

# **PREMIER POLYFILM LIMITED**

## **CODE OF CONDUCT**

### **FOR**

## **TRADING BY INSIDERS**

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

## BACKGROUND

The Board of Directors of the Company have formulated and adopted this Code in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulation"). This Code of Conduct ("Code") is intended to prevent misuse of Unpublished Price Sensitive Information ("UPSI") by Insiders.

## INTRODUCTION

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations 2015, the Board of Directors of the Company has approved this new Code of Conduct to regulate, monitor and reporting of Trading in Company's Securities by Insiders. This Code replaces the existing Code of Conduct for Prevention of Insider Trading.

The new Code will be effective from 15th May, 2015.

### **A. DEFINITIONS**

- a) "**Act**" means the Securities and Exchange Board of India Act, 1992.
- b) "**Board**" means the Board of Directors of the Company.
- c) "**Company**" means M/S Premier Polyfilm Limited
- d) "**Compliance Officer**" means the Company Secretary of the Company, who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and implementation of the code under the overall supervision of the Board.
- e) "**Connected Person**" means,-
  - (i) any person who is or has during the 6 months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with office/ employees 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/herself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.
  - (ii) In addition to the above, the following category of persons shall be deemed to be connected persons unless the contrary is established:
    - i. An immediate relative of connected persons specified in clause (i); or
    - ii. A holding company or associate company or subsidiary company; or
    - iii. An intermediary as specified in section 12 of the Act or an employee or director thereof; or

- iv. An investment company, trustee company, asset management company or an employee or director thereof; or
  - v. An official of a stock exchange or of clearing house or corporation; or
  - vi. 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
  - vii. a member of the board or an employee, of a public financial institution as defined in section 2 (72) of the Act; or
  - viii. an official or an employee of a self-regulatory organization recognized or authorized by the board; or
  - ix. a banker of the company; or
  - x. 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 10% of the holding or interest.
- f) **“Employee”** means every employee of the Company (whether working in India or abroad), including directors in the employment of the Company.
- g) **“Designated Person”** of the Company shall mean and include
- (i) Every employee in the grade of Manager and above in the Company
  - (ii) Every employee in marketing/sales, finance, accounts, secretarial and legal departments of the Company
  - (iii) Any other person as may be determined and identified by the Compliance Officer from time to time for this purpose.
- h) **“Director”** means and includes every director on the Board of the Company.
- i) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a stock exchange, would ordinarily be considered generally available.
- j) **“Immediate Relative”** means:
- 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.
- k) **“Insider”** means any person who is:
- i. Promoter of the Company
  - ii. Director of the Company
  - iii. Key Managerial Personnel
  - iv. A connected person as defined in clause A(e) above;
  - v. Auditors (Statutory Auditors, Internal Auditors and Secretarial Auditors)
  - vi. Any person including such of the employees who in the opinion of the Compliance Officer is in possession of or having access to Unpublished Price Sensitive Information. The list of such persons designated is enclosed as **“Appendix- A”** to

This Code and would be up dated from time to time.

**Explanation:** for the purpose of the above sub-clause A(k)(vi), all such person including the employees shall be called “Designated Persons”

- l) **“Key Managerial Personnel”** shall include the following personnel:
- Managing Director, Chief Executive Officer;
  - Company Secretary
  - Whole-time Director; and
  - Chief Financial Officer.
- m) **“Listing Agreement”** means the Agreement entered into between the Company and stock exchanges and as amended from time to time as per directions of SEBI.
- n) **“Non-Trading Period”** means:
- (i) the period, i.e., the number of working days, before and after the date of a meeting of the Board or shareholders of the Company where ‘UPSI’ (as defined in point (x) below) is to be considered as provided under Clause 5.3 of the Code; or
  - (ii) Such other period(s) as may be decided and notified by the Compliance Officer.
- o) **“Promoter”** means a person defined as a Promoter under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- p) **“Securities and Exchange Board of India” (“SEBI”)** means the regulatory body established under section 3 of the Act.
- q) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
- r) **“Stock Exchanges”** shall include BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) where the securities of the Company are currently listed.
- s) **“Take over Regulations”** means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- t) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, and deal in any securities and "trade" shall be construed accordingly.
- u) **“Trading Day”** means a day on which the recognized Stock exchanges are open for trading.
- v) **“Trading Plan”** shall mean a plan for trades to be executed in the future by persons who have perpetual access to the UPSI.

