



SMVD POLY PACK LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING **[As per SEBI (Prohibition of Insider Trading) Regulations, 2015 including any amendment or re-enactment thereof]**

1. INTRODUCTION:

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) has formulated SEBI (Prohibition of Insider Trading) Regulations, 2015('Regulations').

Chapter IV of the Regulations require, inter alia, all listed companies to frame a Code of Fair Disclosure and Conduct as near thereto to the Model Code specified in Schedule A and Schedule B to the Regulations.

All those to whom the Code is applicable are advised to carefully go through and familiarize themselves with and adhere to the Regulations and the Code.

2. TITLE

This Code is called the "*Code of Conduct for Prevention of Insider Trading*"

3. APPLICABILITY

This Code shall be applicable to the Directors/KMPs/Officers/Designated Employees/ Auditors/ Registrars & Share Transfer Agents/ Merchant Bankers/ Solicitors & Advocates/ Consultants and their relatives.

4. DEFINITIONS

In this Code, unless the context otherwise requires, "Code" means this Code of Conduct for Prevention of Insider Trading, as modified from time to time.

- i. "Compliance Officer" means the officer appointed by the Company as compliance officer pursuant to Regulation 2 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- ii. "Connected Person" has the same meaning as ascribed to it in Regulation 2 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- iii. "Designated Persons" mean and include Director/Officer/Designated employees of the Company and professional firms such as auditors, accountancy firms, law firms, analysts, consultants etc. assisting or advising the Company and such other person or persons who may be so designated by the Company from time to time for the purpose of this Code of Conduct.
- iv. "Employee" means employee of 'SMVD POLY PACK LIMITED' and its Subsidiaries, if any, and shall include any person deputed to or by the Company from or to any subsidiary, if any, and placement trainees.
- v. "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.

- vi. "Insider" means any person who is a connected person or in possession of or having access to unpublished price sensitive information.
- vii. "Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- viii. "SEBI" means the Securities and Exchange Board of India.
- ix. "Securities" shall have the same meaning as assigned to it under Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- x. "Subsidiaries" shall have the meaning as prescribed to it in the Companies Act, 2013.
- xi. "Trading" means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities.
- xii. "Trading Window" shall have the meaning prescribed thereto in clause 10 of the Code.
- xiii. "Unpublished Price Sensitive Information" means any information, which relates directly or indirectly to the Company or its securities, as the case may be, which is not generally available, which upon becoming generally available is likely to materially affect the price of Securities of the Company and without limitation include the following:
 - i. periodical financial results;
 - ii. intended declaration of dividends (both interim and final);
 - iii. change in capital structure;
 - iv. amalgamation, mergers, de-mergers, acquisitions, expansion of business;
 - v. disposal of the whole or substantial part of the undertaking and
 - vi. changes in key managerial personnel

CHAPTER I
CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION

5. DISCLOSURE OF PRICE SENSITIVE INFORMATION

- 5.1 Unpublished price sensitive information shall be promptly disclosed in the public domain and made generally available as soon as credible and concrete information comes into being for making such information generally available.
- 5.2 There shall be universal and uniform dissemination of the unpublished price sensitive information in order for it to be accessible to the public at large. There shall be no selective disclosure of unpublished price sensitive information
- 5.3 In the event of selective disclosure of an unpublished price sensitive information due to inadvertence or otherwise, such unpublished price sensitive information shall be promptly disclosed in the public domain and made generally available.
- 5.4 Transcripts or records of proceedings of conference calls or earnings calls, if any shall be made available on the website of the Company.
- 5.5 The Company Secretary/Compliance officer shall act as the Chief Investor Relations Officer to deal with the dissemination of information and disclosure of unpublished price sensitive information.

6. PRESERVATION OF PRICE SENSITIVE INFORMATION

- 6.1 The Designated Persons shall maintain the confidentiality of all unpublished Price Sensitive Information in their possession.
- 6.2 The Designated Persons shall not advise, communicate, counsel, inform or pass on such information to any person, directly or indirectly, other than communication required to be made/done in the ordinary course of business, or under any law.
- 6.3 No unpublished price sensitive information shall be shared with analysts or research personnel.
- 6.4 Appropriate response shall be given by the Company to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 6.5 Unpublished Price Sensitive Information shall be handled on a “need-to-know” basis, i.e., unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and /or functions.

