



The South India Paper Mills Limited
Chikkayanchatra, Nanjangud – 571302
Karnataka

CODE OF CONDUCT FOR INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. INTRODUCTION:

The Board of Directors of the Company have adopted this Code of conduct for Insider trading and fair disclosure of Unpublished Price Sensitive Information to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time)

The SEBI Regulations envisage that the Company formulate a code of practises and procedures for fair disclosure of Unpublished Price Sensitive Information and their Immediate Relatives by adopting the prescribed minimum standards for achieving compliance with regulations, establishing principles for fair disclosure of UPSI. Accordingly ‘this Code’ replaces the erstwhile ‘code of conduct’ to bring in line with the recent amendments to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

This Code provides guidelines to directors, promoters, designated persons and their immediate relatives and connected persons of The South India Paper Mills Limited (the “Company”) with respect to trading in Company’s securities.

This Code has been formulated to maintain the highest ethical standards while trading in securities of the Company by Insiders.

2. OBJECTIVE:

The objective of this policy is to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

To prohibit trading in the securities of the Company on the basis of unpublished price sensitive information by Insiders

To enable disclosure of trading by Insiders. The purpose of this Code is also to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.

Compliance with SEBI’s applicable guidelines by all Connected persons or deemed connected persons including Directors, officers and Designated persons for prevention of insider trading.

3. APPLICABILITY:

This policy is applicable to the Insiders including Designated Persons and their immediate relatives.

4. DEFINITIONS:

1. **“Regulation”** means The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015

2. **“Act”** means The Companies Act, 2013 and rules made thereunder

3. **“Board of Directors” or “Board”**, in relation to the company, means the collective body of the Directors of the Company.

4. **“Company”** means “The South India Paper Mills Limited”.

5. **“Code”** means the Code of Conduct for Insider Trading and Fair disclosure of Price Sensitive Information.

6. **“SEBI” means Securities Exchange Board of India**

7. **“SEBI Act” means Securities and Exchange Board of India Act, 1992**

8. **“Committee”** means the Audit Committee of the Board or such other committee as may be nominated by the Board for the purpose of this Policy.

9. **“Key Managerial Personnel” (KMP)** means

a The Managing Director

b. The Company Secretary and

c. The Chief Financial Officer as per the provisions of Companies Act, 2013.

10. **“Compliance Officer”** The Company has appointed the Company Secretary as the Compliance Officer for the purposes of this Policy and SEBI Insider Regulations, who shall work under the guidance of the MD and the CFO and report to the Board of Directors.

Compliance officer means the Company Secretary of the Company or such other senior officer who is financially literate, as may be designated so under the regulations, who is capable of appreciating requirements for legal and regulatory compliance under these regulations and reporting to the Managing Directors / Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to rules for preservation of unpublished price sensitive information, monitoring of trades and implementation of the Code under the overall supervision of Board of Directors of the Company.

11. **“ Chief Investor Relation Officer ”**

The Chief Financial Officer shall act as Chief Investor Relationship Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of unpublished price sensitive information relating to the Company to the investors, analysts, press and electronic media.

12. "Designated Person(s)" means and include:

- a. All Promoters and Directors of the company;
- b. Key managerial Personnel (KMP) of the Company;
- c. Employees of the company in the grade of General Manager and above of the Company who has an access to the Unpublished Price Sensitive Information relating to the company;
- d. Support staff of the Company such as IT, Finance or Secretarial Staff who have access to UPSI and such other employees of the Company as may be determined by the Compliance officer on the basis of their functional role.

13. "Senior Management" means personnel of the company who are members of its core management team excluding Board of Directors.