- w) **"Trading Window"** shall mean the window available for Trading in the securities of the Company.
- x) **"Unpublished Price Sensitive Information" ("UPSI")** means any information, relating to the 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 include but not restricted to, information relating to the following: –
- (i) Financial results;
  - (ii) Dividends;
  - (iii) Change in capital structure;
  - (iv) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
  - (v) Changes in Key Managerial Personnel; and
  - (vi) Material events in accordance with the listing agreement.

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

## **B. PERSONS GOVERNED BY THIS SCOPE**

This code is applicable to all the employees and Insiders as defined under clause A (k) hereinabove.

## **C. TRADING BY INSIDERS – COMMUNICATION/ RESTRICTIONS/ EXEMPTIONS**

### **COMMUNICATION OF UPSI:**

1. No Insider shall communicate, provide or allow access to UPSI, relating to the Company or its Securities listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or its Securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. The Insiders who are in possession of UPSI are required to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis.

#### **D. COMPLIANCE OFFICER**

1. The Company Secretary is the Compliance Officer who shall report to the Board and shall provide reports to the Managing Director or in absence of him, to the Chief Financial Officer, at such frequency as may be stipulated by the Board.
2. The Compliance Officer shall prior to approving any trade, be entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any UPSI. He/she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
3. The Compliance Officer will ensure compliance with the SEBI Regulations for prevention of Insider Trading. The Compliance Officer shall administer this Code and also undertake actions as are prescribed to it under the Regulations (such as approval and disclosure of the trading plan of Insiders to the stock exchanges on which the Securities of the Company are listed).
4. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct.
5. **TRADING Plan:**
  - i. An insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
  - ii. Trading shall be commenced only after six months from the public disclosure of the Trading Plan.
  - iii. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulation.
  - iv. The Compliance Officer shall have the right to seek specific information and/or undertakings to enable assessment of the trading plan and approve the same.
  - v. The trading plan once approved shall be irrevocable and the Insider shall mandatorily implement without any deviation.
  - vi. The Securities outside the scope of trading plan shall not be dealt with by the Insiders.
  - vii. The implementation of the trading plan shall not be commenced, if the Insider is in possession of UPSI at the time of formulation of the plan and such UPSI has not become generally available at the time of the commencement of implementation. In such event, the Compliance Officer shall confirm that the commencement

Ought to be deferred until such UPSI becomes generally available information.

- viii. The trading plan shall not overlap any period for which another trading plan is already in execution.
- ix. The trading plan shall state the following:
  - Value of trade/number of securities;
  - Nature of trade;
  - Intervals/dates of effecting such trades
- x. The trading plan shall not entail trading in securities for market abuse.

6. **DISCLOSURE OF TRADING PLAN:**

- i. Upon approval of the trading plan, the Compliance Officer shall notify the trading plan to the Stock Exchanges.

7. **PRE-CLEARANCE OF TRADE:**

- i. The Insiders who intend to trade in the Company's securities should obtain preclearance from the Compliance Officer or such other official(s) authorized by the Compliance Officer, if the transaction/s (either single or cumulative) aggregates to the total traded shares of 500 or total traded value in excess of Rs. 5 lakhs or such other value as may be specified by the Regulations over any calendar quarter over any calendar quarter.

However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade by himself or his Immediate Relative if such Designated Person / Immediate Relative is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed and hence he shall not be allowed to trade.

- ii. Applications seeking pre-clearance should be made in the application form provided, by sending the request for approval in the format of "**Annexure - I**". The request can be sent by email to "compliance.officer@premierpoly.com". Pre-clearance shall be generally given within two working days.
- iii. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- iv. The Compliance Officer shall have the authority to ask for further information, and it shall be obligatory for the designated person to immediately furnish such information to the satisfaction of the Compliance Officer.

- v. Prior to approving any trade, the Compliance Officer shall be entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any UPSI. He/she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- vi. The trades that have been pre-cleared shall be executed in not more than seven trading days by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.
- vii. Designated persons who have obtained the pre-clearance are required to submit a report of the transactions done (including a NIL report, if no transaction is done within 9 days) within seven days from the expiry of the specified time period to Compliance Officer in form and manner as specified in "*Annexure - II*" of the Code.