7. A. POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSES”:

- i. The Unpublished Price Sensitive Information shall be shared for legitimate purpose only with the outsiders.
- ii. “Legitimate purpose” shall mean Sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Insider Trading Regulations.

iii Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an "insider" for purposes of the SEBI PIT Regulations and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him/her, in compliance with the Insider Trading Regulations.

7B. A digital database shall be maintained containing the names of persons/entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls shall also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.

7C. The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

8. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

Notwithstanding anything contained in the Code, the Designated Persons shall not engage in trading in Securities, whether on their own account, the account of the Immediate Relatives or on Company's account, and further shall ensure that their Immediate Relatives shall also not engage in Trading in Securities on their own account, if such Designated Person (or in case of Immediate Relatives, the concerned Immediate Relative) is in possession of any Unpublished Price Sensitive Information.

CHAPTER II CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

9. COMPLIANCE OFFICER

- 9.1 The Company Secretary shall be the Compliance Officer for the purpose of the Code and will report to the Board of Directors. In the absence of the Company Secretary, any other person as may be designated by the Board of Directors shall be the Compliance Officer for the purpose of the Code.
- 9.2 The Compliance Officer shall be responsible for compliance of the policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades, pre-clearance of trades, addressing any clarifications / difficulties regarding the Regulations and / or the Code and the implementation of the Code, under the overall supervision of the Board of Directors.
- 9.3 The Compliance Officer will assist all the designated persons in addressing any clarification regarding SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code.
- 9.4 The Compliance officer shall maintain a record of all the declarations in the appropriate form given by the designated persons for a minimum period of three years.

10. TRADING WINDOW

- 10.1 The “Trading Window” for the purpose of this Code shall mean the period during which Trading in Securities is permitted.
- 10.2 Subject to Clause 11 and Clause 12 of the Code, the Designated Persons shall engage in trading in Securities only when the Trading Window is open.
- 10.3 The Trading Window shall be closed during the time any of the following information is unpublished and which if published is likely to materially affect the price of the Securities of the Company:
- a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - e. changes in key managerial personnel; and
 - f. such other information as may be specified by the Compliance Officer for this purpose.
- 10.4 In respect of declaration of financial results, the Trading Window shall remain closed from the end of every quarter till 48 (forty-eight) hours after the declaration of Financial Results.
- 10.5 The gap between clearance of accounts by Audit committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

11. PRE-CLEARANCE OF TRADES

- 11.1 Subject to Clause 12, all Designated Persons who intend to trade in the securities of the Company should obtain pre-clearance for the transaction as per the procedure described hereunder.
- 11.2 Pre-clearance for trades is mandatory for all Designated Persons.
- 11.3 An application in Form I annexed to the Code may be made to the Compliance officer indicating that the Designated Persons intend to deal in the Securities of the Company.
- 11.4 The Designated Person shall execute his/her order in respect of securities of the Company within seven trading days after the pre-clearance is given. If the order is not executed within seven trading days after the pre-clearance is given, such pre-clearance shall lapse and the Designated Person should obtain a fresh pre-clearance.
- 11.5 The Designated Person who trades in the securities of the Company shall not execute a contra or opposite trade during the next six months following the prior transaction.
- 11.6 In case trading in Securities is necessitated by personal emergency of the Designated Person, he may seek waiver of the holding period specified in clause 11.5 above by making an application to the Compliance Officer (or the Chairman and Managing Director, in the case of the Compliance Officer is the Designated Person) in Form II. The Compliance Officer (or the Chairman and Managing Director, as the case may be) may waive the holding period after recording in writing, the reasons in this regard.