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

15. "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;

16. "Insider" means any person who is:

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

16.1 **"Connected Person"** means, -(i) any person who is or has during the six months prior to the concerned act been associated with the company, directly or indirectly, in any capacity including the following, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- a. by reason of frequent communication with its officers or
- b. by being in any contractual, fiduciary or employment relationship or
- c. by being a director, officer or an employee of the company or
- d. holds any position including a professional or business relationship between himself and the company whether temporary or permanent

16.2 **"Deemed to be connected person"** 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 16.1; 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 under 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 a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

(k). 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 and has directly or indirectly, access to unpublished price sensitive information;

(l) Any person who in the opinion of the Board of Directors of the Company has access to or likely to have access to unpublished price sensitive information relating to the Company

(m) any person having contractual or fiduciary relation with the company, such as auditors, secretarial auditor, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company and having access to unpublished price sensitive information

n. Such other person as may be notified from time to time by the SEBI or other competent authority.

17. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

'Promoter group' shall have the same meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

18. "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;

19. "Specified" means specified by the SEBI in writing;

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

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

22. "Trading day" means a day on which the recognized stock exchanges are open for trading;

23. "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

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Regulation, 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 as may be amended from time to time, shall have the meaning respectively assigned to them therein.

CODE OF CONDUCT FOR INSIDER TRADING

This Code is applicable to Insiders and Designated persons and their immediate relatives as defined above

5. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

All Designated persons shall maintain confidentiality of all Price Sensitive Information. Designated persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. Following practices should be followed in this regard.

5.1 NEED TO KNOW BASIS

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., 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 information

5.2 CONFIDENTIALITY OF UPSI

All Unpublished Price Sensitive Information shall not be disclosed to any person except on need to know basis. If an Insider/Designated Person receives any query from outside the company for information that may be material, the inquiry should be referred to the Company's Chief Investor Relation Officer, who is responsible for coordinating and overseeing the release of that information to the investing public, securities analysts and others in compliance with applicable laws and regulations.

6. RESTRICTIONS ON COMMUNICATION OR PROCUREMENT OF UPSI

6.1 An Insider/Designated Person shall not communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other insiders.

6.2 No person shall procure from or cause the communication by any Insider/Designated Person of UPSI, relating to the Company or its securities;

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured in connection with a transaction that would

- (a) Entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company are of opinion that the sharing of such information is in the best interests of the Company.
- (b) not attract the obligation to make an open offer under takeover regulations but the Board of Directors of the Company are of the opinion that the sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least 2 working 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.

In case the insider is required to communicate, provide or allow access to any UPSI, such insider shall do so only upon execution of Non Disclosure Agreement (NDA) to bind the recipient of the information to maintain confidentiality of the information and to communicate, provide, or allow access to any UPSI only in compliance with the provisions of these regulations and he shall not otherwise trade in securities of the Company when in possession of UPSI

- (c) In all cases where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations

Any person in receipt of Unpublished Price Sensitive Information (UPSI) pursuant to a legitimate purpose shall be considered as an insider for the purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

Legitimate purpose shall include the sharing of UPSI 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 the Regulations.

7. RESTRICTIONS ON INSIDER TRADING

An Insider/Designated Person shall not, directly or indirectly, trade in securities that are listed or proposed to be listed when in possession of UPSI :

The restrictions mentioned above shall not apply when:

- i. The trading window is open and Insider/Designated Person is not in possession of UPSI.
- ii. A transaction is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of this code and both parties had made a conscious and informed trade decision; and
- iii the transaction was carried out through block deal window mechanism between persons who were in possession of UPSI without being in breach of provisions with respect to

communication / procurement of UPSI and both parties had made a conscious and informed trade decision.

iv. Transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

v Trades were in pursuant to a trading plan as set up under the Code.

vi. In case of non individual insiders :

a. The individuals in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

b. appropriate and adequate arrangements are in place to ensure that the regulations are not violated and no unpublished price sensitive information is communicated by the Insider to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

8. TRADING PLANS

An Insider/Designated Person shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. The insider / designated person who is perpetually in possession of the information shall be expected to trade in accordance with the approved Trading Plan.

