



## **RANJAN POLYSTERS LIMITED**

**CODE OF CONDUCT FOR REGULATING, MONITORING  
& REPORTING TRADING BY INSIDERS AND FOR FAIR  
DISCLOSURE PURSUANT TO SEBI (PROHIBITION OF  
INSIDER TRADING) REGULATIONS, 2015**

## **As approved by the Board of Directors on 30th May, 2015**

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, has been notified on January 15, 2015 in official gazette vide its notification no. No. LAD-NRO/GN/2014-15/21/85 (hereinafter referred to as the 'Regulations'.) Regulation – 9 of Chapter-IV of (Prohibition of Insider Trading) Regulations, 2015, and also in compliance with Clause 49 of the listing agreement and Companies Act, 2013, the Company is required to frame a Code of Conduct for prevention of insider trading by Promoters/Directors/Designated Employees/Connected Person of the Company, in relation to the securities of the Company.

Ranjan Polysters Limited (hereinafter referred to as the ' Company'.) endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, the Company hereby notifies this code.

Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this code.

### **Applicability**

In line with the Regulation 8(1) of the said Regulations, a Code of Conduct on Insider Trading (hereinafter referred to as the "Code") was adopted by the Board of Directors of the Company at its meeting held on 30<sup>th</sup> May, 2015.

The provisions of Code, as effective from 30th May, 2015, are as given below:

This Code shall be applicable to the Promoter(s), Director(s), and Designated Employees of the Company and their dependents and Connected Person.

### **1. Definitions**

1. "**Act**" means the Securities and Exchange Board of India (SEBI) Act, 1992 (15 of 1992), Rules framed thereunder and any amendments thereto;
2. "**Board of Directors**" or "**Board**", means the collective body of the Directors of the Company;
3. "**Code**" means this Code of Conduct for Prevention of Insider Trading.
4. "**Company**", "This Company" or "The Company", wherever occur in the policy shall mean "Ranjan Polysters Limited".
5. "**Compliance Officer**" Compliance Officer shall mean 'Company Secretary" of the Company and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
6. "**Connected Persons**" means any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers 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 and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access. Generally, the following persons shall be deemed to be connected persons unless the contrary is established:

- (a) an immediate relative of connected persons;
- (b) a holding company or associate company or subsidiary company; or
- (c) an intermediary as specified in Section 12 of the Act; or
- (d) an Investment Company, Trustee Company, Asset Management Company or an employee or Director thereof; or
- (e) an Official of a Stock Exchange or of Clearing House or Corporation; or
- (f) a member of Board of Trustees of a Mutual Fund or a member of the Board of Directors of the Asset Management Company of a Mutual Fund or is an employee thereof; or
- (g) a member of the Board of Directors or an employee, of a Public Financial Institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (i) a Banker of the Company; or
- (j) a Concern, Firm, Trust, Hindu undivided family, Company or Association of Persons wherein a Director of the Company or his immediate relative or Banker of the Company, has more than ten per cent of the holding or interest;

7. **“Designated Persons”** means:

- a) All Directors;
- b) Key Managerial Personnel (KMP's) as per Companies Act, 2013
- c) All employees of General Manager cadre and above; every employee in the finance, accounts, secretarial and legal department
- d) Promoters/Promoter Group of the Company;
- e) Persons in contractual, fiduciary or advisory relationship with the Company i.e. consultants, retainers, auditors, law firms, analysts etc.
- f) Other persons as designated by the Board of Directors in consultation with Compliance Officer of the Company, from time to time; and
- g) Immediate relatives of persons covered under clause (a) to (f) above.

8. **“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;

9. **“Director”** means a member of the Board of Directors of the Company.

10. **“Key Managerial Personnel”** means person as defined in Section 2(51) of the Companies Act, 2013

11. **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis

12. **“Employee”** means every employee of the Company including the Directors in the employment of the Company.