Provided that, the trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

12. TRADING PLANS

- 12.1 A Designated Person may formulate a Trading Plan pursuant to which trades may be carried out on his behalf in accordance with such plan.
- 12.2 The Trading Plan shall be presented to the Compliance Officer for review and approval.
- 12.3 Upon approval, the Compliance Officer shall notify the Trading Plan to the stock exchanges on which the Company is listed.
- 12.4 The Trading Plan shall adhere to the following:
 - 12.4.1 It shall entail commencement of trading on behalf of the Designated Person after the expiry of 6 months from the public disclosure of the plan.
 - 12.4.2 It shall not entail trading for the period between 20 trading days prior to the last day of any financial period for which the financial results (quarterly, half-yearly and annual) are to be declared and 48 hours after the declaration of such financial results.
 - 12.4.3 It shall entail trading for a period of at least 12 months
 - 12.4.4 It shall not overlap with any existing Trading Plan, i.e. multiple trading plans during the same period is not permitted.
 - 12.4.5 It shall set-out either the value of trades to be effected or the number of securities to be traded along with the nature of trade, intervals at or dates on which such trades shall be effected.
- 12.5 The Trading Plan once approved, has to be mandatorily implemented. No deviation from the trading plan or execution of trades outside the scope of trading plan is permitted.

13. REPORTING REQUIREMENTS

A. Initial Disclosure

13.1 Promoters, Member of Promoter Group, Directors and Key Managerial Personnel:

Every promoter, Member of Promoter Group director and key managerial personnel of the Company shall be required to forward to the Compliance Officer, the following details in respect of the Securities held by them and their respective Immediate Relatives:

All securities of the Company held by them on appointment as director or key managerial personnel of the Company or upon becoming a promoter or member of promoter group of the Company within 7 days thereof in Form B.

13.2 Designated Persons

All Designated Persons shall be required to forward to the Compliance Officer, the following details in respect of the Securities held by them and their respective Immediate Relatives:

All Securities of the Company held on the date of joining the Company within 30 working days from the date of joining in Form B.

B. Continual Disclosure

- 13.3.1 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 (Form III) 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
- 13.3.2 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.
- 13.3.3 Every Designated person {promoter, member of promoter group, director, KMP, employee (including their Immediate Relatives), shall be required to intimate the Compliance Officer in case of any change in Securities of the Company if the value of securities traded, whether in one transaction or a series of transaction over any calendar quarter, exceeds Rs 10 Lakhs within two trading days of such change in Form C.
- 13.3.4 The Compliance Officer of the 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.
- 13.3.5 The Compliance Officer shall place before the Audit Committee of the Board of Directors, the details of the Trading in Securities by the Designated Persons.

14. PENALTY FOR CONTRAVENTION OF THE CODE

- 14.1 All the Designated Persons shall be individually responsible for complying with the provisions of the Regulations and the Code to the extent applicable.
- 14.2 Any Director who violates the Code shall be subject to disciplinary action, as may be deemed fit by the Board of Directors of the Company. Any Employee who violates the Code shall be subject to disciplinary action, which may include freeze on emoluments or suspension/termination of service/contract, or any other action as may be deemed fit by the Board of Directors.
- 14.3 The action by the Company shall not preclude SEBI from taking any action for violation of the Regulations.

15. INFORMATION TO SEBI IN CASE OF VIOLATION OF THE REGULATIONS

In case any violation of the Regulation or the Code is observed, SEBI shall be informed of the same.

16. PROTECTION AGAINST RETALIATION AND VICTIMISATION

The Company ensures that any employee who files with SEBI a Voluntary Information Disclosure Form with regard to an Insider Trading transaction will not be at a risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct

the Whistle blowers' right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- a) The communication/ disclosure is made in good faith
- b) He /She reasonably believes that information and any allegations contained in it, are substantially true; and
- c) He/She is not acting for personal gain

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistle blower.

**“Form for Application/Undertaking to be made to the Compliance Officer of the Company
for pre-clearance of transactions in Securities of the Company”**

To Compliance Officer
SMVD Polypack Ltd.
16, Strand Road, 8th Floor,
804B, Kolkata- 700001

Dear Sir,

In terms of the Company’s Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015, I/We hereby request you to pre-clear my/our intended transaction in Securities of the Company.