The trading plan shall

- (a) Not entail commencement of trading on behalf of the insider earlier than 6 months from the public disclosure of the plan.
- (b) 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.
- (c) Entail trading for a period of not less than 12 months
- (d) Not entail overlap of any period for which another trading plan is already in existence.
- (e) Set out either 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
- (f) Not entail trading in securities for market abuse.

The Compliance Officer shall review and approve the Trading Plan, in consultation with the Managing Director, if it complies with the SEBI Regulations. The Compliance officer 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 the regulations.

The provision intends to give an option to persons who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner.

The trading plan once approved shall be irrevocable and the insider / designated person shall mandatorily have to implement the plan, without being entitled to deviate from it or to execute any trade in securities outside the scope of trading plan.

However the insider / designated person shall not commence Trading under Trading plan, if at the time of formulation of plan the Insider is in possession of UPSI and the information has not become Generally Available at the time of commencement of implementation of Plan. The commencement of plan shall be deferred until such UPSI becomes Generally available information.

Pre clearance of trades shall not be required for such trades which are executed as per an approved trading plan.

Further trading window norms and restrictions on contra trade shall not be applicable for approved trading plan.

Upon approval of the Trading plan the Compliance officer shall notify the trading plan to the stock exchange.

Insiders desiring to formulate Trading Plan(s) may do so in accordance with the provisions of the SEBI Insider Regulations

9. TRADING WINDOW AND PROHIBITION ON DEALING DURING TRADING WINDOW CLOSURE

9.1 A trading period called ‘Trading window’ shall be used as an instrument of monitoring trading by the Designated persons.

The trading window shall be closed from the end of every quarter till 48 hours after the declaration of financial results. The dates of respective Board meetings for the above purposes will be notified by the Compliance officer

When the trading window is open the Designated Persons may Trade in the Company’s securities after securing pre-clearance from the Compliance Officer in accordance with this policy in case the value of the proposed trades is above Rs 10 lakhs.

9.2 All Designated persons and connected persons shall conduct all their dealings in the Securities of the Company only when the trading window is open and no Insider/Designated Person shall deal in the Securities of the Company during such period when the trading window is closed or during any other period as may be specified by the Compliance Officer from time to time. The period during which the trading window is closed shall be termed as prohibited period.

9.3 The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to be in possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. The timing for re opening of trading window shall be determined by the compliance officer taking into account various factors including UPSI in question becoming generally available and being capable of assimilation in the market, which in any event shall not be earlier than 48 hours after the information becomes generally available.

10. PRECLEARANCE OF TRADES

10.1 Every Designated Person (including his immediate relative) who intends to trade in the securities of the Company, when trading window is open, shall seek pre-clearance of transaction(s) before entering into such transaction(s) as per the pre-clearance procedure described hereafter, 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 Lacs.

The pre clearance shall not be necessary, if the aggregate traded value of shares to be traded in a quarter in 1 or more transactions does not exceed Rs 10 lakhs

10.2 No Designated Person shall apply for pre-clearance of any proposed trade if such person is in possession of unpublished price sensitive information even though trading window is open.

10.3 The authority for pre -clearance of trades shall be as under:

Trading by following designated persons (including their immediate relatives)	Authority for pre clearance
Directors & Promoters	The Committee
CIRO /Compliance Officer	MD
Other Designated Employees	Compliance Officer

PRE CLEARANCE PROCEDURE

An Application may be made in the prescribed Annexure 1, to the Compliance officer indicating the estimate the number of securities that the designated persons intend to deal in, details as to the depository with which he has a demat account and such other details as may be required by any rule made by the Company in this behalf.

10.4 Prior to approving any trades, the compliance officer or the concerned authority shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information (Annexure 2). The authority shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

10.5 The approval shall be granted within Five trading days or such further time from the date of acknowledgement.(Annexure 3). In exceptional circumstances approval may not be given if there are reasons to believe that the proposed transaction is on the basis of possession of any unpublished price sensitive information. There shall be no obligation to give reasons for any withholding of approval.

