit committee the summary of Compliances with insider trading atleast once a year.

PROHIBITION OF TRADING IN SECURITIES, COMMUNICATING OR COUNSELING ON MATERS RELATING TO THE INSIDER TRADING

No Insider shall;

- Either on his own behalf or on behalf of any other person deal in securities of the Company when in the possession of any unpublished price sensitive information.
- Communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law.

Such restriction shall not be applicable to any communication required in the ordinary course of business or under any law.

Regulation also provides that no Company shall deal in the securities of another listed Company or associate of that other Company while in possession of any unpublished price sensitive information.

TRADING RESTRICTIONS FOR INSIDERS:

All Promoter / Member of Promoter group / Directors / Officers / Designated person, their immediate relatives, designated persons of material subsidiary Company or Connected persons of the Company;

- Shall conduct all their dealing in the securities of the Company only in the trading window during which the dealing is not specifically prohibited and shall not deal in any transactions involving the purchase or sale of the Company's securities during the prohibited period / period when the trading window is closed.
- Shall deal in the Securities of the Company only after fulfilling the conditions laid down hereinafter.
- Shall not deal in the securities of the Company on considerations of a short-term nature that is within intention of selling the securities within the period 6 months from the date of purchase.
- No contra trade (purchase and sale) are allowed with in a period of 6 months from the date of first transaction.

The Compliance Officer may waive the minimum holding period of 6 months, in case sale of securities is necessitated by personal emergency, upon making an application in the prescribed form, attached herewith to these rules.

PRE-CLEARANCE OF TRANSACTIONS:

All Directors / Promoters / Persons acting in concert with promoters and/or their relatives / Officers / Designated employees or Connected persons of the Company and their relatives;

- Shall deal in securities of the Company during the free period only.
- Shall obtain the prior permission/consent in writing from the Compliance Officer in case they intend to deal in securities of the Company in the excess of
 - ✓ 1000 (One Thousand) shares in number in case of Directors / Promoters / Persons acting in concert with promoters and/or their relatives
 - ✓ 500 (Five Hundred) shares in number in case of other persons viz. Officers / Designated employees or Connected persons of the Company and their relatives.
- Shall make an application, in duplicate, for obtaining the prior permission/consent in prescribed form
- Shall deal in the securities of the Company for which prior permission/consent is obtained within seven days from the date of permission/consent.
- Shall apply afresh, in case he/she fail to execute the deal within one week from the date of permission/consent.
- Shall give an undertaking alongwith the application, in favour of the Company stating that;
 - he/she doesn't have access to or has not received price sensitive information upto the time of signing the undertaking.
 - He/she has access to or has received price sensitive information at the time of executing the undertaking, but he/she would refrain from dealing in the securities of the company till such time the information becomes public.
 - He/she has not contravened these rules.
 - He/she has made a full and true disclosure in the matter.
- Shall receive the permission/consent from the Compliance Officer within two days from the date of submission.
- Shall ensure that his/her stockbroker is authorized to disclose to the Company all matters relevant to his/her share dealings, if required by the Compliance Officer.
- Shall also inform the Compliance Officer, all deals in the securities of the Company below the threshold limit of;
 - ✓ 1000 (One Thousand) shares in number in case of Directors / Promoters / Persons acting in concert with promoters and/or their relatives
 - ✓ 500 (Five Hundred) shares in number in case of other persons viz. Officers / Designated employees or Connected persons of the Company and their relatives.

within two trading days from the date of execution of deal.

The Compliance Officer shall retain all copies of applications and acknowledgements.

If the Compliance Officer feels opines that the proposed deal is on the basis of possession of any unpublished price sensitive information, he may reject the application for pre-clearance. The Compliance Officer is not obliged to give reasons for rejection / withholding the permission/consent.

DISCLOSURE REQUIREMENTS:

I. Initial Disclosure:

- a. Every promoter, Member of promoter group, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days.
- b. Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter Member 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 a promoter.

II. Continual Disclosure:

- a. Every promoter, Member of promoter group, designated person and director of every 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 ten lakh rupees.
- b. Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

III. Disclosures by other connected persons:

Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

IV. Periodical Disclosure:

All Directors / Promoters / Member of Promoter group / Persons acting in concert with promoter and/or their relatives / Officers / Designated Person or Connected persons Employees, their immediate relatives, and their relatives, along-with dependent family members and designated persons of material subsidiary Company, shall disclosure to the Company periodically, whenever there is change in their shareholdings.

V. Annual Disclosure:

All Directors / Promoters / Member of Promoter group/ Persons acting in concert with promoter and/or their relatives / Officers / Designated person or connected persons and their relatives and designated persons of material subsidiary Company, along-with dependent family members, shall disclosure to the Company their holding on or before 30th April every year.

DISCLOSURE BY COMPANY:

The Compliance Officer, within 2 working days of receipt, shall disclose to all Stock Exchange(s) on which the Securities of the Company are listed, the information(s) received under above paras.

MAINTAINING CONFIDENTIALITY OF PRICE SENSITIVE INFORMATION:

- ✓ All Officers, designated person shall maintain the confidentiality of all Price Sensitive Information and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the dealing in Securities of the Company
- ✓ The Officers, designated person shall disclose the Price Sensitive Information 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 appears to misuse the information.
- ✓ If any Officer, designated person happens to receive any price sensitive information, he/she shall immediately report the same to the head of department, who in turn shall inform the same to the Compliance Officer in the prescribed form.
- ✓ Files containing confidential information shall be kept secure under the lock and key. Computer files must have adequate security of login and password etc. The departmental head shall nominate a member of depart for ensuring the compliance with this clause.

CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING:

Before sharing any of the following information with analysts, shareholders and media, it shall be approved in advance by the Compliance Officer and Chief Executive Officer.

1. Periodical Financial results of the Company (quarterly, half-yearly and annual);
2. Intended declaration of dividend (both interim and final);
3. Issue of securities or buy-back of securities;
4. Any major expansion plans or execution of new projects;
5. Amalgamation, mergers or takeovers;
6. Disposal of whole or substantial part of the undertaking;
7. Any significant changes in changes policies, plans or operations of the company including launch of new brands or new products of the Company where the contribution from such brand or product exceeds or is likely to exceed 5% of the total turnover of the Company during that financial year;
8. Disruption of operations due to nature calamities;
9. Commencement of any new commercial production / commercial operations where the contribution therefrom is likely to exceed 5% of the total turnover of the Company during the financial year;
10. Developments with respect to changes in pricing / realization on goods and services arising out of the changes in the government policies.
11. Litigation / disputes with material impact;
12. Revision of credit ratings assigned to any debt or equity instrument of the Company;
13. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;

Any information approved by the Managing Director / Chief Executive Officer for disclosure, copy of same shall be forwarded to the Compliance Officer.

In case any information as listed above is disclosed inadvertently or without prior approval, the person responsible for disclosure shall immediately inform the Compliance Officer or the Chief Executive Officer, although the information is not considered price sensitive.

PROCEDURE FOR RESPONDING TO MARKET RUMOURS OR ANY QUERIES:

The Compliance Officer shall immediately consult the Chief Executive Officer, for verification of any rumours or queries forwarded to him.

Only the Chairman or Managing Director or Chief Executive Officer of the Company, shall reply to the queries or requests for verification of market rumours within 48 hours of receipt of such rumour or any further period as specified by the Stock Exchange.

The Compliance Officer, in consultation with the Chairman and/or Chief Executive Officer, make a public announcement for verifying or denying rumours before making the disclosure.

DEALING WITH ANALYSTS / INSTITUTIONAL INVESTORS:

The Chairman, Managing Director and /or Chief Executive Officer of the Company shall interact with Analysts, Institutional and other Large Investors. Compliance Officer and a designated person shall be present while addressing the Analysts, Institutional or Large Investors.

No price sensitive information shall be disclosed to analysts or institutional and other large investors unless it is confirmed with the Compliance Officer that the information has been made public. All questions raised in the analysts / investors meet, relating to the price sensitive information, shall be taken note of and considered response shall be given only after consulting the Compliance Officer.

The Chief Executive Officer or a Designated person shall forward the copy of minutes of meeting with the Analysts / institutional investors to the Compliance Officer in prescribed Form, within 2 working days from the conclusion of the meeting.

The Compliance Officer shall make a press release or post relevant information on the Company's website immediately after every analyst meet and such information shall also be sent to the Stock Exchange immediately, where price sensitive information is disclosed.

PENALTY FOR NON-COMPLIANCE WITH COMPANY'S INTERNAL CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Compliance Officer shall recommend for the disciplinary action to the Chief Executive Officer, for not complying with the code of conduct by any of the designated person. The disciplinary action may include wage freeze, suspension, ineligibility for future participation in any schemes / plans of the Company like employees stock option etc.

The Compliance Officer shall report non-compliance with the code of conduct to SEBI.

The action by the company shall not absolve the person from prosecution by SEBI under SEBI (Prohibition of Insider Trading) Regulations, 2015.

All connected persons shall also ensure compliance with the SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time. The copy of which is enclosed for reference.

For any clarifications, further information, Shri Anand V Kumashi – GM - Fin., & Company Secretary can be contacted.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Objective

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

UPSI: means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following :-

1. financial results;
2. dividends;
3. change in capital structure;
4. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
5. changes in key managerial personnel; and
6. material events in accordance with the SEBI (LODR) Regulations, 2015, as amended from time to time.

The sharing of UPSI shall be deemed to be for "Legitimate Purpose" if it satisfies the following criteria:

- a. Legitimate purpose shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations
- b. The information shall be shared with any person on 'need to know' basis.
- c. Insiders shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
- d. Sharing of information may be construed as insider trading even while it is in pursuit of compliances required or business interests of the Company in appropriate circumstances. The person who has the UPSI should ideally recuse himself from assigned task of the sharing the UPSI with third parties in such doubtful cases to avoid any adverse inferences in this regard.
- e. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "Insider" and due notice shall be given to such person to maintain confidentiality of UPSI in compliance with the Regulations. The Compliance Officer shall ensure that such third party with whom the UPSI is shared, is also bound by non-disclosure or confidentiality agreements and the liabilities involved which shall mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of the Code or Regulations.

Digital Database

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database

Restrictions on Communication and Trading By Insiders

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, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information

Amendment

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

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

Background

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI and initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of have laid down this policy for procedure of inquiry in case of leak of UPSI or suspected leak of UPSI (‘the policy’), for adoption. The objective is to strengthen the internal control system to prevent leak of UPSI.

Definitions

- (i) Chief Investor Relation Officer (“CIO”) shall mean the Compliance Officer of the Company appointed by the Board of Director under SEBI (LODR) Regulations, 2015
- (ii) Leak of UPSI shall mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (LODR) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
- (iii) The internal controls shall include the following:
 - (a) all Employees who have access to UPSI are identified as Designated Person;
 - (b) all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the SEBI Regulations;
 - (c) adequate restrictions shall be placed on communication or procurement of UPSI as required by the SEBI 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 the SEBI Regulations shall be complied with; and
 - (f) periodic process review to evaluate effectiveness of such internal controls.
- (iv) Support Staff shall include IT staff or secretarial staff who has access to unpublished price sensitive information.
- (v) UPSI: means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following : –
 - 1. financial results;
 - 2. dividends;
 - 3. change in capital structure;
 - 4. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - 5. changes in key managerial personnel; and
 - 6. material events in accordance with the SEBI (LODR) Regulations, 2015, as amended.

Duties of Chief Investor Relations Officer (CIO)

The CIO shall be responsible to;

1. Oversee the Compliance of this policy.
2. Report the incident of actual or suspected leak of UPSI to the SEBI.
3. Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
4. To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

Disclosure of actual / Suspected Leak of UPSI to Stock Exchanges:

On becoming aware of actual or suspected leak of UPSI of the Company, the CIO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in "Annexure A" to this policy.

Report of actual / Suspected Leak of UPSI to SEBI

On becoming aware of actual or suspected leak of UPSI of the Company, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in "Annexure B" to this policy.

Constitution of Enquiry Committee

The Board of Directors or any Committee authorized by them in this behalf shall constitute a committee to be called as "Enquiry Committee". The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by the members of the Committee.

Duties of Enquiry Committee:

The Enquiry Committee shall be responsible:-

- (a) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- (b) To authorize any person to collect necessary support material; and
- (c) To decide disciplinary action thereon.

Procedure for Enquiry In Case of Leak of UPSI:

On becoming aware of suo-moto or otherwise, of actual or suspected leak of UPSI of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-know person, the CIO after informing the same to the Managing Director or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure:-

(a) Preliminary Enquiry:

Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.

The Enquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

(b) Report of Preliminary Enquiry to the Enquiry Committee:

The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 7 days from the date of his appointment on this behalf.

(c) Disciplinary Action:

The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Members of the Committee.

