



24<sup>th</sup> May, 2025

<p><b>To,</b></p> <p><b>BSE Limited</b> <b>Listing Department</b> 25<sup>th</sup> Floor, P J Towers, Dalal Street Mumbai -400001 Stock Code. <b>500456</b></p>	<p><b>To,</b></p> <p><b>Manager – Listing Compliances</b> <b>National Stock Exchange Of India Ltd.</b> Exchange Plaza Bandra Kurla Complex Bandra (E), Mumbai-400051 Stock Code: <b>PASUPTAC</b></p>
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**Sub: Amendment in Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons & their immediate relatives**

Dear Sir/Madam,

Please find attached herewith the “Company’s Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their immediate relatives” framed under SEBI (Prohibition of Insider Trading) Regulations, 2015 and amended by the Board of Directors at its meeting held on 19<sup>th</sup> May, 2025.

The above information is also available on the website of the Company at [www.pasupatiacrylon.com](http://www.pasupatiacrylon.com)

You are requested to take the same on your records.

Thanking you,

**Yours faithfully,**  
**For Pasupati Acrylon Limited**

**Bharat Kapoor**  
**Company Secretary and Compliance Officer**  
**Membership No. A54267**

Encl: as above

# PASUPATI ACRYLON LIMITED

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# PASUPATI ACRYLON LIMITED

## INSIDER TRADING PROHIBITION CODE

{Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended}

*(Reviewed and amended by the Board of Directors on 19<sup>th</sup> May, 2025)*

- **Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their immediate relatives**
- **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Policy for determination of “Legitimate Purpose”**

### Revision History:

Version No.	Overview of Changes	Date of Approval by Board of Directors	Review
Version-1	Original	25.05.2015	Not Applicable
Version-2	Modification	25.05.2019	Amended Code of Practices & Procedures for fair disclosure of UPSI and framed Policy for inquiry in case of leak of UPSI
Version-3	Modification	28.06.2021	Reviewed and amended in terms of amendments in SEBI (Prohibition of Insider Trading) Regulations, 2015
Version-4	Modification	19.05.2025	Reviewed and amended in terms of amendments in SEBI (Prohibition of Insider Trading) Regulations, 2015

# PASUPATI ACRYLON LIMITED

## CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

*EFFECTIVE FROM 19<sup>TH</sup> MAY, 2025*

### 1. Preamble

Preventing insider trading is necessary to comply with securities law and to preserve the reputation and integrity of Pasupati Acrylon Limited (the “**Company**”) and all persons associated with it. “Insider Trading” may occur when any person subscribes, buys, sells, deals, or agrees to subscribe, buy, sell, deal in any securities and trades while in possession of inside information relating to the securities of the Company or securities that are listed or proposed to be listed.

The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to ensure transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations, as modified from time to time.

### 2. Purpose

This Code has been formulated to regulate, monitor and report trading by Designated Persons and their immediate relatives to comply with the provisions of Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Code is prescribed to ensure that the Designated Persons do not trade in the securities of the Company when in possession of unpublished price sensitive information, and to prevent any speculative dealings, knowingly or unknowingly, by the Designated Persons.

The purpose of this document is to elucidate and inform to designated persons/insiders and all connected persons to the Company that they have a responsibility and duty to preserve the confidentiality of all price sensitive information obtained in the course of his or her day to day operations and association with the Company. No Designated Person or connected person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

### 3. Applicability

This Code is applicable to all designated persons and their immediate relatives, insiders and connected persons. It is the responsibility of every designated person and Insider to whom the Code is applicable, to follow and comply with the provisions of the Code. Designated Persons/Insiders may seek assistance of the Compliance Officer for any clarification on any provisions of the Code or other related applicable regulations issued by SEBI.

### 4. Definitions

- 4.1 “**Board**” means Board of Directors of the Company.
- 4.2 “**Code or Code of Conduct**” means Code of Conduct to Regulate, Monitor and Report Trading by designated persons and their immediate relatives, as modified from time to time.