10.6 Designated Persons who seeks pre-clearance shall execute the trade(s) in respect of securities of the Company within 7 (seven) trading days from the date of the approval for pre-clearance or such shorter period as may be specified in the pre-clearance approval.

10.7 Designated Persons who have dealt in securities of the Company after obtaining pre-clearance as aforesaid shall within 2 (two) trading days of such trading inform the actual details of their transaction(s) to the Compliance Officer (Annexure 4)

If the transaction is not executed within the time specified in the pre-clearance approval, a report to that effect shall be filed with the Company.(Annexure 5) In case the order is not executed within 7 days after the approval is given, the person shall pre-clear the transaction again.

10.8 The Designated persons who is permitted to trade shares of the Company shall not enter into an opposite transaction i.e shall not execute a contra trade during the next 6 months following the prior transaction. The Compliance Officer in consultation with and as per advice of MD and Chief Investor Relation Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. In case 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

11. DISCLOSURE REQUIREMENTS

11.1 INITIAL DISCLOSURES

Any person who becomes a Designated Person shall disclose to the Compliance Officer Annexure 6 (as annexed to this Code), details of himself and his immediate relatives, the number of securities of the Company held by him and his immediate relatives as on the date of becoming a Designated Person, within 7 (seven) trading days of his so becoming a Designated Person.

11.2 CONTINUAL DISCLOSURES

11.2.1 Every Designated Person of the Company shall disclose to the Company the number of such securities acquired or disposed of within two (2) 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 Rupees 10 Lacs, in the format prescribed under the SEBI Insider Regulations – Annexure 7

For avoidance of doubt, it is clarified that the disclosure obligation under Clause 9.2.1. is in addition to the pre-clearance obligation set out in Clause 8.1.

It is hereby clarified that the value of securities traded will include the aggregate of purchases as well as sale of securities.

If so demanded by the Compliance officer, Designated persons shall furnish copies of account statements of securities, or such other documents as may reasonably be required by the Compliance officer, in order to enable him to verify the accuracy of the information furnished and adhere monitor adherence with this Code, by Designated persons. Such statement or other document is required to be submitted within 7 calendar days of demand or within such extended period as may be allowed by the Compliance officer.

The Company shall notify the particulars of such trading to the Stock exchange on which the securities are listed within 2 trading days of receipt of the disclosure or from becoming aware of such information.

11.2.2 Every Designated Person shall be required to disclose the names and Permanent Account No or any other identifier authorised by law of the following persons to the Company on annual basis (within 7 (seven) trading days after the close of the financial year) and as and when the information changes of the

a. Immediate relatives

b. persons with whom such designated persons share a material financial relationship

c. Phone, mobile and cell numbers which are used by them.

In addition to this, names of educational institutions from which the designated persons have graduated and names of their past employers shall be disclosed on a one time basis.(Annexure 9 &10)

Material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding 12 months, equivalent to atleast 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length.

11.2.3 Every Designated Person shall be required to furnish to the Compliance Officer in Annexure 11 (as annexed to this Code), for the following details, within 7 (seven) trading days after the close of the financial year:

a. Details of trading in securities of the Company, by himself and his immediate relatives, during the preceding financial year;

b. Details of securities of the Company held by him and his immediate relatives as on 31st March.

11.2.4 DISCLOSURES BY OTHER CONNECTED PERSONS.

The Compliance Officer may, at his discretion require any other connected person or deemed to be 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. (Annexure 8)

Every disclosures shall be made in such form as specified under the regulation. Disclosures shall be made by the persons, their immediate relatives and by any other person for whom such person takes trading decision.

Disclosures of trading in securities shall also include trading in derivatives of securities and traded value of derivatives shall be taken into account Provided that trading in derivatives of securities is permitted by any law for the time being in force.