13. **“Insider”** means any person who is:

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

14. **"Promoters/ Promoter Group"** means the Promoters/ Promoter Group as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and as amended from time to time.
15. **"Stock Exchange"** shall mean BSE Limited and any other stock exchange(s) on which the securities of the Company are listed for the time being.
16. **"Trading"** means and includes subscribing, buying, selling, dealing (including pledging), or agreeing to subscribe, buy, sell, deal in any securities of the Company and "trade" shall be construed accordingly;
17. **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
18. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund and as defined below; "Securities" includes:
- i) shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate;
    - derivative;
    - units or any other instrument issued by any collective investment scheme to the investors in such schemes;
    - security receipt as defined in clause (zg) of section 2 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;
  - ii) Government securities; such other instruments as may be declared by the Central Government to be securities; and
  - iii) rights or interest in securities;
19. **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
20. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
21. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
22. **"Unpublished Price Sensitive Information"** 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 including but not restricted to, information relating to the following: –
- (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure
  - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - (v) changes in Key Managerial Personnel;
  - (vi) material events in accordance with the listing agreement; and
  - (vii) Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

## **2. Interpretation**

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

## **3. Role of Compliance Officer**

- 3.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company 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. The Compliance Officer shall be responsible for setting forth policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of "Price Sensitive Information", Pre-clearing of designated persons and their immediate relatives trade, monitoring of trades and implementation of the code of conduct under the overall supervision of the board of Directors of the Company.
- 3.2 The Compliance officer shall hold the position so long the position as he / she in the employment of the Company. Till such time a successor is appointed the head of secretarial Department or the Head of Secretarial Department was the Compliance Officer, Managing Director shall, in the interim period act as Compliance officer.
- 3.3 The Compliance officer shall also have authority to demand various supporting documents, declarations, undertakings, etc. from designated persons and other insiders as he/she may deem fit.
- 3.4 It shall be duty and responsibility of the designated persons and insiders to inform the Compliance Officer that they are holding the position as such and are in possession of the unpublished price sensitive information from time to time in writing. The Compliance Officer shall not responsible for the adherence to the code and regulations if he/ she is not aware of the adherence to the code and regulations if he/ she is not aware of the UPSI and the insider have not made the disclosure relating to the same.
- 3.5 The Compliance officer assists all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
- 3.6 The Compliance officer shall maintain a record of designated persons and place the same at the immediately next Board of Directors of the Company for Consideration any changes made in the list of designated persons shall be intimated to the Board on annual basis from time to time.

## **4. Preservation of "Price Sensitive Information"**

The insiders shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the Dealing, purchase or sale of securities.

- 4.1 The insiders when in possession of any unpublished price sensitive information pertaining to the Company shall not.
  - Deal/Buy/sell securities of the Company, either on their own behalf or on behalf of any other person.

- Communicate, counsel or procure any unpublished price sensitive information to/ from any person..

#### 4.2 Need to know

Unpublished Price Sensitive Information is to be handled on a “need to know” basis i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their official duties. A Chinese wall exists between members of respective departments and of the rest of Company. This Chinese wall is designed to isolate activities of one department from other in order to restrict the dissemination of information obtained by the respective departments/ members on a "need-to-know" basis. This Chinese wall is supported by the following procedures:

- Physical separation of each Department;
- Limiting computer access to the Inter-department network;
- Restriction on access to data via pen drives, external hard drives etc;

#### 4.3 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

### 5. **Prevention of misuse of “Unpublished Price Sensitive Information”**

Employees and connected persons designated on the basis of their functional roles (“Designated Persons”) in the company shall be governing by an internal code of conduct governing dealing in securities.

#### 5.1 Trading Plan

The Designated Persons, who are perpetually in possession of unpublished price sensitive information, shall have an option to formulate their trading plan and present the same to Compliance Officer(s) for approval. Upon approval of Trading Plan, the Compliance Officer(s) shall notify the same to Stock Exchanges where securities of the Company are listed.

The Compliance Officer(s) shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and may seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

#### 5.2 Trading plan shall

The Trading plan shall comply with following requirements:

- a) Trading/Dealing in securities will commence after six months of public disclosure of trading plan.
- b) No Trading/Dealing between twenty (20) trading days prior to last day of any financial period for which results are required to be announced and till second(2) trading day after disclosure of financial results.
- c) Trading plan should be for a period of at least 12 months and there should not be any time overlapping in two trading plans.
- d) Trading plan shall set out either the value of trades to be effected or number of securities to be traded along with the nature of trade and the intervals at or the dates on which such trades shall be effected.
- e) The Trading should not entail/result in market abuse.

- f) The trading plan once approved shall be irrevocable & the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **6. Trading Window and Window Closure**

- 6.1 The Designated Persons shall not deal/ buy/sell/ pledge etc securities of the Company during Closure of the 'Trading Window', i.e. the period during which trading in the securities of the Company is prohibited.
- 6.2 The Designated persons shall conduct all their dealings in the securities of the Company only during an open trading window and shall not deal in any transaction involving the purchase/sale/pledge etc of the Company's securities during the periods when the trading window is closed.
- 6.3 **Closure of Trading Window:** The closure of trading Window for the following purposes:-
- a) Declaration of financial results (quarterly, half yearly and annually);
  - b) Declaration of Dividends(interim and final);
  - c) Change of Capital structure;
  - d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - e) Material events in accordance with the listing agreement.

The 'Trading Window' may be closed by the compliance officer in consultation with the managing director of the Company during such time in addition to above period as he /she may deem fit from time to time and also notification by designated person or insider about the possession of unpublished price sensitive Information.

- 6.4 **Starting of Closure: The period** of closure shall be effective from the date of specific notice/intimation is given to Stock Exchange pertaining to subject referred above or date on agenda for the board meeting containing above item is circulated, whichever is earlier. However, if the circumstances so warrants, the time for closing of trading window may be increased or decreased by the Compliance Officer.
- 6.5 The Trading Window shall be opened not earlier than forty-eight hours after the Price sensitive information is communicated to the Stock Exchange and becomes generally available.
- 6.6 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale/pledge of shares allotted in exercise of ESOPs shall not be allowed when trading window is closed.

## **7. Pre-clearance of trades:**

- 7.1 **Applicability:** All Designated persons, to whom the code is applicable, who intend to deal in Company's securities (themselves or through immediate relatives) during the period other than trading window closure, are required to obtain the pre-clearance of the proposed

acquisition/purchase/sale/pledge transactions as per the procedure described hereunder, in respect of the Designated persons such pre dealing approval would be necessary, Only if the values of the securities traded, whether in one transaction or a series of transactions over every calendar quarter, aggregates to a traded value in excess of Rs. 10 Lakhs.

## 7.2 Pre-Dealing Procedure:

- a) In case of dealing by Compliance Officer(s), pre-clearance from Managing Director shall be required. An application stating, inter alia, the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has security account and the details as to the securities already held etc, for pre-clearance shall be made to the Compliance Officer of Company in the format specified in Annexure I.
- b) An undertaking shall also be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:
  - I. That the said Designated Person or his immediate relative does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking
  - II. That in case the said Designated Person or his immediate relative has access to or receives "Price Sensitive Information" after signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer(s) of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - III. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
  - IV. That he/she has made a full and true disclosure in the matter.
- c) The Compliance Officer(s) will scrutinize the application within 2 working days of submission and communicate the approval/ refusal (alongwith reasons therefore) to the applicant. In the absence of the Compliance Officer(s), the pre clearance application will be decided upon by the Managing Director.
- d) The pre-clearance approval shall be valid only for seven calendar days from the date of communication and shall lapse thereafter. If the transaction is not consummated within seven calendar days from the approval date, the Designated Person will be required to follow the process of pre clearance again. However the Compliance Officer(s) shall have the right to revoke the clearance granted, before the relevant transaction has been consummated, if considered necessary.
- e) Designated Persons who deal, buy or sell any number of shares of the Company, shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. If 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 SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

In case of subscription in the primary market (initial public offers), to the above mentioned entities shall hold their investments for a minimum period of 30days. The holding period would commence when the securities are actually allotted.