- 4.3 **“Compliance Officer”** means the Company Secretary of the Company or any senior officer duly authorized and designated so by the Board of Directors and who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under applicable statutes/regulations.
- 4.4 **“Designated Person”** means:-
- a. Promoter and member of the promoter group;
  - b. Directors;
  - c. Key Managerial Personnel (KMPs);
  - d. Employees of the Company designated as General Manager and above;
  - e. All employees in Finance, Secretarial, Accounts, Taxation and IT Department irrespective of grade level;
  - f. Any other employee of the Company, not falling under the above class but, who in the opinion of the Compliance Officer, has access to unpublished price sensitive information.
- 4.5 **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- 4.6 **“Insider”** means (i) connected person as defined in SEBI Regulations or (ii) any other person, who is in possession of or having access to unpublished price sensitive information.
- 4.7 **“Insider Trading”** means:-
- a. Trading by insiders/employees/designated persons and their respective immediate relatives, while in possession of, or having access to unpublished price sensitive information;
  - b. Communicating, providing, allowing access or tipping unpublished price sensitive information to others including recommending any trade in securities of the Company, while in possession of, or having access to unpublished price sensitive information.
- 4.8 **“Legitimate Purpose”** shall include sharing of unpublished price sensitive information in the ordinary course of business by designated persons 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 said SEBI Regulations.
- 4.9 **“Regulations or SEBI Regulations”** means SEBI (Prohibition of Insider Trading) Regulations, as amended from time to time.
- 4.10 **“Trading Window”** means the period during which trading may be carried out in Company’s Securities by Designated Persons/Insiders/Connected person.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder

## 5. Preservation of Unpublished Price Sensitive Information (“UPSI”)

- 5.1 All unpublished price sensitive information shall be handled strictly on a “**Need to Know**” basis. This means that unpublished price sensitive information shall not be disclosed to any person including insiders except where such information is in furtherance of a legitimate purpose, the course of performance of duties or discharge of legal obligation.
- 5.2 Due notice shall be given to any insider, who receives unpublished price sensitive information pursuant to a “legitimate purpose”, to maintain confidentiality of such information and shall not otherwise trade in securities of the Company while in possession of any such information.
- 5.3 Designated Persons shall not pass unpublished price sensitive information to any person directly or indirectly by any means such as making recommendation for the purchase of sale of securities etc.
- 5.4 Designated Persons are obliged to treat unpublished price sensitive information with due care and have a duty to safeguard such information. Designated Persons shall use unpublished price sensitive information for the specified purpose only and not for any personal gain/ avoiding any loss/ breach of applicable law.
- 5.5 Files containing unpublished price sensitive information or any such related confidential information shall be kept secure with restricted access. Computer files must have adequate security of login and password etc. Files containing confidential information should be deleted / destroyed on its expiry.
- 5.6 The Company shall follow the norms for **Chinese Walls Procedure** to prevent the misuse of confidential information, which separates those areas of the Company which routinely have access to confidential information and for permitting any Designated Person to “cross the wall”.

To implement the Chinese Walls Procedure, the following procedure shall be followed:

The Company shall segregate those departments which routinely have access to unpublished price sensitive information, considered as “inside areas” from those departments where any unpublished price sensitive information would ordinarily not be available, and to which any outside persons may be allowed access, considered as “public areas”.

- a. The Employees in the inside areas are not allowed to communicate any unpublished price sensitive information to anyone in the public areas.
- b. The Employees in the inside areas may be physically separated from the employees in public areas.
- c. Only in exceptional circumstances, employees from the public areas are brought “over the wall” and given unpublished price sensitive information for the furtherance of legitimate purposes / discharge of duties and on the basis of “need to know” criteria.
- d. Appropriate records of all wall crossings will be maintained. Further, the Compliance Officer will be informed of all instances wherein a person has been wall-crossed (at the time of such wall – crossing), so as to enable the Compliance Officer to maintain appropriate records in this regard.

## 6. Duties of Compliance Officer

- 6.1 The Compliance Officer shall, in consultation with the CFO or under the supervision of the Board, be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearing of designated employees' and their immediate relatives' trades (directly or through respective department heads as decided by the Company), monitoring of trades and implementation of the Code of Conduct.
- 6.2 The Compliance Officer shall maintain a record of the designated Persons and any change therein.
- 6.3 The Compliance Officer shall assist all the Designated Persons in addressing any clarification regarding the Regulations and the Company's Code of Conduct.
- 6.4 The Compliance Officer may specify period for closure of Trading Window from time to time and immediately make an announcement thereof.
- 6.5 The Compliance Officer shall place a report before the Board and/or Audit Committee on annual basis in respect of details of holding/trading in securities of the Company by Designated Persons and their immediate relatives.
- 6.6 The Compliance Officer shall be authorised to make necessary disclosures with the Stock Exchanges and other relevant statutory authorities in compliance with the SEBI Regulations.
- 6.7 The Compliance Officer shall maintain records of all declarations/disclosures from the designated persons, connected and deemed to be connected persons.