The Compliance officer shall maintain records of all the declarations in the appropriate form given by Designated persons for a minimum period of 5 years

12. CODE OF FAIR DISCLOSURE AND CONDUCT

12.1 DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Company shall promptly disseminate unpublished price sensitive information that may impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available

12.1.1 Disclosure/dissemination of any unpublished price sensitive information shall be done by, the Chief Investor Relations Officer and in his absence by the Compliance Officer after consultation with the MD & WTD, by intimating to the Stock Exchanges and posting of the said information on the website of the Company and/ or otherwise making it Generally Available.

The Chief Financial Officer shall act as Chief Investor Relationship Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of unpublished price sensitive information relating to the Company to the investors, analysts, press and electronic media.

12.1.2 The Chief Investor Relations Officer or the Compliance Officer disseminating any unpublished price sensitive information shall ensure uniform and universal dissemination / disclosure so as to avoid selective disclosure.

12.1.3 In absence of Chief Investor Relations Officer and the Compliance Officer, such person as may be authorised by the Board of Directors of the Company, shall discharge the duties of Chief Investor Relations Officer as stated under Rules 10.1. to 10.3.

12.1.4 No unpublished price sensitive information shall be shared with any person unless the information is made Generally Available i.e. only public information can be shared.

The Company shall ensure prompt dissemination of UPSI that gets selectively, inadvertently or otherwise to make such information generally available.

12.1.5 Company ensures that all Unpublished Price Sensitive Information is strictly made available on a Need to Know basis. UPSI may however be disclosed to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company

Disclosure of UPSI to any person other than the above shall be only with the prior approval of Chief Investor Relations Officer or Managing Director of the Company

12.1.6. If any UPSI is accidentally disclosed without prior approval, the person responsible may inform the Compliance Officer or the Chief Investor Relations Officer immediately of the same.

12.2 PROCEDURE FOR RESPONDING TO ANY QUERIES/REQUESTS FOR VERIFICATION OF MARKET RUMOURS BY STOCK EXCHANGES

12.2.1. The Chief Investors Relations Officer and in his absence the Compliance Officer shall immediately consult the MD & WTD for

a. verification of any market rumours or queries forwarded by regulatory authorities.

b. appropriate public announcement with respect to market rumours.

c. a prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information Generally Available.

12.2.2 Employees of the Company shall not respond under any circumstances to enquiries from the Stock exchange, media or others unless authorised by the Chief Investor Relation officer or the Managing Director

12.3. DEALING WITH ANALYSTS/ INSTITUTIONAL INVESTORS/MEDIA

12.3.1. Only following persons are authorized to attend a meeting or interact with analysts/researchers, institutional and other investors or the media or any investor relations conference:

- i) Chairman and Managing Director
- ii) Chief Investor Relation Officer
- iii) Compliance Officer

12.3.2. No unpublished price sensitive information shall be disclosed to Analysts/ Researchers or Institutional and other large investors unless prior confirmation from the Chief Investor Relations Officer and in his absence the Compliance Officer is obtained confirming that the said unpublished price sensitive information has been made Generally Available.

Unanticipated questions may be taken on notice and a considered response given later. If the answer involves UPSI a public announcement should be made before responding.

12.3.3. The Chief Investor Relations Officer, and in his absence the Compliance Officer, shall issue a press release/transcript or post relevant information on the Company's website immediately after every analyst meet. Simultaneously, such information shall also be sent to the Stock Exchanges where any unpublished price sensitive information is disclosed.

The Company believes in developing best practises to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website to ensure official confirmation and documentation of disclosures made.

13. PENALTY(IES) AND DISCLOSURE TO SEBI

The Designated persons shall be individually responsible for complying with the provisions of this code / policy.

The Designated persons who violate the clauses of this Policy or provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Companies Act, 2013 shall be subject to disciplinary actions taken by the Company which may include wage freeze, suspension, termination and ineligibility for future participation in the trading of securities of the Company.