**8. OTHER RESTRICTIONS:**

- i. All Designated Persons who buy or sell Securities of the Company shall not enter into an opposite transaction (contra trade) i.e. sell or buy Securities during the six months period post the previous buy/sell.
- ii. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing, provided that such relaxation does not violate the Regulation.
- iii. In case of subscription in the primary market (i.e. initial or follow-on public offers) which includes securities allotted against Employee Stock Options, the Insiders shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- iv. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer upon receipt of an application from such Insider and after recording in writing, the reasons in this regard. Such application to be made in the form prescribed in "*Annexure - III*".
- v. If an opposite transaction (contra trade) is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act as per the applicable SEBI Regulations.

**E. PRESERVATION OF "UNPUBLISHED PRICES SENSITIVE INFORMATION"**

All information shall be handled within the Company on a need-to-know basis and no Insider shall communicate, provide or allow access to any unpublished price sensitive information relating to the Company or its securities listed or proposed to be listed to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.



1. No person covered by this code shall procure from or cause the communication by any Insider of unpublished price sensitive information, relating to the Company or its securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. As permitted under the Regulations, unpublished price sensitive information may be communicated, provided that, procuring or allowing access to such information is in connection with a transaction that would:
  - i. entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
  - ii. not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose as set out in para E.3 above and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

3. NEED TO KNOW:
  - i. "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
  - ii. All non-public information directly received by any employee should immediately be reported to the head of the department.
4. LIMITED ACCESS TO CONFIDENTIAL INFORMATION AND CHINESE WALL
  - i. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.
  - ii. Disclosure of unpublished price sensitive information to any person other than mentioned in E.4.(i) above, shall be only with the prior written approval of the

Chairman & Managing Director or the CFO or the Compliance Officer of the Company recording the purpose and circumstances of such disclosure.

**F. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"**

1. No insider shall trade in the securities of the Company that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information: Provided that as recognised under the Regulations, insider may prove his innocence by demonstrating the circumstances including the following:
  - i. the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 4 and both parties had made a conscious and informed trade decision;
  - ii. in the case of non-individual insiders:-
    - (a) the individuals who were 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 were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
  - iii. the trades were pursuant to a trading plan set up in accordance with regulation D.6 hereunder.
2. In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information shall be on such connected persons and in other cases the onus would be on the Board. The Board may specify such standards and requirements from time to time as it may deem necessary for the purpose of these regulations.

**G. TRADING OF SECURITIES OF THE COMPANY**

1. TRADING WHILE IN POSSESSION OF UPSI:
  - i. The Company shall periodically specify the trading period to be called "Trading Window" for trading in the Company's Securities.
  - ii. No Insider shall trade in securities of the Company when in possession of UPSI,

Provided that the Insider may prove his/her innocence by demonstrating the circumstances including the following:

- The transaction is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of restrictions imposed on communication and trading by Insiders and both parties had made a conscious and informed trade decision.
  - In case of non-individual Insiders:
    - a) The individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
    - b) Appropriate and adequate arrangements were in place to ensure that the Regulation is not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking Trading decisions and there is no evidence of such arrangements having been breached.
      - The trades were pursuant to a trading plan set up in accordance with the Regulation/Code.
2. In the case of Connected Persons the onus of establishing, that they were not in possession of UPSI, shall be on such Connected Persons and in other cases, the onus would be on SEBI.

#### **H. CLOSURE OF TRADING WINDOW**

1. The Trading Window will remain closed when the Compliance Officer determines that the Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. When the Trading Window is closed the Designated Persons and their Immediate Relatives shall not trade in the Company's Securities during that period. The Trading Window shall be inter alia closed for the following purposes:
  - Declaration of financial results ( Quarterly, Half-yearly & Annual);
  - Declaration of dividend (Interim & Final);
  - Change in capital structure including but not limited to issue of securities by way of public/rights/bonus and buy back of securities;
  - Announcement of any major expansion plans or execution of new projects;
  - Mergers, Demergers, Acquisitions and Delisting
  - Changes in key managerial personnel; and
  - Disposal of whole or substantially the whole of the undertaking. Major Expansion of Business
  - Material events in accordance with the Listing Agreement

2. The Company shall specify a period, to be called 'Non-Trading Period" and close the window for trading in the Company's Securities. Any other period shall be trading period for the purpose of this Code. **Designated persons and their immediate relatives shall not trade in Company's securities** during the closure of window.
3. As per the present practice the quarterly / half yearly / annual Financial Results of the Company are communicated to the Stock Exchanges after the same are approved by the Board of Directors. Accordingly, as a matter of policy, in respect of declaration of Financial Results, the Trading Window shall remain closed from the end of the respective quarter, half year, or financial year as the case may be.
4. In addition to keeping the trading window closed for the period of quarterly half yearly/ annual financial results, the trading window will be closed during other periods when ever the Board of Directors are to consider any of the matters mentioned in para H.1 above.
5. The Trading Window shall open 48 (forty eight) hours after the quarterly / half yearly or annual financial results or the decision of the Board of Directors on the matters mentioned in para H.1, as the case may be, have been communicated to the Stock Exchanges. The Insider and their immediate relatives shall undertake trade in the Company's securities only when the Trading Window is open and shall not undertake any trades during the periods when the Trading Window is closed.

