

**Code of conduct for prevention of Insider trading in the securities
of GANGA PAPERS INDIA LIMITED**

This Code of Conduct may be known as "Code of Conduct for Prevention of Insider Trading in the securities of Ganga Papers India Limited ", hereinafter referred to as the "**Code of Conduct**" or "Code".

This Code consists of Code for Insiders and Code of Corporate Disclosure Practices, to ensure prevention of insider trading in the securities of Ganga Papers India Limited.

This Code has been formulated pursuant to Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulation, 1992 ("**Regulations**") as amended from time-to time.

Definitions.—For the purpose of this Code :—

- a. "Auditors"** mean the statutory and cost auditors of the Company.
- b. "Board"** means the Board of Directors of the Company Including any Board committees thereof
- c. "Company"** means GANGA PAPERS INDIA LIMITED
- d. "Compliance Officer"** means – The Officer of the Company so designated by the Board from time-to-time.
- e. "Connected person"** means, any person, connected with the Company six (6) months prior to an act of Insider trading, who is a Director of the Company under the Companies Act, 1956 or occupies the position as an officer or an employee of the Company or holds a position involving a professional or business relationship between himself and the Company (whether temporary or permanent) and who may reasonably be expected to have an access to unpublished price sensitive information In relation to the Company.
- f. "Dealing in securities"** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company by Connected Person either as principal or agent.
- g. "Dependant' shall,** in relation to the Connected Person, include:
 - I. Father
 - ii. Mother
 - iii. Spouse
 - iv. Son/daughter declared as dependent by the Director / Designated employee from time to time.
- h. "Designated Employee" means-**
 - (i) All executives of the Company any from the grade of Vice presidents and above, Heads of departments, Functional Heads, Directors, respective secretariats, etc. including Auditors of the Company and
 - (ii) any employee designated by the Company from time to time, to whom this code shall apply.

- I. "Director"** means Director on the Board of the Company including the **Chairman & Managing Director (CMD) and Executive Directors (EDs)**.
- J. "Insider"** means a Connected Person, Its Dependent, Designated Employee, Director and any person, connected with the Company or is deemed to have been connected with the Company in terms of the Regulations and who is reasonably expected to have access to unpublished price sensitive Information in respect of securities of the Company or has received or has had access to such unpublished price sensitive Information.
- k. "Price Sensitive Information"** means any information, which relates directly or indirectly to the Company and which if published is likely to materially affect the price of the securities of the Company.

Explanation—The following shall be deemed to be price sensitive information:

- i. Declaration of Periodic financial results of the Company (quarterly, half-yearly and annual).
 - ii. Intended declarations of dividend (interim and final).
 - iii. Issue of securities or buy-back of securities.
 - iv. Any major expansion plans or execution of new projects.
 - v. Amalgamation, mergers or takeovers.
 - vi. Disposal of the whole or substantial part of the Company's business.
 - vii. Any significant changes in policies, plans or operations of the Company.
- l. "Regulations"** means the **SEBI (Prohibition of Insider trading) Regulations, 1992 as amended from time to time**.
- m. "Relative"** means a person, as defined in section 6 of the Companies Act, 1956.
- n. "Stock Exchange"** means, for the time being, The Bombay Stock Exchange Limited, where shares of the Company are listed.
- o. "Trading Window"** means a trading period for trading in Company's securities as specified by the Company from time-to-time.
- p. "Unpublished"** means information which is not published by the Company.
- Explanation—Speculative Reports in print or electronic media shall not be considered as published Information.
- q. "Working Day"** shall mean the working day when the regular trading is permitted on the concerned Stock Exchange where securities of the Company are listed.

A. Code for Insiders

1. The Compliance Officer shall set-forth the policies, procedures and to implement/ monitor adherence to this Code and the applicable laws and regulations.

The Compliance Officer shall maintain a record of the Designated Employees from time-to-time in consultation with the Chairman and Managing Director. The Compliance Officer shall also assist all the employees in addressing any clarifications regarding this Code.

2. This Code will be applicable to all the "Directors" and "Designated Employees" as defined herein above.
3. No Designated Employee/Director shall pass on any Unpublished Price Sensitive Information to any person, whether directly or indirectly, by way of making a recommendation for the purchase or sale of securities of the Company.
4. No Designated Employee/Director shall communicate any Unpublished Price Sensitive Information to any person except those within the Company who need to know the information to discharge their duty and possession of such Information by such person will not give rise to a conflict of Interest.
5. No Designated Employee/Director shall communicate or counsel any Unpublished Price Sensitive Information to any person or being in possession of such Unpublished Price Sensitive Information shall not deal in the securities of the Company. The restriction as contained in this Clause 5 shall mutatis mutandis apply to recipient of such Information.
6. All the Designated Employees/Directors shall keep the files containing confidential material relating to Unpublished Price Sensitive Information fully secured. Computer files must be kept with adequate security of login and password, etc.
7. The Designated Employee/Director shall be subject to trading restrictions in the following manner—

A. Trading Window

The Trading Window will be closed for a period of maximum of 10 days during & time when Price Sensitive Information is Unpublished and shall remain closed 24-hours following the publication of such Price Sensitive Information.

B. Restriction on trading

No Designated Employee/Director shall deal in the securities of the Company during the closure of the Trading Window.

In the case of Employee Stock Option Scheme (ESOP), if any, the exercise of options shall be allowed during the period when the Trading Window Is closed. However, sale of securities allotted on exercise of options under ESOP shall *not* be allowed, when Trading Window is closed.

C. Pre-Clearance of Trades

The Designated Employee/ Director including their Dependents intending to deal in the securities of the Company exceeding the threshold limit of 2,000 shares per transaction will have to make:

(i) A suitable application giving all details of the proposed transaction to the Compliance

Officer for pre-clearance of the transaction along with the following undertaking.:

- a) that the Designated Employee/Director does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking..
- b) that in the case the Designated Employee/Director who has an 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 of the change in his/her position and that he/she shall completely refrain from dealing in the securities of the Company till the time such information becomes public.
- c) that he/she has not contravened this Code and the Regulations as notified by the Company from time-to-time,
- d) that he/she has not done any cross transactions (as defined in (iv) below) anytime during six months prior to the proposed transaction nor undertaken any derivative transaction anytime.
- e) that he/she has made a full and true disclosure in the matter.

ii). Only after receiving the clearance, the transaction should be carried out by the Designated Employee/ Director including their Dependent.

iii) The execution of the order in respect of the securities of the Company will have to be completed within one week of approval of pre-clearance, failing which it will have to be cleared again.

iv) The Designated Employee/Director including their Dependent who buy or sell any number of securities of the Company shall not enter into an opposite transaction i.e. buy or sell any number of securities during next six Months following the prior transaction. Further, they shall also not take any positions in derivative transaction in the Securities of the Company at any time. Unless any regulations stipulated by the Securities & Exchange Board of India prescribe for any lock-in or minimum holding period, the investment in securities at the time of IPO, will have to be held for a minimum period of 30 days from the date of purchase/actual allotment. In cases of personal emergency, the holding period as mandated by this Code may be waived by the Compliance Officer in consultation with Chairman & Managing Director ("CMD) after recording reasons in this regard.

8. Reporting requirement:

All Directors / Designated Employees, Promoter or part of promoter group - shall be required to forward details, in appropriate Form appearing in the schedules to the SEBI (Prohibition of Insider Trading) Regulations, 1992 – as amended from time to time, of their re-cleared security transactions / holding including the statement of the Dependents / Relative of Compliance officer in writing, within 2 Working Days, at the time of joining the Company / entering in to any pre-cleared transaction and annually by the April 15 of every calendar year.

All Directors / Designated Employees, Promoter or part of promoter group - shall disclose, within 2 Working Days, to the Company and the Stock Exchanges, where securities of the Company are listed, - in appropriate Form appearing in the schedules to the SEBI (Prohibition of Insider Trading) Regulations, 1992 – as amended from time-to-time, in case the total number of securities or voting rights held by such person and his dependent and change in the same if, a change In such holding of person and his dependents from the last disclosure made exceeds Rs. 5 Lacs, in value or 25000 shares or 1% of the total shareholding or voting rights whichever is lower.

The Company shall disclose, wherever required, to all the Stock Exchanges where the securities of the Company are listed, the information received as above, within 2 Working Days of receipt of the information.

The Compliance Officer shall maintain the record of all declarations in appropriate forms for the period of 3 years.

The Compliance officer shall place before the CMD all the details of trading with securities by insiders alongwith other documents on a monthly basis under pre-dealing procedures.

The CMD shall place before the Board a statement of all such transaction at board meeting after the end of June, September, and March quarter, every year.

9. Investigation:

The Compliance Officer shall have the power to investigate suspected

contravention of this Code and submit his report on findings to CMD within 7 days of the commencement of investigation or such extended time period as the CMD may approve.

Based on the report of the Compliance Officer, the CMD shall be entitled to appoint any person to further investigate a suspected contravention of this Code.

The CMD shall have the power to delegate to the person so appointed all the powers including powers to call for information, examination, Interrogation, recording evidence, etc.

In any investigation of suspected contravention of this Code the onus to prove that there is no violation of this code shall be on the concerned Insiders or their Relatives.

The Company's investigating officer shall, within 7 working days from the conclusion of the investigation, submit a report to the CMD.

The CMD after consideration of the Investigation report shall communicate the findings to the insider or any other person, being investigated and shall take any action as contemplated in this code.

10. Penalty:

Any Directors / Designated Employees found guilty in investigation, who traded In securities or communicated / • counseled any information for trading in contravention of this Code shall be penalized and appropriate action shall be taken by the CMD of the Company consistent with spirit of the Regulations.

Any Directors / Designated Employees found guilty in Investigation, who violated the Code, shall also be subject to further suitable disciplinary action.

The Company shall inform such violations to SEBI.

The above actions by the Company shall not preclude SEBI from taking any action In case of violation of SEBI (Prohibition of Insider Trading) regulations.

B. Code of Corporate Disclosure Practices

I. Prompt disclosure of Price Sensitive Information:

Price sensitive information shall be given by the Company to stock exchanges, where Company's securities are listed and disseminated on a continuous and immediate basis through appropriate ways by improving Investor access to its public announcements.

II. Overseeing and co-coordinating disclosure:

Company hereby designates the Chief Financial Officer (Designated Officer) to oversee all

corporate disclosure.

The Designated Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements. Overseeing and co-coordinating disclosure of Price Sensitive Information to the Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.

Information disclosure/dissemination may be approved in advance by the CMD of the Company.

If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if the Information is not considered price sensitive.

III. Responding to market rumours:

The Designated Officer shall provide proper clarification in response to any queries or requests for verification of market rumors by the Stock Exchanges.

The Designated Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

IV. Timely Reporting of shareholdings/ownership and changes in ownership:

The Company shall make timely disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the listing agreement in an adequate manner.

V. Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors:

The Company shall follow the guidelines given hereunder while dealing with analysts and institutional Investors:—

- (I) Only Public Information to be provided – The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- (II) Recording of Discussion - In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.
- (III) Handling of unanticipated question – The Company shall take due care while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated question may be taken on notice and a considered response be given later. If the answer

includes price sensitive information, a public announcement should be made before responding.

- IV) Simultaneous release of Information - When a Company organizes meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet.

VI. Medium of disclosure/dissemination:

- i) The Company shall make Disclosure/dissemination of information through various media so as to achieve Maximum reach and quick dissemination.
- ii) The Company shall ensure that disclosure to stock exchanges is made promptly.
- iii) The Company may also facilitate disclosure through the use of its dedicated Internet website.
- iv) The Company website may provide a means of giving Investors a direct access to analyst briefing material, significant background information and questions and answers.
- iv) The Information filed by the Company with exchanges under continuous disclosure requirement may be made available on the Company website.

Amendment:

This Code of conduct for prevention of insider trading in the securities, In whole or in part, shall stand modified / amended from time-to-time, without any further act on the part of the Company, as and when the SERI (Prohibition of Insider Trading) Regulation, 1992 is amended.

In case any difficulty or doubt arises in the interpretation of this 'Code of Conduct', the decision of the CMD/ED shall be final.

Sd/-

Sandeep Kanoria
(Managing Director)