The action by the Company shall not restrict SEBI from taking any action in case of violation of any provisions of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Under Section 15 G of the SEBI Act, any insider who indulges in insider trading in contravention of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, is liable to a penalty of Rs 10 lakhs but which may extend to Rs 25 crores or 3 times the amount of profits made out of insider trading whichever is higher. Section 24 of SEBI Act criminalises insider trading with imprisonment for a maximum period of 10 years or with a fine of up to Rs 25 crores or both

Any contravention of provisions of this Policy, will also be subject to provisions laid down under The Companies Act, 2013 which inter alia provide that such an offence shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lacs rupees or which may extend to Twenty Five crores rupees or three times the amount of profits made out of Insider Trading, whichever is high, or both.

Intimation to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, by the designated person or insider then, he shall forthwith inform the Managing Director / Board as the case may be about the violation. The penal action will be initiated on obtaining suitable directions from the Board of Directors. The Compliance Officer, shall simultaneously inform SEBI about the violation.

ROLE OF COMPLIANCE OFFICER

The Compliance officer shall perform the following functions

- i. The Compliance officer shall report to the Managing Director and if so required to the Board Board of Directors.
- ii. 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 at such frequency as may be stipulated by the Board of Directors or atleast once a year.
- iii The Compliance officer shall monitor and administer the Code
- iv. Maintain, update and preserve the records as per the Regulations
- v. Decide, after consultation with the MD, and Notify trading window when the same would be closed and the timing when it would be open. He shall ensure that the prohibited period is intimated to all concerned before the commencement of the said period
- vi. In case it has been observed that there has been a violation of this Code, to inform stock exchanges promptly where the securities are traded in such form and such manner as may ne specified by SEBI in this regard.
- vii. Compliance officer shall prepare a list of designated persons and any changes made to the list of designated persons.
- viii. clarify issues regarding the Code and SEBI (Prohibition of Insider Trading) Regulations 2015

ix. Maintain records of all the declarations submitted in the appropriate form given by Designated persons.

MISCELLANEOUS

For all queries concerning the Code, the Directors, officers and Employees may please contact the compliance officer for assistance.

The Audit Committee of the Company shall review compliance with the provisions of these regulations atleast once a year and shall verify that the systems for internal control are adequate and are operating effectively.

AMENDMENT / MODIFICATIONS TO THE CODE

The Company reserves its right to amend or modify the Code either whole or in part at any time, when it deems appropriate to suit the requirements under the applicable SEBI regulations or other laws.

This code has been uploaded on the Company's website. All the designated persons and Insiders hereby acknowledge having read and fully understood their obligations herein and have undertaken to unconditionally abide by the same.

ANNEXURE 1
APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:

To,
The Compliance Officer,
The South India Paper Mills Limited
Chikkayanachatra, Nanjangud 571302
Karnataka State

Dear Sir/Madam,

Application for Pre- Clearance 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 and Fair Disclosure of Unpublished Price Sensitive Information, I seek approval to purchase / sale / subscription, etc. of Securities of the Company as per details given below:

1.	Name of the Designated Person/Immediate Relative If immediate relative specify name and relationship	
2.	Designation	
3.	Number of Securities held as on date with Name of the Depository Participant Folio No. / DP ID / Client ID No.	
4.	The proposal is for:	a) Purchase of Securities b) Subscription to Securities c) Sale of Securities d) Other
5.	Proposed date of trading in Securities	
6.	Sale of Securities	
7.	Estimated number of Securities proposed to be acquired/subscribed/sold/etc.	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Name of the Depository Dp ID Client ID Number	
12.	PAN of the Designated Person/Immediate Relative	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature)

ANNEXURE 2
UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR
PRECLEARANCE

To,
The Compliance Officer,
The South India Paper Mills Limited
Chikkayanachatra, Nanjangud 571302
Karnataka State

I, _____, _____ of the
Company/my Immediate Relative, _____ residing
at _____, am/is desirous of trading
in _____ * Securities of the Company as mentioned in my application dated _____ for
pre-clearance of the transaction.