Amendment

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

Annexure A

To, Manager – Department of Corporate Services BSE Limited P. J. Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip Code No. 523694	To, The Manager - Listing Department, The National Stock Exchange of India Ltd Exchange Plaza, 5th floor, Plot no. C/1, “G” Block, Bandra-Kurla Complex, Mumbai-400051 Symbol: APCOTEXIND
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Dear Sir/Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (LODR) Regulation, 2015.

Pursuant to Regulation 30 of SEBI (LODR) Regulation, 2015, we are reporting actual or suspected leak of UPSI of the Company, as follows;

Sr. No.	Particulars	Details
1	Name of the Listed entity.	
2	Please tick appropriate checkbox Reporting in capacity of: <ul style="list-style-type: none"> <input type="checkbox"/> Listed entity <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary 	
3	Name of the Designated Person (DP). Name of the immediate relatives of DP if reporting is for immediate relative.	
4	PAN of the DP PAN of the immediate relatives of DP if reporting is for immediate relative.	
5	Designation of DP	
6	Functional Role of DP	
7	Whether DP is Promoter/Promoter group/ holding CXO position (CEO/CFO/CTO etc.)	
8	Transaction details	
	i) Name of the scrip	
	ii) No. and value of shares traded (including pledge) (Date – wise)	
9	In case trading value exceeds Rs. 10 lakhs in calendar quarter	
	i) Date of intimation of trade by concerned DP/Director/Promoter/Promoter group to company under regulation 7 of SEBI (PIT) Regulations, 2015	
	ii) Date of intimation of trade by Company to Stock Exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
10	Details of violation observed under SEBI (PIT) Regulations, 2015.	
11	Action taken by the Listed entity.	
12	Reasons for the action taken by Listed entity	
13	Details of Instances of any violation in the previous financial year.	
14	Any other relevant information	

Request you to kindly take the aforementioned on your records.

Thanking you,

For Apcotex Industries Limited

Compliance Officer

Annexure B

Format for Reporting Actual or Suspected Leak of UPSI to the SEBI

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Ref.: BSE Scrip Code No. 523694 and Symbol: APCOTEXIND

Dear Sir / Madam,

Sub: Report of violation of code of conduct / actual or suspected leak of UPSI pursuant to regulation 9 / 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015

Pursuant to Regulation 9 / 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting the violation of code of conduct / actual or suspected leak of UPSI of the Company, as follows;

Sr. No.	Particulars	Details
1	Name of the Listed entity.	
2	Please tick appropriate checkbox Reporting in capacity of: <input type="radio"/> Listed entity <input type="radio"/> Intermediary <input type="radio"/> Fiduciary	
3	Name of the Designated Person (DP). Name of the immediate relatives of DP if reporting is for immediate relative	
4	PAN of the DP PAN of the immediate relatives of DP if reporting is for immediate relative	
5	Designation of DP	
6	Functional Role of DP	
7	Whether DP is Promoter/Promoter group/ holding CXO position (CEO/CFO/CTO etc.)	
8	Transaction details a. Name of the scrip b. No. and value of shares traded (including pledge) (Date – wise)	
9	In case trading value exceeds Rs. 10 lakhs in calendar quarter a. Date of intimation of trade by concerned DP/Director/Promoter/Promoter group to company under regulation 7 of SEBI (PIT) Regulations, 2015 b. Date of intimation of trade by Company to Stock Exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
10	Details of violation observed under SEBI (PIT) Regulations, 2015.	
11	Action taken by the Listed entity.	
12	Reasons for the action taken by Listed entity	
13	Details of Instances of any violation in the previous financial year.	
14	Any other relevant information	

Request you to kindly take the aforementioned on your records.

Thanking you,

For Apcotex Industries Limited

Anand V Kumashi
Compliance Officer

PAN:
Email ID
Mobile No:
Date and Place

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF APCOTEX INDUSTRIES LIMITED (APCOTEX)

This Code is framed under Regulation 8 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

The Principles of Fair Disclosure adopted by APCOTEX are as follows:

1. To promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Company Secretary is designated as Chief Investor Relations Officer to take all required action for dissemination of information and disclosure of unpublished price sensitive information indiscriminately.
4. To promptly dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. To provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. To ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. To develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. To handle all unpublished price sensitive information on a need-to-know basis.
9. To ensure protection of an employee filing Voluntary Information Disclosure Form to SEBI.