- f) However, the Compliance Officer(s) 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 these regulations.
- g) In case any transaction has been refused, the Designated Person shall be free to re-apply for pre-clearance of the transaction, which was refused, to Chairman of Audit Committee of the Company. The decision of Chairman of Audit Committee in this regard shall be final.



h) The requirements of pre- clearance of a proposed transaction shall not apply in the following cases:

- I. In the event of participation of a public event i.e. a rights or a bonus issue.
- II. In the case of any acquisition of shares through transmission or inheritance, or like mode.
- III. By way of any court settlement or award thereof.

## 8. Reporting Disclosure for transactions in securities

8.1 Designated Persons shall make the following disclosures of shares and other securities held in the Company by them and their dependant family members, to the Compliance Officer:

Periodicity of Disclosure	Disclosure Requirement	Time period within which disclosure is to be made
Initial Disclosure by Promoter, KMP and Director(s) of the Company	Number of Securities held by them as on May 30, 2015	a) Within thirty (30) days of coming into effect of SEBI (Prohibition of Insider Trading) Regulations, 2015. b) Within seven (7) days of such appointment or becoming a promoter.
Continual Disclosure by Promoter, Employee and Director of the Company, if the number of securities acquired or disposed off, if the value of securities traded individually or cumulatively during a calendar quarter exceeds Rs. 10 lakhs.  For the purpose of continual disclosure as specified above, the disclosure of the incremental transactions after any disclosure under this subregulation, shall be made when the transactions effected after the prior disclosure cross Number of Securities or voting rights acquired or disposed off by them. Company shall notify these disclosures within two (2) trading days of receipt of such disclosure or becoming aware of such information to Stock Exchanges where the shares of the Company are listed		Within 2 trading days of dealing/acquisition/sale/ transfer of securities. the threshold specified of Rs Ten lacs during a calendar quarter.

## 8.2 GENERAL

- I. In case it is observed by the Company/Compliance Officer(s) that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the Company.
- II. Designated Persons are advised to pursue this Code and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, carefully and acquaint themselves with all the provisions contained therein. The Compliance Officer(s) shall assist the Designated Persons in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading.
- III. The Compliance Officer(s) shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of trades by designating employees or their immediate relatives and the implementation of the Code of Conduct for Prevention of Insider Trading under the overall supervision of the Board of the listed company.
- IV. The Compliance officer(s) shall maintain records of all the declarations or information in the appropriate form given by the designated persons for a minimum period of five years.
- V. The Compliance officer(s) shall place before the Chairman of the Audit Committee, on a quarterly basis all the details of the dealing in the securities by Designated Persons and the accompanying documents that such persons had executed the pre dealing procedure as envisaged in this code.

## 9. Penalty for Contravention of the code of conduct

Any contravention of the code by Designated Persons shall attract strictest disciplinary action including but not restricted to recovery of profits made, wage freeze, suspension and/ or termination of employment.

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## Specimen of application for pre-dealing approval

Date:

The Compliance Officer  
 Ranjan Polysters Limited  
 11-12th, K.M. Stone, Chittorgarh Road,  
 Guwardi,  
 Bhilwara-311001

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

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

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.)		
5.	The proposal is for		(a)Purchase of securities (b) Subscription to securities (c)Sales of Securities
6.	Proposed date of dealing in securities		
7.	Proposed date of dealing in securities		
8.	Price at which the transaction is proposed		
9.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-market debited		
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

I enclose herewith the form of Undertaking signed by me.  
 Yours faithfully,

(Signature of Employee)

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR  
PRE-CLEARANCE UNDERTAKING**

To,  
Ranjan Polysters Limited  
11-12th, K.M. Stone, Chittorgarh Road,  
Guwardi,  
Bhilwara-311001

I,..... , of the Company residing at ....., am  
desirous of dealing in..... \* shares of the Company as  
mentioned in my application dated for pre-clearance of the transaction.

I further declare that 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.

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.

I declare that I have not contravened the provisions of the Code as notified by the Company from  
time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil'  
report if the transaction is not undertaken. If approval is granted, I shall execute the deal within 7  
days of the receipt of approval failing which I shall seek pre-clearance.

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

Date:

Signature:.....

\* Indicate number of shares