I further declare that I/my Immediate Relative(s) am/are not in possession of or otherwise
privity to any Unpublished Price Sensitive Information (as defined in the Company's Code of
Conduct for Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I/my Immediate Relative(s) have access to or receive any information that
could be construed as Unpublished 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 (and
ensure that my Immediate Relatives refrain) from trading 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.

If approval is granted, I/ my Immediate Relative(s) shall execute the deal within 7 days of
the receipt of approval, failing which I shall seek renewal of pre-clearance approval

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

Date: _____ Signature: _____

* Indicate number of shares

ANNEXURE 3
PRE- CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____ (Nos.) Securities of the Company as mentioned in your application dated _____ has been 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 submitted.

This Pre-Clearance approval has been granted pursuant to the Undertaking submitted by you as Annexure 1.

Any violation of this Code / Regulations shall result in, among others, disciplinary action as prescribed in this Code/ Regulations.

Yours faithfully,
For The South India Paper Mills Limited

COMPLIANCE OFFICER

Date : _____

Encl.: Format for submission of details of transaction

ANNEXURE 4
DISCLOSURE OF TRANSACTIONS

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

To,
The South India Paper Mills Limited
Chikkayanachatra, Nanjangud 571302
Karnataka State

I hereby inform that I/ my Immediate Relative(s)

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

Name of the holder	Relationship with Designated Person	No. of Securities dealt with	Bought/ sold/ subscribed	DP ID/Client ID / Folio No.	Price (Rs.)	PAN

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 slips (applicable in case of sale transaction).

I/ my Immediate Relative(s) 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 transactions(s).

Date: _____ Signature: _____

Name:

Designation:

Annexure 5
Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015

Name of the Company: _____

ISIN of the Company: _____

Name of Designated Person: _____

This is to inform you that trading in Securities for which pre-clearance was granted, as per details given below, could not be completed.

Name of Designated Person / Immediate Relative	Details of pre-clearance sought				
	Date of preclearance application	Date of approval	Nature and no. of Securities	Approximate market value of Securities (In Rs)	Type of transaction

Date: _____ Signature: _____

Name: _____

Designation _____

Annexure 6
Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015

[Reg 7(1)b read with Regulation 6(2) of SEBI(Prohibition of Insider Trading)
Regulations, 2015]

Name of the Company: _____

ISIN of the Company: _____

Name of Designated Person: _____

Details of securities held on appointment as Key Managerial Personnel (KMP) or Director or upon becoming promoter of a Listed Company or upon becoming a Designated person and other such person as mentioned in Regulation 6(2)

Name, PAN/ CIN/DIN & Address with contact Nos.	Category of Person (Designated Persons/ Immediate Relatives /others etc.)	Date of appointment of Designated Person	Securities held at the time of becoming Designated Person		% of Shareholding	Open Interest of the Future Contracts held at the time of becoming Designated Person	
			Type of Security (e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms

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

In case of options, notional value shall be calculated based on premium plus strike price of options

Date: _____

Name: _____

Designation _____

Signature: _____

ANNEXURE 7
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 by Promoter, Member of promoter group Director or Designated person of a listed Company or other such persons as mentioned in Regulation 6(2)

Name, PAN/ CIN/DIN, & address with contact Nos. of other connected persons as identified by the Company	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed of			
		Type of Security (For e.g. Shares, Warrants, Convertible Debentures etc.)	No. & % of shareholding	Type of Security (For e.g. - Shares, Warrants, Convertible Debentures etc) es etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge/ Revoke/ Invoke)

Securities held post acquisition/ disposal		Date of allotment advice / acquisition of shares / sales of shares specify		Date of Intimation to the Company	Mode of acquisition / disposal/on market / public/rights/ preferential offer/ off market trade/ inter se transfer/ ESOP's etc)
Type of Security (For e.g. Shares, Warrants, Convertible Debentures etc.)	No. & % of shareholding	From	To		