## 7. Trading Plan

- 7.1 Designated Persons and Insiders are entitled to formulate a trading plan (**in Annexure-I**) in compliance with SEBI Regulations for dealing in securities of the Company in future and present the same to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.
- 7.2 By doing so, the possession of unpublished price sensitive information, when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he had pre-decided, even before the unpublished price sensitive information came into being.
- 7.3 The Compliance Officer shall review the Trading Plan and shall within the period prescribed in SEBI Regulations, assess the trading plan to ensure that it is not in violation of the said SEBI regulations. The Compliance Officer shall be entitled to seek such undertakings from the Designated Persons /Insiders, as may be necessary to enable the Compliance Officer to make such assessment and to approve and monitor the implementation of the trading plan.
- 7.4 The following are the requirements of the trading plans:
  - a. Any trading as per trading plan can be executed on expiry of 120 calendar days from the date of public disclosure of the trading plan.
  - b. Designated Persons/Insider can give one trading plan at a time i.e. the Trading Plan shall not entail overlap of any period for which another trading plan is in existence.
  - c. Designated Persons/Insider shall set out the parameters as specified in SEBI Regulations
  - d. Trading on the basis of such a trading plan shall not lead to market abuse.

- 7.5 Upon approval of trading plan, the Compliance Officer shall inform the applicant **as per Annexure – II** and shall notify the particulars of the Trading Plan to the Stock Exchange(s) where its securities are listed, for public disclosure.
- 7.6 The trading plan once approved shall be irrevocable and Designated Persons/Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it except due to permanent incapacity or bankruptcy or operation of law or to execute any trade in the securities outside the scope of the trading plan.
- 7.7 The implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the Designated Persons/Insider at the time of formulation of the plan, has not become generally available at the time of the commencement of its implementation.
- 7.8 No pre-clearance would be required for a trade executed as per the approved trading plan.

## **8. Trading Window**

- 8.1 All Designated persons and their immediate relatives shall conduct all their dealings in the securities of the Company only in a Trading Window and shall not deal in any transactions involving the purchase or sale of the Company's securities during the period when the Trading Window is closed.
- 8.2 The trading window shall be closed not later than the end of every quarter and shall remain closed till 48 hours after the declaration of financial results.
- 8.3 Additionally, the Compliance Officer can specify a time for commencement of closing of trading window in case of following matters / events:
- i. issue of securities;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, delisting, disposal and expansion of business and such other transactions;
  - v. changes in key managerial personnel;
- 8.4 In case of matters/events mentioned in Clause 8.3, the timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- 8.5 The Compliance Officer shall take all reasonable steps to ensure that the designated persons and/or Insiders are informed in advance, about the date of closing and opening of the Trading Window.

## 9. Pre-Clearance of Trades

9.1 All Designated Persons or their immediate relatives, who intend to trade in the securities of the Company shall obtain pre-clearance for the trade from the Compliance Officer, if the trade together with the trades undertaken during the calendar quarter, aggregates to a traded value of more than Rs. 5 Lakh (Rupees five lakhs only) in value or 25,000 shares or 1% of the total shareholding or voting rights or such other value as may be specified by the Compliance Officer from time to time.

However, Designated Persons or their immediate relatives shall not be entitled to apply for pre-clearance of any proposed trade if such Designated Persons or their immediate relatives are in possession of unpublished price sensitive information even if the trading window is not closed and hence such Designated Persons or their immediate relatives shall not be allowed to trade.

9.2 Such application for pre-clearance application shall be made as per **Annexure – III** to the Compliance Officer through electronic mail at [secretarial@pasupatiacrylon.com](mailto:secretarial@pasupatiacrylon.com) followed by hard copies of all the documents. The application should be complete and correct in all respects and should be accompanied by such undertakings, declarations and other documents/papers as may be prescribed by the Compliance Officer from time to time.

9.3 Application for pre-clearance shall be made only during a Valid Trading Window. Applications submitted during the closure of Trading Window shall be invalid and will be deemed to have been automatically rejected.

9.4 Such Pre-clearance approval will not be necessary if the trading is not crossing the threshold limit as prescribed in Clause in 9.1.

9.5 Such pre-clearance application shall be considered and approved jointly by the Compliance Officer and CFO of the Company not later than five working days from the date of receipt the application unless they are of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or SEBI Regulations.

9.6 Such approval/ rejection would be conveyed as per **Annexure – IV** through electronic mail. Unless the concerned Designated Person receives a formal communication from the Compliance Officer granting clearance to trade, no approval shall be deemed to have been granted and the Designated Person or their immediate relatives cannot trade in securities of the Company.

9.7 Every pre-clearance approval shall valid for a period of seven trading days from the date of such approval; however such approval shall automatically deemed to be withdrawn if such period is superseded by closure of the Trading Window.

9.8 The details of such trade shall be intimated forthwith to the Compliance Officer as per **Annexure – V** within two days of the execution of deal. In case the transaction is not undertaken a 'Nil' report shall be submitted within 2 days.