All communication regarding the closing and opening of the Trading Window will be sent by e-mail to the Designated Persons and will also be notified to the Stock Exchanges and uploaded on the Company's website. However, irrespective of whether such communication is received, the Insiders governed by this code should mandatorily verify whether the trading window is open before undertaking any transactions in respect of the Company's securities. Non receipt of communication regarding closure of trading window will not justify a transaction done during the period when the trading window was closed.

6. In respect of Employees Stock Options, if any, the employees covered under the list of Designated Persons can exercise the options when the trading window is closed. However, selling of shares allotted on exercise of the options is not allowed when the trading window is closed.
7. The Compliance Officer shall by way of e- mail or through generally accepted means of communication communicate the period of window closure to the designated persons. It shall be the onus of the designated persons to communicate the non- trading period to their immediate relatives.

*"Non-Trading Period" may either be pre-determined in advance or maybe determined from time to time on the occurrence or likelihood of occurrence of any special event, which may include any of the aforesaid events as specified in 3.*

- (a) **The following period is hereby notified as Pre- determined Non-Trading period:**

Period between 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the 2nd trading day after the disclosure of such financial results.

- (b) Apart from the pre-determined non-trading period as defined in Clause (a)above, if the Company takes up for consideration any of the items pertaining to clause 3 or any other item that has material impact on the price of the securities of the Company, the same shall be intimated to the Designated Persons and Insiders (as applicable) that such event(s) shall be considered for the ascertainment of non - trading period .

## **I. DISCLOSURE OF TRADING BY INSIDERS**

### **1. GENERAL PROVISIONS:**

- i. Every public disclosure under this Clause shall be made in such form as may be specified by SEBI from time to time.
- ii. The disclosures to be made by any person shall include those relating to trading by such person, immediate relatives, and by any other person for whom such person takes trading decisions.
- iii. The disclosures of trading in securities shall also include trading in derivatives of Securities and the traded value of the Derivatives shall be taken into account for the purposes of arriving at the value of trade, subject to trading of such Derivatives is permitted by any law for the time being in force.

### **2. INITIAL DISCLOSURE BY CERTAIN PERSONS:**

- i. Every promoter, key managerial personnel, and director of the Company shall disclose his/her holding of Securities of the Company as on the date of the Regulation taking effect i.e. May15,2015 or such other date(s) as may be notified by SEBI, to the Company within 30 days of the Regulation taking effect in the Form 'A' prescribed under "**Annexure - IV**".
- ii. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his/her holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 days of such appointment or becoming a Promoter in the Form 'B' prescribed under "**Annexure - V**".

- iii. Company, at its discretion shall 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 the Regulations.

3. **CONTINUAL DISCLOSURE:**

Every promoter, employee and director of the Company shall disclose to the Company the number of 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 the total traded shares of 5,000 or total traded value in excess of Rs. 05 lakhs or such other value as may be specified in the Form 'C' prescribed under "*Annexure - VI*".

The disclosure shall be made within 2 trading days of:

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

4. **DISCLOSURE BY THE COMPANY:**

Company shall notify the particulars of Trading specified in Clause I.3 above to the Stock Exchanges within two trading days of receipt of the disclosure or from becoming aware of such information.

5. **ANNUAL DISCLOSURE**

The Directors and Designated Persons shall disclose to the Compliance Officer the number of securities held by them in the Company as on 31st March each year as per the format given in "*Annexure - VII*". They shall also disclose the number of securities in the Company held by their dependents (spouse and dependent children). This disclosure should be made before the 30th April each year. This disclosure should be made even if the shareholding is NIL as on 31<sup>st</sup> March of each year. The Directors and Designated Persons shall also give an annual confirmation of their adherence to the Code.

The Compliance officer shall maintain records of all such declarations in the appropriate form given by the Directors / Officers / Designated Persons for a minimum period of five years.

**J. CODE OF FAIR DISCLOSURE AND CONDUCT**

The Company has also laid down a Code of Fair Disclosure and Conduct as required by the SEBI (Prohibition of Insider Trading) Regulations 2015. The said Code is posted on the Company's Website.

**K. CONFIRMATION**

This Code of Conduct for prevention of Insider Trading in respect of securities of the Company and the Code of conduct for Fair Disclosure of Unpublished Price Sensitive Information has been uploaded on the Company's website and the internal Portal. All Insiders hereby acknowledge having read and fully understood their obligations herein and have under taken to unconditionally abide by the same.

The responsibility of compliance shall be entirely on the Insiders including any violation by their immediate relative.

**L. PENALTYFORCONTRAVENTIONOFTHECODE**

1. Every Insider shall be individually responsible for complying with the provisions of this Code(including to the extent the provisions here of are applicable to his/her dependents).
2. Any Insider who trades in Securities or communicates any information for Trading in Securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
3. Employees of the Company who violate this Code shall also be subject to disciplinary action by the Company, which may include monetary fine, wage freeze, suspension, ineligibility for future participation in ESOP, etc. at the sole discretion of the Company. The penalties /disciplinary action will be decided by the Board/Committee of the Board based on reports submitted by the Compliance Officer.
4. The penalty provisions for violation or non-compliance of the Code are given in "**Annexure - VIII**". The action taken by the Company in terms of the penalty provisions shall not preclude SEBI from taking any action in case of violation of the Regulation.

**M. INFORMATIONTOSEBIINCASEOFVIOLATIONANDCONSEQUENCESOFDEFAULT UNDER SEBI REGULATIONS**

1. In case it is observed by the Compliance Officer that there has been a violation of this Code by any person, then the violation shall be informed by the Compliance Officer to SEBI promptly.
2. Under Section 15G of the SEBI Act, 1992, any Insider who indulges in Insider Trading in contravention of regulation 3 of the Regulation, is liable to a penalty of up to Rs.25 Crore or three times the amount of profits made out of Insider Trading whichever is higher (or such amount as may be amended from time to time by SEBI) that may be imposed by SEBI.

**N. REPORTING**

The Compliance Officer will submit a report to the Managing Director or in absence of him, to the Chief Financial Officer, instances of violation of the Code or the Regulation by any person and on the disclosures, Trading Plans and pre- clearances approved and rejected on the basis of information furnished at a frequency as may be stipulated by the Board.

**O. AMENDMENT**

The Board of the Company reserves its right to amend or modify this Code in whole or in part, at anytime without assigning any reason whatsoever. However, no such amendment or modification will be binding on the concerned unless the same is notified in writing.

**P. JURISDICTION**

In the event of any dispute arising from the provisions of the Code or its interpretation, the same shall be subject to the jurisdiction of the Courts in New Delhi.

**Q. CONCLUSION**

All Designated Persons are advised to familiarize themselves with the SEBI Regulations and comply with the same, as well as with this Code; both in letter and in spirit. Designated Persons are also advised to ensure compliance by their Immediate Relatives.

For any assistance or clarifications, kindly contact the Compliance Officer of the Company at "compliance.officer@premierpoly.com or at the following address "M/s Premier Polyfilm Ltd.,305, Elite House, III Floor, 36, Community Centre, Kailash Colony Extension, Zamroodpur, New Delhi 110048

Sd/-

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Chairman of Audit  
Committee

Date: January 27<sup>th</sup>,2025

Sd/-

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Chairman of Board of  
Directors

Date: January 27<sup>th</sup>,2025



“APPENDIX-A”

**LIST OF INSIDERS**

<b>A</b>	<b>PROMOTERS &amp; DIRECTORS</b>	<b>STATUS</b>
	<b>PROMOTERS</b>	
	Shri Amitaabh Goenka	Managing Director & CEO
<b>B</b>	<b>DIRECTORS</b>	
1	Shri Ram Babu Verma	Executive Director
2	Smt. Bhupinder Kaur Marwah	Non Executive Independent Director
3	Smt. Rashmee Singhania	Non Executive Independent Director
4	Shri Santosh Kumar Dabriwala	Non Executive Independent Director
5	Shri Umesh Kumar Agarwalla	Non Executive Independent Director
6	Shri Manish Bajoria	Non Executive Independent Director
<b>C</b>	<b>KMP &amp; OTHER CONNECTED PERSONS</b>	
1	Ms. Heena Soni	Company Secretary & Compliance Officer
2	Shri Paribesh Mishra	Chief Financial Officer
<b>D</b>	<b>PROMOTERS AND PROMOTER GROUP</b>	
1	Shri Amar Nath Goenka	Promoter
2	Smt. Indira Goenka	Promoter
3	Shri Arvind Goenka	Promoter
4	Amar Nath Goenka (HUF)	Promoter
5	Sri Vishvanath Enterprises Limited	Promoter Group
6	Premier Polyplast And Processors Limited	Promoter Group
7	D L Millar & Co Ltd.	Promoter Group
<b>E</b>	<b>OTHER CONNECTED PERSONS</b>	
1	Shri Vipul Kumar Gupta	Statutory Auditor
2	Shri D D Bansal	Internal Auditor
3	Shri Sumit Bajaj	Secretarial Auditor
<b>F</b>	<b>OTHER OFFICERS</b>	
1	Smt. Annie Jose	Vice President (Purchase)
2	Shri Praveen Kumar	Vice President (Marketing)

**FORM TO APPLICATION FOR PRE-CLEARANCE**  
**(Clause D.8.ii of the Code)**

Date:

To,

The Compliance officer  
Premier Polyfilm Limited  
305, Elite House,  
III Floor,36, Community Centre,  
Kailash Colony Extension,  
Zamroodpur, New Delhi  
110048

Dear Sir/Madam,

**Application for Pre-clearance for trading in securities of the Company**

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

1.	Name of the applicant	
2.	Employee Number	
3.	Designation	
4.	Number of securities held as on date	
5.	Folio No./DPID/Client ID No.	
6.	The Proposal is for	a) Purchase of securities b) Subscription to securities c) Sale of securities
7.	Proposed date of trading in securities	
8.	Estimated number of securities proposed to be acquired/ subscribed/sold	
9.	Price at which the transaction is proposed	
10.	Current market price(as on date of application)	
11.	Whether the proposed transaction will be through stock Exchange or off-market deal	
12.	Folio No./DPID/Client ID No. where the securities will be credited/debited	

**UNDERTAKING**

I, hereby confirm and declare that:

- i. I am not in possession of or otherwise privy to any unpublished Price Sensitive Information ( as defined in the Company' s Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

- ii. In the event that I have access to or received any information that could be construed as “Price Sensitive Information’ as defined in the Code after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.
- iii. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.
- iv. If approval is granted, I shall execute the trade within 7 days of the receipt of approval failing which I shall seek pre-clearance again, if necessary.
- v. I have not entered into any transaction during the past six months and that the proposed transaction will not constitute an opposite transaction i.e. “sell or buy any number of shares “referred to in the Regulations.
- vi. I undertake to submit the necessary report with in two days of execution of the transaction/a ‘Nil’ report if the transaction is not undertaken (within 9 days from the date of pre-clearance).
- vii. I have made full and true disclosure in the matter.

Yours faithfully,

**(Signature of Employee)**

-----  
**For the use of Compliance Officer:**

Date of receipt of application	Approval Date	Approval Number	Compliance Officer’s Signature

**FORM FOR DISCLOSURE OF TRANSACTIONS**

To,

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

**(Clause D.8.vii of the Code)**

The Compliance officer  
Premier Polyfilm Limited  
305, Elite House,  
III Floor,36, Community Centre,  
Kailash Colony Extension,  
Zamroodpur, New Delhi  
110048

**REF:** Pre-clearance request dated: \_\_\_\_\_

1. Name of the applicant \_\_\_\_\_
2. Employee Number & Designation \_\_\_\_\_
3. Department/Unit & Location \_\_\_\_\_
4. Number of securities held as on date \_\_\_\_\_

With reference to Clause D.8.vii of the Code of Conduct for Prevention of Insider Trading, I hereby inform that,I

- Have not bought/sold/subscribed any securities of the Company due to the following reason:  
\_\_\_\_\_
- Have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ (date)

Sr. No.	Name of the Holder	D P Name & Demat Account No.	Pre-clearance of Trade		No. of shares bought/sold/subscribed pursuant to pre-clearance of trade	Price (Rs.)	No. of shares held on ____ (date) (at the end of the month)
			Permission/ Reference No.	Purchase/ sale/Subscribed			
(1)	(2)	(3)	(4)		(5)	(6)	(7)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case the if there is any reason to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval (applicable in case of purchase / subscription) subject to the provisions of SEBI Regulations.

I declare that the above information is correct and that no provisions of the Company's Code and/ or applicable laws/ regulations have been contravened for effecting the above said transaction(s).

Date:

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

Name:

Designation:

**Note:** It would be sufficient if a consolidated monthly report is submitted in respect of all the pre- clearances taken in the previous month.

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD  
(Clause D.9.iv of the Code)**

To,

The Compliance officer  
Premier Polyfilm Limited  
305, Elite House,  
III Floor,36, Community Centre,  
Kailash Colony Extension,  
Zamroodpur, New Delhi

1. Name of the applicant \_\_\_\_\_
2. Employee Number & Designation \_\_\_\_\_
3. Department/Unit & Location \_\_\_\_\_
- 4.. Number of securities held as on date \_\_\_\_\_

Through: Departmental Head (wherever applicable)

Dear Sir,

I request you to grant me waiver of the minimum holding period of 180/30 days as required under the Code of Conduct for prevention of insider trading with respect to the following shares for the reason given below:-

<b>Sr. No.</b>	<b>Name of the shareholder</b>	<b>Nature of relation(In case of Dependent family member)</b>	<b>No of shares</b>	<b>Date of acquiring The shares</b>

<b>Reasons:</b>	
-----------------	--

Date:

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

Name:

Designation:

**FORMA**

Securities and Exchange Board of India(Prohibition of Insider Trading)Regulations,2015  
**[Regulation 7(1)(a)readwithRegulation6(2)]**  
**(Clause I.2.i of the Code)**

Name of the company :**M/s Premier Polyfilm Limited**  
 ISIN of the company: **INE309,M01020**

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No.,CIN/DIN & address with contact nos.	Category of Person(Promoters /KMP/Directors /immediate relatives/others etc)	Securities held as on the date of regulation coming into force		%of Shareholding	Open Interest of the Futurecontracts held ason the date ofregulationcomi nginto force		Open Interest oftheOptionContr acts held ason the date ofregulationcomi nginto force	
		Type of security(For eg. - Shares,Warrants,Convertible Debentures etc.)	No.		Number ofunits (contracts*lotsize)	NotionalvalueinRupees	Numberofunits(contracts*lotsize)	NotionalvalueinRupees
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)

**Note:**"Securities" shall have the meaning as defined under regulation2(1)(i) of SEB I(Prohibition of Insider Trading) Regulations, 2015.

(NAME)  
**Designation**

Date:  
 Place:

**FORM B**

Securities and Exchange Board of India(Prohibition of Insider Trading)Regulations,2015  
**[Regulation 7(1)(b) read with Regulation 6(2)]**  
**(Clause I.2.ii of the Code)**

Name of the company :**M/s Premier Polyfilm Limited**

ISIN of the company: **INE309,M01020**

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name,PAN No.,CIN/ DIN &addresswith contactno s.	Categoryof Person(Pro moters/ KMP/ Directors /immediate relatives/othersec )	Dateofappoi ntmentofDir ector /KMPOR Dateofbecomin gPromoter	Securitiesheldatthe time ofbecomingPromot er/appointmentof Director/KMP		%ofShar eho- lding	Open Interest of theFuturecontractsh eldat the time ofbecomingPromoter /appointmentofDirec tor/KMP		Open Interest of theOptionContractsh eldat the time ofbecomingPromoter /appointmentofDirec tor/KMP	
			Typeofsecu rity(For eg. - Shares,War rants,Conve rtibleDeben turesetc.)	No.		Number ofunits(co ntracts *lot size)	Notionalval ueinRuppee Terms	Numberofunit s(contracts *lot size)	Notionalval ueinRuppee Terms
(1)	(2)	(3)	(4)		(5)	(6)		(7)	

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

(NAME)  
**Designation**

Date:  
Place:

**FORMC**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
**[Regulation 7(2) read with Regulation 6(2)]**  
**(Clause I.3 of the Code)**

Name of the company : **M/s Premier Polyfilm Limited**  
 ISIN of the company: **INE309,M01020**

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN, & address of Promoter/ Employee/ Director with contact nos.	Category of Person (Promoters/ KMP/ Directors / immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed		% of Share-holding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of Intimation to company	Mode of acquisition (market purchase/public rights/ Preferential offer/off market/ Inter-set transfer etc.)				Exchange on which the trade was executed
		Type of security (For e.g. - Shares, Warrants, Convertible Debenture)	No.	Type of security (Foreg.- Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To		Buy	Sell			
											Value	Number of units (contracts *lot size)	Value	Number of units (contracts *lot size)	

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

(NAME)  
**Designation**

Date:  
 Place:



**ANNUAL DISCLOSURE OF SHARE HOLDING  
(Clause I.5 of the Code)**

To,

The Compliance officer  
Premier Polyfilm Limited  
305, Elite House,  
III Floor,36, Community Centre,  
Kailash Colony Extension,  
Zamroodpur, New Delhi  
110048

1. Name of the applicant \_\_\_\_\_
2. Employee Number & Designation \_\_\_\_\_
3. Department/Unit & Location \_\_\_\_\_
- 4.. Number of securities held as on date \_\_\_\_\_

With reference to Clause I.5 of the Code of Conduct for Prevention of Insider Trading, I hereby furnish my and my immediate relatives' shareholding as on 31st March, \_\_\_\_\_(year).

<b>Sr. No.</b>	<b>Name of the Shareholder (with relation in case of immediate relatives)</b>	<b>DP Name &amp; Demat Account no</b>	<b>No. of shares held on _____ (at the end of previous year)</b>	<b>No. of shares bought during the year</b>	<b>No. of shares sold during the year</b>	<b>No. of shares held on _____ (at the end of current year)</b>
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)</b>	<b>(7)</b>

I confirm that I have adhered to the code of conduct during the year ended 31st March, \_\_\_\_\_( year).

\_\_\_\_\_  
(Signature)

Date:

**PENALTY FOR CONTRAVENTION OF CODE OF INTERNAL PROCEDURES & CONDUCT FOR PREVENTION OF INSIDER TRADING OF THE COMPANY  
(Clause L.4 of the Code)**

The Code requires designated persons and their immediate relatives to seek prior approval for any transaction in the securities of the Company, report such transaction(s) and submit certain periodic reports and documentation. The Code also prohibits any transaction in securities during Non-Trading period. It is strongly recommended that the employees go through and strictly adhere to the Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code inter-alia requires:

1. Obtaining pre-clearance for certain transactions.
2. Reporting/declaring transactions in securities of the Company within a stipulated time period.
3. Prohibition on trading in securities during Non-Trading Period.

**Penal provisions**

In terms of the Code, the Company will take appropriate disciplinary action against the defaulters for not complying with the Code. Please note that the following action shall be taken for any non-compliance with the code in addition to the actions that may be taken by SEBI or other authorities.

<b>1.</b>	<p><b>Note: obtaining pre-clearance for trading(buying/selling) in the Securities*</b></p> <p>First instance: Warning                  Second instance :A fine of upto 5% of the gross value of the transaction                  Third instance :A fine of upto10% of the gross value of the transaction                  Fourth instance :Action as may be decided by the Board or Committee of Directors                  (*this includes trading in Securities above the approved limits)</p>
<b>2.</b>	<p><b>Delay in reporting/declaring transactions(buy/sell) in the Securities with in the stipulated time (including a ‘nil’ report):</b></p> <p>First instance :Warning                  Second instance: A fineofRs.1,000/-per day of default upto the first 10 days of default                  Third instance :A fine of Rs.2,000/-per day of default upto the first 10 days of default                  Fourth instance: Action as may be decided by the Board of Directors                  Note: The amount of fine payable for any delay under this category beyond the first 10 days of Default would be decided by the Board or Committee of Directors.</p>
<b>3.</b>	<p><b>Trading during non-trading period(when the trading window is closed)</b></p> <p>First instance: Warning                  Second instance: A fine of 10% of the gross value of transaction                  Third instance: A fine of 20% of the gross value of transaction                  Fourth instance: Action as may be decided by the Board or Committee of Directors</p>
<b>4.</b>	<p><b>Any other non-compliance with the Code:</b>                  Appropriate action as may be decided by Board or Committee of Directors.</p>

The fine is payable to the Company and the modalities for paying the fine would be separately communicated by the Compliance Officer to the concerned person.

In case of any doubt or dispute with regard to the interpretation or applicability or otherwise of the provisions of the Code or related provisions, the decision of the Board or Committee of Directors shall be final.

In case the Board or Committee of Directors are required to review any transaction or impose penalties on one of its own members, the concerned member would excuse himself from the Board on that matter and not participate.

**Note:** The above process shall come into force with effect from January 27<sup>th</sup>,2025.