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

Details of trading in derivatives by the Company by Promoter, member of promoter group or Director of a listed Company, Designated person and such other persons as mentioned in Regulation 6(2)

Trading in derivatives (Specify type of contract, futures or options etc)					Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell	
		Notional Value	No of units(contracts * lot size)	Notional Value	No of units(contracts * lot size)

Note: In case of options, notional value shall be calculated based on premium plus strike price of options

Name :

Signature:

Designation:

Date:

Place:

ANNEXURE 8
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) Transactions by other connected persons

Name of the Company: _____

ISIN of the Company: _____

Details of trading in securities by other connected person as identified by the Company

Name, PAN/ CIN/DIN, & address with contact Nos. of other connected persons as identified by the Company	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed of			
		Type of Security (For e.g. Shares, Warrants, Convertible Debenture etc.)	No. & % of shareholding	Type of Security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge/ Revoke/ Invoke)

Securities held post acquisition/ disposal		Date of allotment advice / acquisition of shares / sales of shares specify		Date of Intimation to the Company	Mode of acquisition / disposal/on market / public/rights/ preferential offer/ off market trade/ inter se transfer/ ESOP's etc)
Type of Security (For e.g. Shares, Warrants, Convertible Debenture etc.)	No. & % of shareholding	From	To		

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

Details of trading in derivatives by the Company by Promoter, member of promoter group or Director of a listed Company, Designated person and such other persons as mentioned in Regulation 6(2)

Trading in derivatives (Specify type of contract, futures or options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	No of units(contracts * lot size)	Notional Value	No of units(contracts * lot size)	

Note: In case of options, notional value shall be calculated based on premium plus strike price of options

Name :

Signature:

Designation:

Date:

Place:

ANNEXURE 9
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

To,
The Compliance Officer,
The South India Paper Mills Limited
Chikkayanachatra, Nanjangud 571302
Karnataka State

Name of the Company: _____

ISIN of the Company: _____

Name of Designated Person: _____

A. Details of Immediate Relatives

Name and Address of Immediate Relative	Relationship with Designated Person	PAN of Immediate Relatives/ Other identifier authorized by law	Phone, mobile and cell number of Immediate Relative

B. Details of persons with whom Designated Person shares Material Financial Relationship

Name and Address of the person	Relationship with the Person	PAN of the person Other identifier authorized by law	Phone, mobile and cell number of the person

I hereby declare that the details furnished above are true and correct and I undertake to inform you of any changes therein, immediately.

Further I hereby confirm that I have adhered to the Code of Conduct for Insider Trading, as is framed and adopted by the Company, for the year ended March 31, ____; except for deviation(s), if any, which I have justified/ rectified in timely and appropriate manner as is/are prescribed by the Compliance Officer during the period.

Signature:
Designation:

Date:
Place:

ANNEXURE 10
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,
2015

To,
The Compliance Officer,
The South India Paper Mills Limited
Chikkayanachatra, Nanjangud 571302
Karnataka State

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

Details of the educational institution(s)		
Name of Institution	Details of Degree	Year when degree obtained

Details of all past employers	
Name of Employer / Organisation	Years spent in the organisation

Signature:
Designation:

Date:
Place:

ANNEXURE 11
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,
2015

To,
The Compliance Officer,
The South India Paper Mills Limited
Chikkayanachatra, Nanjangud 571302
Karnataka State

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

ANNUAL DISCLOSURE

STATEMENT OF SHAREHOLDING OF DESIGNATED PERSONS / IMMEDIATE RELATIVES

Folio No / DP Id CI Id	Name	Category of person (Designated person / Immediate relative)	No of shares held on 1 st April (beginning of financial year)	No of shares bought during the year	No of shares sold during the year	No of shares held on 31 st March (end of financial year)

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

Signature:
Designation:

Date:
Place: