

(Approved at Board Meeting dated 12.12.2017)

THE WESTERN INDIA PLYWOODS LIMITED

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CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

- 1.1 “Regulation” means, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- 1.2 “Insider “ means a (i) Connected person; or (i) anybody in possession or having access to Unpublished Price Sensitive Information (UPSI)
- 1.3 “ Connected Person “ means,-
- (i) 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himself and the Company whether temporary or permanent, that allows such person, directly, and indirectly, access to unpublished price sensitive information or is reasonably expected to allow such cases.
 - (ii) Without prejudice to the generality of the foregoing, the person falling within the following categories shall be deemed to be connected persons unless the contrary is established,-
 - (a) An immediate relative of connected persons specified in clause (i) ; or
 - (b) A holding company or associated company subsidiary company, or
 - (c) An intermediary as specified in Section 12 of the SEBI Act 1992 or an employee or director thereof; 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 banker of the Company; or

- (g) A concern, firm, trust, Hindu Undivided family, company or association of persons wherein a director of the company or his immediate relative or
- (h) A member of board of trustees of mutual funds or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (i) A member of Board of Directors or an employee, of public financial institution as defined in section 2(72) of the Companies Act 2013; or
- (j) An official or an employee of a self-regulatory organization recognized or authorized by the Board; or banker of the company, having more than ten percent of the holding or interest;

1.4 “Designated Person” : The following persons individually or collectively-

- a. Director of the Company.
- b. Top three Levels of Management in each Division/Department.
- c. Company Secretary.
- d. All Employees (Including Temporary employees, Trainees) in the Finance Department.
- e. All Employees (Including Temporary employees, Trainees) in the Secretarial Department.
- f. All Executive Assistants / Confidential Secretaries to persons mentioned under paragraph 1 to 3 supra.
- g. Any other employee who in the opinion of the Managing Director / Compliance Officer of the Company, have access to or is likely to have access to unpublished price sensitive information relating to the Company.

1.5 “Compliance Officer” is the Company Secretary who will report to the Managing Director of the Company.

The Compliance Officer shall be responsible for setting forth policies, procedure, monitoring adherence to the rules for the preservation of “unpublished price sensitive information” monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Listed Company.

The Compliance Officer shall maintain a record of the designated employees and any changes made in the list of designated employees.

The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Regulations and this Code of Conduct.

1.6 Generally available information: Information that is accessible to the public on a non-discriminatory basis

1.7 Words and phrases used in the code, but not specially defined shall assume the same meaning as that given in the regulation.

2.0 Preservation of “Price Sensitive Information”

2.1 Designated persons shall maintain confidentiality of all Price Sensitive information. Designated person shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities

2.2 Need to know

2.2.1 Price Sensitive information is to be handled on a “need to know” basis, ie, price sensitive information should be disclosed only to those within the company who need the information to discharge their duty.

2.2.2 No insider shall communicate, provide or allow access to any unpublished price sensitive information, relating to the company or securities listed/proposed to be listed to any person including other insider(s) except where such communication is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
Similarly, no person shall procure from or cause communication by any insider of unpublished price sensitive information, except as is aforesaid.

2.3 Limited access to confidential information.

3. Prevention of misuse of “Price Sensitive information”

3.1 All designated persons shall be subject to trading restrictions as enumerated below:-

3.2 No insider shall trade securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

3.3 Provided that the insider may prove his innocence by demonstrating the circumstances such as the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3.2 and both parties had made conscious and informed trade decision;

3.4 In case of connected persons the onus of establishing that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

3.5 The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

4. Trading Window

4.1 The trading window shall be closed during the time the information paragraph 4.3 is unpublished.

4.2 When the trading window is closed, the designated persons shall not trade in the company's securities in such period.

4.3 The trading window shall be closed at the time of:-

- a. Declaration of financial results (quarterly, half-yearly and annual)
- b. Declaration of dividends (interim and final)
- c. Issue of securities by way of public/rights/bonus etc.
- d. Any major expansion plan or execution of new projects.
- e. Amalgamation, merges take over's and buy-back
- f. Disposal of whole or substantially whole of the undertaking.
- g. Material events in accordance with the Listing Regulations.
- h. Changes in Key Managerial Personnel (KMP)

4.4 The trading window shall be opened 48 hours after the information referred to in paragraph 4.3 is made public.

4.5 All designated persons of the Company shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in the Company's Securities during the periods when trading window is closed or during any other time period as may be specified by the Company from time to time.

4.6 Employees and connected persons designated on the basis of their functional role ("Designated Person") in the organization shall be governed by an internal code of conduct governing dealing in securities. The Compliance Officer shall specify the designated persons to be covered by such code on the basis of their role and function in the organization for the performance of the code. Due regard shall be had to the access such role and function would provide to UPSI in addition to security and professional designation.

4.7 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 price sensitive information relates. Designated persons and their immediate relative shall not trade in securities when the trading window is closed.

4.8 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. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accounting firms, law firms, analyst, consultants etc., assisting or advising the company.

4.9 When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of proposed trades is above such threshold as the Board of Directors may stipulate. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

The pre-clearance to be sought as per forms prescribed under SEBI circular No.CIR/ISD/02/2015 dated 16.09.2015. Similarly, Promoters/Directors/KMPs appointed should also give the disclosures/continuing disclosures as per formats prescribed therein.

4.10 Prior to approving any trades, the compliance officer shall be entitled to seek declaration to the effect that the applicant for pre-clearance 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 in accurate.

4.11 Trades that have been pre-cleared have to be executed by the designated person, within a time frame of seven days failing which fresh pre-clearance would be needed for the trades to be executed.

4.12 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 reason 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. The Board may approve/revise approval such formats which may deem necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to the trade after securing pre-clearance, 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.

4.13 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

5.1 The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the designated persons for a minimum period of three years.

5.2 The Compliance Officer shall place before the share transfer Committee of the Company, on a monthly basis, all the details of the dealing in the Company's securities by designated persons and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

6.0 Penalty for contravention of code of conduct

6.1 Any designated persons who trades in the Company's securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company.

6.2 Designated persons who violate this code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

6.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

7.0 Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

7.1 In case it is observed by the Company/ Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulation, 2015, by designated person SEBI will be informed by the Company.