Estimated number of Securities proposed to be dealt in	
Depository Participant Name	
Depository Participant ID	
Beneficiary Client ID	
Number of Shares in the Company held in demat Mode	

In this connection, I do hereby represent and undertake as follows: -

- a. That I/We have not had any access to nor have received “Price Sensitive Information” up to the time of signing this letter.
- b. That in case I/We have access to or receive “Price Sensitive Information” after the signing of this undertaking but before execution of the transaction, I/We will inform the same to you & would refrain from dealing in the securities of the Company till the time such information becomes public.
- c. That I/We have not contravened the Code of Conduct as aforesaid.
- d. That I/We shall execute the order in respect of securities of the Company within seven trading days after your approval of pre-clearance is given. If the same has not been executed within one week, I/We shall pre-clear the transaction again.
- e. That I/We shall hold investment in securities of the Company for a minimum period of 30 days from the date of purchase/actual allotment.
- f. I have not executed any contra trade during the preceding 6 months.
- g. That I have made a full and true disclosure in the matter.

Thanking You,

Yours faithfully,

Signature
Date

**CODE OF CONDUCT FOR PREVENTION OF INSIDER
TRADING FORM NO II
APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

Date: _____

To
The Compliance Officer
SMVD Polypack Limited

From:

Name	
Designation	
Department	

I request you to grant me waiver from the minimum holding period of 6 months as required under the Code with respect to _____ (nos.) (description of the Securities) of SMVD Polypack Ltd. held by me / name of Immediate Relative (singly/jointly) acquired on _[Date(s)].

I / name of Immediate Relative desire to sell the above securities on account of_(give reasons*).

I declare that the above details are true, correct and complete in all respects.

Signature: _____

**CODE OF CONDUCT FOR PREVENTION OF INSIDER
TRADING FORM NO III
ANNUAL STATEMENT OF HOLDING OF SECURITIES**

To
The Compliance Officer
SMVD Polypack Limited

Name	
Designation	
DP ID:	
Client ID:	

Please note that as of 31st March , I / Immediate Relatives hold securities in the Company as under:

No. of securities held as at 31st March	Details of shares purchased during the year ended 31st March	Details of shares sold during the year ended 31st March	No: of securities held as at 31st March (taking into the sales/purchases)

I hereby declare that the information above is true and correct to the best of my knowledge.

Signature:
Name
Designation
Place:
Date:

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6 (2)] - Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]**

Name of the Company: _____

ISIN of the Company: _____

Details of Securities held on appointment Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/ DIN & address with contact nos.	Category of Person (KMP/ Director/ Promoter or member of promoter group/ immediate relative to/ others etc.)	Date of appointment of KMP/ Director or date of becoming Promoter / member of the promoter group	Securities held at the time of appointment of KMP / Director or upon becoming Promoter or member of promoter group		% of Shareholding	Open Interest of the Future Contracts held at the time of appointment of Director / KMP or upon becoming Promoter/ member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director / KMP or upon becoming Promoter/ member of the promoter group		
			Type of securities (For e.g. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No .		Contract specifications	Number units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contract * lot size)	Notional Value in Rupee terms
1	2	3	4	5	6	7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

FORM C

SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

[REGULATION 7 (2) READ WITH REGULATION 6 (2) – Continual Disclosure]

Name of the Company: _____
 ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such person and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/ DIN, & address with contract nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition / disposal		Securities acquired/disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (disposal / market purchase / public / rights/ preferential offer/ off market/ Inter-se transfer, ESOPs etc.	Trading in derivatives (Specify type of contracts: Futures or Options etc.)				Exchange on which the trade was executed	
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No. and % of Shareholding	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	Value of Securities	Transaction Type (Buy / Sale / Pledge / Revoke / Invoke)	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No. and % of Shareholding	From	To			Buy		Sell			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	Value	No. of units (contracts * lot size)	Value	No. of units (contracts * lot size)	18	19

*The trading happened simultaneously on both the Stock Exchanges.

Signature:

Name:
 Designation:
 Date:
 Place: