



THE SIRPUR PAPER MILLS LIMITED

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BY SPEED POST

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22nd May, 2015

The Manager,
Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, M U M B A I - 400 001.
FaxNo.022-22723121/022-22722037.
Email:corp.relations@bseindia.com
Code: 502455

The Manager (Listing)
The National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor, Plot No.C/1,
G-Block, Bandra Kurla Complex,
Bandra (E), M U M B A I - 400 051.
Fax No.022-26598237/022-26598238
Email: cmli@nse.com.in
Code: SIRPAPER EQ

Dear Sir/Madam,

Reg:- Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations,2015.

We have to inform you that the Company has formulated the Code of Fair disclosures under Regulation 8 of these Regulations and the Code of Conduct as required under Regulation 9(1) of these Regulations and the same has been uploaded on the Company's website. A copy of the same is attached herewith.

This may kindly be noted.

Thanking you,

Yours faithfully,

For THE SIRPUR PAPER MILLS LIMITED,

T. Shyam Sunder

(T. SHYAM SUNDER)
COMPLIANCE OFFICER.

The Sirpur Paper Mills Limited

Disclosures under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Company has formulated and published on its website the code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI).

FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (REGULATION 8).

SCHEDULE A

The Company shall adhere to the following principles to ensure fair disclosure of Unpublished Price Sensitive Information (UPSI).

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. 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.
8. Handling of all unpublished price sensitive information on a need to know basis.



CODE OF CONDUCT TO REGULATE TRADING BY INSIDERS (REGULATION 9).

SCHEDULE B

The Company shall ensure that all the concerned persons adhere to the following Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

1. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors.

2. All information shall be handled within the organisation on a need to know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to "cross the wall".

3. Employees and connected persons designated on the basis of their functional role ("designated persons") in the organisation shall be governed by an internal code of conduct governing dealing in securities. The board of directors shall in consultation with the compliance officer specify the designated persons to be covered by such code on the basis of their role and function in the organisation. Due regard shall be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

4. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

5. The timing for reopening 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. 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.


T. Sanyal Sarda

6. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate. No designated person shall apply for preclearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

7. The compliance officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for preclearance of trades.

8. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for preclearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

9. The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh preclearance would be needed for the trades to be executed.

10. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

11. The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for preclearance, reporting of trades executed, reporting of decisions not to trade after securing preclearance, recording of reasons for such decisions and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.

12. Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension etc., that may be imposed, by the persons required to formulate a code of conduct under sub regulation (1) and sub regulation (2) of regulation 9, for the contravention of the code of conduct.

13. The code of conduct shall specify that in case it is observed by the persons required to formulate a code of conduct under sub regulation (1) and sub regulation (2) of regulation 9, that there has been a violation of these regulations, they shall inform the Board promptly.