9.9 If a Trade is not executed by the Designated Persons within seven trading days as specified above, then such Designated Person shall apply again for fresh pre-clearance of the said transaction.

- 9.10 The Designated Persons or their immediate relatives shall hold their investments in securities of the Company acquired pursuant to pre-cleared trade, for a minimum period of six months and they shall not enter into an opposite transaction i.e. execute a contra trade within six months from the date of execution of the pre-cleared trade.
- 9.11 The Compliance Officer may grant relaxation from strict application of such restriction on an application made in this behalf by the concerned designated person **as per Annexure – VI** and after recording in writing the reasons in this regard provided that such relaxation does not violate the applicable regulations.
- 9.12 In any case, where a contra trade is executed, inadvertently or otherwise, in violation of the restriction as mentioned at sub-clause 9.10 above, the profits made from such a trade shall be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.
- 9.13 The Compliance Officer shall maintain a register for pre-clearance of Trading. The Compliance Officer shall also maintain a register of waiver of restriction on holding period and shall record therein the name of the Designated Person, details of securities of the Company for which waiver is granted, date of such waiver and the grounds for grant of the waiver.
- 9.14 In case the Compliance Officer of the Company intends to trade in the Securities of the Company, he/she shall seek pre-clearance of trade from Managing Director of the Company. All other provisions of the Code will mutatis-mutandis apply in respect of transactions by the Compliance Officer.
- 9.15 Notwithstanding of the above provisions, the Compliance Officer may, in appropriate case, review the holding of Designated Persons and may ask for pre-clearance.

## **10. Reporting & Disclosure Requirements**

### **10.1 General:**

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

10.1.2 The Compliance Officer may at his discretion or on requisition of the Audit Committee may require any other connected person or class of connected persons to make disclosures of holding and trading in securities of the Company.

### **10.2 Initial Disclosure:**

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group or designated person shall disclose details of securities held in the Company as on the date of appointment or becoming a promoter or designated person, to the Compliance Officer within seven days of such appointment or becoming a promoter or designated person. In terms of SEBI Regulations, Designated Persons shall also submit one-time disclosure of names of educational institution from which Designated Persons have studied and names of their past employer **as per Annexure VII**.

### **10.3 Continual Disclosures:**

- 10.3.1 Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company **in Form C as detailed in Annexure - VIII**, the number of such securities acquired or disposed of within two trading days of such transactions, 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 Lakh or such other value as may be specified by the Compliance Officer.
- 10.3.2 Wherever mandated by the Regulations, the Company shall, within the prescribed time period, notify the particulars of such trading to the stock exchange on which the securities are listed.
- 10.3.3 Designated Persons shall furnish Annual disclosure **as per Annexure - IX** to the Compliance Officer within a period of 30 days from the closure of each financial year.

### **10.4 Additional Disclosures**

The Compliance Officer may, at its discretion, require any other insider or 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 Compliance Officer in order to monitor compliance with the Code (**Form D as detailed in Annexure – X**).

## **11. Digital Database of recipient of Unpublished Price Sensitive Information.**

- 11.1 As required under Regulation 3(5) of SEBI Regulations, the Company shall maintain a structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the Regulation along with PAN or any other identifier authorized by law where PAN is not available.
- 11.2 Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- 11.3 Such database shall be maintained in accordance with the SEBI Regulations from time to time, including through adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

## **12. Internal Control**

The Managing Director of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in SEBI Regulations as well as with this Code. The internal control shall include the followings:

- 12.1 Identifying persons, who have access to, or are expected to have access to, unpublished price sensitive information, as Designated Persons;
- 12.2 Identifying unpublished price sensitive information and maintaining its confidentiality as per this Code and SEBI Regulations;
- 12.3 Putting in place adequate restrictions on communication or procurement of unpublished price sensitive information as required by SEBI Regulations;

- 12.4 Maintaining a list of all employees and other persons with whom unpublished price sensitive information is shared and making them aware of their confidentiality or serving of due notice/execution of confidentiality agreement in this regard;
- 12.5 Periodically review the measure and process to evaluate effectiveness of the internal controls.
- 12.6 Notwithstanding anything contained hereinabove, the Audit Committee or Board of Directors shall also review the compliance with the provisions of this Code and SEBI Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

**13. Penalty for contravention of the Code**

- 13.1 Every Designated Person shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).
- 13.2 Any Designated Person who violates this Code shall, in addition to any penal action that may be taken by the Company, also be subject to disciplinary action by the Company which includes wage freeze, suspension, recovery, claw back etc.
- 13.3 Any amount collected under the aforesaid penal action shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under SEBI Act, 1992.
- 13.4 Action taken by the Company for violation of the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
- 13.5 In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI Regulations or the Code, the Compliance Officer shall promptly inform the stock exchanges where the securities of the Company are traded, in such form and manner as may be specified by SEBI from time to time.

**14. Protection against retaliation and victimization**

- 14.1 Any instance of leak of unpublished price sensitive information or violation of this Code can be reported under whistle blower mechanism.
- 14.2 Suitable protection shall be provided to an employee against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination by the Company, who reports any alleged violation of insider trading laws in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

**15. Modification and Amendments**

The Board or Audit Committee may, subject to applicable laws, amend/substitute any provision(s) with a new provision(s) or replace the Code entirely with a new Code. In any circumstance where the terms of the Code differ from any law, rule, regulation, etc. for the time being in force, the law, rule, regulation, etc. shall take precedence over the Code.

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# PASUPATI ACRYLON LIMITED

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended]

### Preamble

SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended (“SEBI Regulations”) mandates every listed company to formulate a **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**. Accordingly, the Board of Directors (“the Board”) has adopted this Code to protect the interest of stakeholders and to avoid the misuse of unpublished price sensitive information.

### Objects of the Code

The Code aims at:

- i. Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public;
- ii. Acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

### Chief Investor Relations Officer

Chief Financial Officer of the Company shall act as the Chief Investor Relations Officer, who deals with the dissemination and disclosure of unpublished price sensitive information. Additionally, the following persons are also authorized to communicate with the investors/media in co-ordination with the CFO:

- i. Chairman and Managing Director of the Company
- ii. Director (Operations)
- iii. Company Secretary

### Legitimate Purpose

SEBI Regulations, *inter-alia*, requires the Board to formulate a policy for determination of ‘legitimate purpose’, in line with the guidance provided in SEBI Regulations.

The term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with Company’s partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of unpublished price sensitive information has not been carried out to evade or circumvent the prohibitions of SEBI Regulations.

The assessment of whether sharing of unpublished price sensitive information for a particular instance would tantamount to 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case. Accordingly, this Code only sets out the principles that should be considered while assessing if the purpose for which unpublished price sensitive information is proposed to be shared is "legitimate".

Primarily, the following factors should be considered while determining what constitutes a Legitimate Purpose:

- Whether sharing of such information is in the ordinary course of business of the Company;
- Whether information is sought to be shared to evade or circumvent the prohibitions of SEBI Regulations;
- Whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose and should not result into personal benefits of any connected person;
- Whether the information is required to be shared in furtherance of fiduciary duties or fulfilment of any statutory or contractual obligations;
- Whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.

### **Principles of fair Disclosure and Conduct**

The followings are the principles of fair disclosure for the purpose of this Code:

- Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- Handling of all unpublished price sensitive information on a need-to-know basis.

## **Procedure**

Company Secretary shall promptly intimate the outcome of the board meeting to stock exchange and update the stock exchanges about the current happenings in respect of unpublished price sensitive information and all events that have direct bearing on the market price, so as to ensure uniform and universal dissemination to the public at large.

In the event of selective or inadvertently disclosure of unpublished price sensitive information, prompt action will be taken to make such information generally available by informing to stock exchange(s), where the securities of the Company are listed.

Company Secretary shall promptly deal with any query or request for verification of market rumours received from stock exchange(s)/regulatory bodies.

Chief Investor Relations Officer/respective departmental heads shall take all necessary measure to ensure that the information should be shared, from time to time, in the ordinary course of business activities with its advisers and service providers, viz., auditors, merchant bankers and legal advisers/consultants of the Company.

The Company shall provide only public information to the analyst/research personnel/large investors.

Unpublished price sensitive information shall be strictly handled on a “need to know” basis *i.e.* will be disclosed only to those who need the information to discharge their duty and in furtherance of legitimate purpose. The recipient of Unpublished Price Sensitive Information shall be informed of the following, by way of written intimation and/ or contractual agreement, such as, confidentiality agreement or non – disclosure agreement, that:

- the information being shared is unpublished price sensitive information;
- upon receipt of unpublished price sensitive information, the recipient would be deemed to be an Insider and subject to the provisions of SEBI Regulations;
- the recipient must maintain confidentiality of the information at all times,
- the recipient may use the unpublished price sensitive information only for the approved purposes for which it was disclosed;
- the recipient should provide a written undertaking that he/she/it shall not undertake Trades in the securities of the Company while in possession of the unpublished price sensitive information; and
- the recipient must also adopt a code of conduct in terms of Regulation 9 of the SEBI Regulations, to inter alia ensure that it safeguards the unpublished price sensitive information in line with the SEBI Regulations.

## **Amendment**

The Board reserves the right to amend or modify this Code in whole or in part, as it may deem appropriate, to ensure compliance with SEBI Regulations.

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**Application for Approval of Trading Plan**  
**{Regulation 5 of SEBI (Prohibition of Insider Trading (Regulations), 2015)}**

To,

**The Compliance Officer**  
**Pasupati Acrylon Ltd.**  
M-14, Middle Circle,  
Connaught Circus  
New Delhi – 110 001

Dear Sir,

I hereby submit the following trading plan for your review and approval in terms of the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons:

Sr. No.	Particulars	Details
1	Full Name	
2	Designation / Relationship with the Company	
3	If the proposed transaction is under the name of immediate relative, name & relation of immediate relative	
4	Period of Trading Plan	
5	PAN	
6	Address, Contact No & Email ID	
7	Details of trade done during six months before the date of this trading plan	
8	Details of Demat Account ( DP ID & Client ID)	
9	Nature of proposed transaction (Purchase/Sale)	
10	Number of shares held in the Company, if any, at the time of submitting the Trading Plan (including in name of immediate relative)	
11	Number of securities to be traded	
12	Approximate aggregate value of trade to be effected (as per current market price)	
13	Specific dates/interval, if any fixed, for trade	
14	Whether the proposed transaction will be through stock exchange or off-market trade	

I hereby undertake that:

- a) I will not commence trading earlier than 120 calendar days from the public disclosure of the trading plan.
- b) I do not have overlapping trading plan for the same period.
- c) I have not contravened /will not contravene any provisions contained in the Code and SEBI Regulations.
- d) I have made full and true disclosure in the matter.
- e) I will implement the Trading Plan once approved and shall furnish such declarations/disclosures as may be deemed necessary by the Compliance Officer for the monitoring of this plan.
- f) I shall not use this Trading Plan as a tool for market abuse;
- g) I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code in case the above declarations are found to be misleading or incorrect at any time;
- h) I hereby undertake not to transact in Securities of the Company in the sanctioned period in case Trading Window is declared closed subsequently during such sanctioned period;
- i) In the event that any Unpublished Price Sensitive Information in my possession at the time of the formulation of the plan has not become generally available information at the time of the commencement of implementation, I shall inform the Compliance Officer and shall completely refrain from dealing in securities of the Company until such information becomes public.

**Place:**

**Signature:**

**Date:**

**Name:**

-----  
For use of Compliance Officer:

Application recd. date	Approval Date	Approval No.	Compliance Officer's signature

Approval granted for Trading Plan for a period of \_\_\_\_\_ months commencing from \_\_\_\_\_ up \_\_\_\_\_ till \_\_\_\_\_

Notification to Stock Exchange \_\_\_\_\_

Signature of Compliance Officer: \_\_\_\_\_

**Letter for approval of Trading Plan**

Date:

Name Designation

Dear Sir/Madam,

With reference to your application dated .....seeking approval for your Trading Plan in Securities of the Company detailed therein, please be informed that you are hereby authorised to undertake the transaction(s) as detailed in your said application.

Kindly note that in terms of the Company's Code, the Trading Plan shall be irrevocable and you will have to mandatorily implement the plan, without being entitled to either deviate from it, except due to permanent incapacity, bankruptcy or operation of law or to execute any trade in Securities outside the scope of Trading Plan.

You acknowledge that in order to comply with the Company's Code and SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) you may be required to further furnish details of transaction in relation to the trading plan.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

Yours faithfully,

**For Pasupati Acrylon Limited**

**Compliance Officer**

### Application for Pre-clearance of Trading

To,

**The Compliance Officer**

**Pasupati Acrylon Ltd.**

M-14, Middle Circle,

Connaught Circus

New Delhi – 110 001

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

Details of Designated Person	
Name	
Designation	
PAN	
Address	
Email Id.	
Contact No.	
<b>Preclearance sought for</b>	Self/ Immediate Relative
<i>If pre-clearance sought for Immediate Relative, then</i>	
Name of the Immediate Relative for whom pre-clearance sought	
Nature of Relationship	
PAN of Immediate Relative	
Details of Security held by self/ Immediate Relative for whom the pre-clearance is sought	
No. of Securities held as on date	
In physical form	
In dematerialized form	
Details of Proposed Transaction	
Nature of Proposed Transaction	Sale/ Purchase
No. of Securities proposed to be transacted	
Proposed date of dealing in securities	
Price at which transaction is proposed	
Whether the proposed transaction will be through stock exchange or off-market trade	
Details of identified account	
Name & contact details of Broker with Account No.	
Name of Depository Participant	

DP ID	
Client ID	
<b>Details of previous pre-clearance, if any</b>	
No. of Shares for which pre-clearance was taken	
Date of approval of pre-clearance	
Whether transaction was executed	
If yes, No. of shares transacted & Value	
Reasons if not traded	

I hereby confirm and declare that:

- a) I am not in possession of or otherwise privy to any unpublished price sensitive information as defined in the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons upto and at the time of signing this application.
- b) In the event that I have access to or I receive any unpublished price sensitive information after the signing of this application but before executing the transaction for which approval is sought, I shall inform the Compliance Officer and I/my immediate relative shall completely refrain from dealing in securities of the Company until such information becomes public.
- c) I have made full and true disclosure in the matter.
- d) I shall execute the order within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval, I shall obtain fresh pre-clearance.
- e) I have not contravened and will not contravene any provision contained in the Code and SEBI Regulations.
- f) I shall submit the necessary disclosure of transaction within two trading days of execution of the transaction or a NIL report, if the transaction is not undertaken.
- g) I shall not enter into any opposite transaction (buy / sell) during the next six months from the date of transaction.
- h) I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code in case the above declarations are found to be misleading or incorrect at any time;
- i) I hereby undertake not to transact in Securities of the Company in the sanctioned period in case Trading Window is declared closed subsequently during such sanctioned period;

**Place:**

**Signature:**

**Date:**

**Name:**

For use of Compliance Officer:

Application recd. date	Approval Date	Approval Granted for (Type of transaction)	Approval granted for (No. of shares)	Pre-clearance valid upto (dd/mm/yyyy )	Compliance Officer's signature
		Sale/ Purchase			

## Letter of Intimation of Pre-clearance

Date:

Name Designation

Dear Sir/Madam,

With reference to your application dated .....seeking approval for undertaking transaction in securities of the Company as mentioned in your aforesaid application, please be informed that you are hereby authorised to undertake the transaction(s) as detailed in your said application.

Kindly note that in terms of the Company's Code, the above mentioned transaction is to be completed within seven trading days from the date of this letter granting approval. In case, you do not execute the approved transaction within seven trading days, this approval shall stand withdrawn and you would have to make an application for fresh pre-clearance before executing said transaction.

Further, you are required to file the details of the executed transactions in the attached format within two working days from the date of execution of such transaction. In case the transaction is not undertaken, you shall submit a "Nil" report.

Kindly also note that the securities of the Company transacted pursuant to this approval shall be held for a minimum holding period of six months as specified under Clause 9.6 of the Code. This approval will automatically stand withdrawn if subsequently the Trading Window is declared closed involving the period for which such approval has been granted by this letter.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

Yours faithfully,

**For Pasupati Acrylon Limited**

**Compliance Officer**

**DISCLOSURE OF TRANSACTIONS PURSUANT TO PRE-CLEARANCE**

(Under Clause 9.8 of the Company's Code of Conduct)

*(To be furnished within 2 days from of transaction/dealing in Securities of the Company)*

To,

**The Compliance Officer****Pasupati Acrylon Ltd.**

M-14, Middle Circle, Connaught

Circus

New Delhi – 110 001

Dear Sir,

**Sub: Details of pre-approved transactions****Ref: Your approval letter dated \_\_\_\_\_**

I hereby confirm that:

- I have not bought/sold/subscribed any securities of the Company post receipt of your pre-clearance vide your letter dated \_\_\_\_\_ due to (reasons to be recorded);

OR

- I have bought/sold/subscribed to the \_\_\_\_\_ securities of the Company on \_\_\_\_\_ (date), the details of which are as under:

<b><i>If the trade was effected in the name of Immediate Relative</i></b>	
Name of Immediate Relative	
Nature of Relationship	
PAN	
<b><i>Details of Transaction executed</i></b>	
No. of Securities bought/sold	
DP ID/Client ID/Folio Number	
<b>No. of Securities held prior to the date of transaction</b>	
Price at which the transaction executed	
Reasons, if transaction not executed or if executed for lower quantity	
Total number of Securities held after acquisition / sale	

I agree to hold the above Securities for a minimum period of six months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

**Place:****Date:****Signature:****Name & Designation:**

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**  
(Under Clause 9.11 of the Company's Code of Conduct)

To,

**The Compliance Officer**  
**Pasupati Acrylon Ltd.**  
M-14, Middle Circle, Connaught  
Circus  
New Delhi – 110 001

Dear Sir,

**Sub: Request for wavier of minimum holding period**

I request you to grant me waiver of the minimum holding period of six months as required under Code of Conduct with respect to \_\_\_\_\_ (no. of shares) shares of the company held by me/ \_\_\_\_\_ ( Name of relative) singly/jointly acquired by me on \_\_\_\_\_.

I desire to deal in the said shares on account of \_\_\_\_\_ (give reasons).

**Place:**

**Signature:**

**Date:**

**Name & Designation**

## FORM A

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1)(b) read with Regulation 6 (2) – Disclosure on becoming a**  
**KMP/Promoter/Director/Designated Person}**

Name of the Company: \_\_\_\_\_

ISIN of the Company: \_\_\_\_\_

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

Name, PAN No., CIN/DIN, & address with contact nos.			Category of Person (KMP/Director or Promoter or member of promoter group or designated person/ immediate relatives/ others etc.)	Date of appointment of KMP/Director/ or Date of becoming Promoter/member of promoter group/designated person	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of promoter group or designated person		% of shareholding
Name:	PAN:	Address:			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1			2	3	4	5	6

**Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of promoter group or designated person of a listed company and immediate relatives of such person and by other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of appointment of director/KMP or upon becoming Promoter/member of the promoter group/designated person			Open Interest of the Option contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group or designated person		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12
Not Applicable					

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

Place:

Signature:

Date:

Name &amp; Designation

## FORM B

## SEBI (Prohibition of Insider Trading) Regulations, 2015

## [Regulation 7 (2) read with Regulation 6 (2) – Continual Disclosures]

Name of the Company: \_\_\_\_\_

ISIN of the Company: \_\_\_\_\_

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoter /member of the promoter group/designated person/ Director s/immediate relative to/others etc.)	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to the Company	Mode of Acquisition/d isposal (market/ public rights/prefer ential offer / off market/ Inter-se Transfer, ESOP s etc.	Exchange on which the trade was executed
		Type of securities (For e.g.– Shares, Warrants, Convertible Debentures, right entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, right entitlements etc.)	No. and % of share holding	From	To			
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)

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

**(ii)** Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Type of Contract	Contract specifications	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
		Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
(16)	(17)	(18)	(19)	(20)	(21)	(22)

**Note:** In case of Options, notional value shall be calculated based on Premium plus strike price of options.

**Name & Signature:**

**Designation:**

**Date:**

**Place:**

**Form for Annual Disclosure**  
**[Pursuant to Clause 10.3.3 of the Company's Code of Conduct]**

**The Compliance Officer**  
**Pasupati Acrylon Limited**  
M-14, Middle Circle  
Connaught Place, New Delhi - 110001

Dear Sir

**Sub: Statement of shareholding in the Company**

With reference to the above, I wish to inform you that I alongwith my immediate relatives are holding equity shares/other securities of the Company as follows:

**Details of shareholdings in my name:**

Name, PAN No., CIN/DIN, & address with Email ID & contact nos.			Connection with the Company	Folio No./DP ID-Client ID	No. of Securities and percentage held as on 1 <sup>st</sup> April, 2020	Details of securities acquired/sold during the financial year		No. of securities and percentage held as on 31 <sup>st</sup> March, 2021
Name:	PAN:	Address:				Date	No. of securities	
1			2	3	4	5		6

**Details of shares held by immediate relatives / person with whom Designated Person shares Material Financial Relationship:**

Name, PAN No., CIN/DIN, & address with contact nos.			Connection with the Company	Folio No./DP ID-Client ID	No. of Securities and percentage held as on 1 <sup>st</sup> April, 2020	Details of securities acquired/sold during the financial year		No. of securities and percentage held as on 31 <sup>st</sup> March, 2021
Name:	PAN:	Address:				Date	No. of securities	
1			2	3	4	5		6

**Notes:**

- **Immediate Relative** includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.
- **Material Financial Relationship** means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction.

**Name & Signature:**

**Designation:**

**Date:**

**Place:**

## FORM C

## SEBI (Prohibition of Insider Trading) Regulations, 2015

## [Regulation 7 (3) – Transaction by other connected persons as identified by the Company]

Name of the Company: \_\_\_\_\_

ISIN of the Company: \_\_\_\_\_

## Details of trading in securities by other connected persons as identified by the Company.

Name, PAN No., CIN/DIN & address with contact nos. of other connected persons as identified by the Company	Connection with the Company	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to the Company	Mode of Acquisition/d isposal (market/ public rights/prefer ential offer / off market/ Inter-se Transfer, ESOP s etc.	Exchange on which the trade was executed
		Type of securities (For e.g.– Shares, Warrants, Convertible Debentures, right entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, right entitlements etc.)	No. and % of share holding	From	To			
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)

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

**(ii)** Value of transaction excludes taxes/brokerage/any other charges

## Details of trading in derivatives on the securities of the company by other connected persons as identified by the Company

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	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
(16)	(17)	(18)	(19)	(20)	(21)	(22)

**Note:** In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name &amp; Signature:

Date:

Place: